The following discussion of financial condition, changes in financial condition and results of operations has been prepared by the Company's management, without review or comment from the Company's auditors. This document is intended to accompany the unaudited interim financial statements as at May 31, 2007 and should be read in conjunction with those financial statements. Additional information about the Company can be found at www.sedar.com.

DISCLOSURE CONTROLS AND PROCEDURES

Management is responsible for the information disclosed in this management discussion and analysis and has in place the appropriate information systems, procedures and controls to ensure that information used internally by management and disclosed externally is, in all material respects, complete and reliable. As of the financial year ended August 31, 2006, an evaluation was carried out under the supervision of, and with the participation of, the Company's management, including the Chief Executive Officer and Chief Financial Officer, on the effectiveness of the Company's disclosure controls and procedures, as defined in Multilateral Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings ("MI 52-109"). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as of August 31, 2006 to provide reasonable assurance that material information relating to the Company would be made known to them by others within the Company. As there have been no subsequent changes to these controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as of May 31, 2007 to provide reasonable assurance that material information relating to the Company would be made known to them by others within the Company.

INTERNAL CONTROL OVER FINANCIAL REPORTING

MI 52-109 also requires a reporting issuer to submit an interim certificate relating to the design of internal control over financial reporting. Internal control over financial reporting is a process designed by management to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian generally accepted accounting principles (GAAP). As part of this process, management, including the Chief Executive Officer and the Chief Financial Officer, has evaluated the design of the internal control over financial reporting at May 31, 2007 and based on this evaluation, management has concluded that the design of internal control over financial reporting was effective as of May 31, 2007.

CHANGES IN INTERNAL CONTROL OVER FINACIAL REPORTING

Under the provisions of MI 52-109, a reporting issuer is also required to disclose in their MD&A any change in internal control over financial reporting during the most recent fiscal quarter that has materially effected, or is reasonably likely to materially affect internal control over financial reporting.

Management has determined that there have been no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the internal control over financial reporting.

FORWARD LOOKING INFORMATION

This Management's Discussion and Analysis contains forward-looking statements that involve risks and uncertainties, which may cause actual results to differ materially from the statements made. When used in this document, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "estimate", "expect" and similar expressions are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to such risks and uncertainties. Many factors could cause our actual results to differ materially from the statements made, including those factors discussed in filings made by us with the Canadian securities regulatory authorities.

FORWARD LOOKING INFORMATION – (continued)

Should one or more of these risks and uncertainties, such as actual results of current exploration programs, the general risks associated with the mining industry, the price of gold and other metals, currency and interest rate fluctuations, increased competition and general economic and market factors, occur or should assumptions underlying the forward looking statements prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, or expected. We do not intend and do not assume any obligation to update these forward-looking statements. Shareholders are cautioned not to put undue reliance on such forward-looking statements.

OVERVIEW

The Company operates a single business segment which is engaged in base and precious metal mining and related activities, including exploration and development, in northern Ontario. The management of the Company has not changed since the fiscal year end and is comprised of the following individuals:

Name	Position(s) Held
Ken Lapierre, P. Geo	Director, CEO, President
Peter Wood, P. Geo.	Director, VP Exploration
William R. Johnstone, LL.B (1)	Director, Corporate Secretary
Robin Lowe (1)	Director
Denis Arsenault, C.A. (1)	Director
Mike Kindy, C.A.	CFO

(1) Member of the Company's Audit Committee

OVERALL PERFORMANCE

When the Company was incorporated in January 2006 its founders had a vision that involved the acquisition and development of significant properties of merit. The Company's activities during the fiscal quarter ended May 31, 2007 were entirely consistent with this vision as additional properties were acquired by way of option agreements and development of existing land holdings continued.

In March 2007 the Company signed seven option agreements covering over 15,847 hectares in the Snow Lake district of Manitoba, which is one of the most prolific and the largest Paleoproterozoic VMS districts in the world. The Company has also obtained mineral exploration licenses from the Province of Manitoba covering an additional 94,741 hectares in the Snow Lake area. These licenses have three year duration and provide the Company with the exclusive right to explore and stake areas within the boundaries of the licenses. The Company has staked some additional land claims in the Snow Lake District but these claims are outside of the license boundaries.

The Company also concluded its initial drilling program on its Shihan property in Northern Ontario. A total of 30 drill holes, aggregating almost 3,000 metres in length were completed and the results obtained indicate that further drilling in this area and on other areas of interest within the Company's holdings is warranted. Subsequent to May 31, 2007 the Company has retained the services of a qualified geologist to investigate and report on other areas of interest within the property boundaries and this report will be used to determine the next series of drilling targets.

The Company is currently in the process of exploring its mineral properties and does not yet have any sources of operating revenue. This absence of revenues virtually assures that operating losses will occur. The losses incurred in the recently concluded fiscal quarter amounted to $413,031 including a one-time charge of $338,962 representing the theoretical cost of stock options granted to directors and officers during the period.

RESULTS OF OPERATIONS

During the recently concluded fiscal quarter the Company incurred losses in the amount of $413,031 or $0.03 per share. This is in addition to the losses reported previously and results in total losses of $647,020 or $0.05 per share for the nine-month period. During the fiscal quarter ended May 31, 2006, which was the first complete fiscal quarter following incorporation and a period in which the Company was still setting up its office and preparing for future operations, the Company reported a loss of $6,736 or $0.00 per share thereby raising its operating losses to $9,077 or $0.00 per share on a year to date basis.

Since the Company is in the process of obtaining and exploring mineral properties its only source of revenue is the interest that it is able to earn on short-term cash-based investments. This revenue amounted to $12,345 for the three month period ended May 31, 2007 and $24,226 for the nine-month period then ended. The cash that the Company has available to invest in this manner is the unutilized portion of the proceeds received from issuing its common shares. Since the majority of these proceeds were received during the current fiscal year there was very little available to invest in this manner during the prior year, resulting in the realization of only $41 in interest revenue up to May 31, 2006..

The most significant expense recorded in the current period is the theoretical value attributed to the employee stock options, in accordance with GAAP, that the Company granted to its directors and officers. The most commonly used means of assessing this theoretical value is to use the Black-Scholes valuation model, a mathematical model that was actually developed as a means of estimating the value of a saleable stock option. This model requires the estimation of the Company's stock volatility, or the amount that the share price is expected to fluctuate, over the life expectancy of the employee stock options. The model also uses the market price for the Company's shares and the risk-free interest rate at the date the options were granted and the exercise price for the stock option. Through the application of this model the Company has determined that the 1,250,000 stock options granted to directors and officers in March 2007 have a theoretical value of $338,962 and this amount has been recorded as an expense as at the date of grant. This is an expense for which the Company will never make a cash payment however so an equal amount is added to shareholders' equity and is called contributed surplus. This represents the first and only stock option grant that the Company has made and therefore there are no similar expenses recorded in any other period.

In addition to the stock option compensation described above, the Company reported expenses aggregating $86,414 for the three-month period ended May 31, 2007. These expenses include consulting fees of $19,173, legal fees of $15,876, regulatory and transfer fees of $9,000, insurance costs of $4,320 and amortization of $8,620. For the three month period ended May 31, 2006 the Company reported expenses in the amount of $6,774 however none were similar to the specific items noted above. The consulting fees represent amounts charged by the Company's CEO, VP Exploration and CFO for administrative services that they provided during the period. The legal fees, which include $15,615 charged by a law firm in which a director of the Company is a partner, are attributable to the completion of filings required by regulatory authorities and other corporate matters.

The remaining expenses for the period are comprised of $11,225 on account of advertising and promotion, $5,428 in rent and utilities, $4,989 for travel and accommodation and $7,783 in general expenses. The advertising and promotional expenses are attributable to the registration for tradeshows and conferences, the acquisition of promotional products and the cost of a promotional advertisement in the Snow Lake area. In the period ended May 2006 the Company incurred $1,100 relative to the design of the corporate logo and similar matters. Rent and utilities represent the costs associated with the office facility that the Company has leased through February 2008 with an option to renew and is comparable to the $4,369 incurred in the three months ended May 2006. Travel and accommodation costs are incurred while attending tradeshows and conferences as well as attending to public relations and promotional duties. In the period ended May 2006 the Company incurred $826 for travel and accommodation in addition to $479 in general expenses.

PROPERTIES

The Company has, to date, acquired and made expenditures on three mineral properties as follows:

	Horwood Property	Shihan VMS Property	Snow Lake Properties
Acquisition costs	$ 2,500	$ 152,650	$ 3,500
Exploration costs	-	956,407	33,867
Total costs to date	$ 2,500	$ 1,109,057	$ 37,367

The amounts noted above include the option payments of $12,500 cash plus 75,000 common shares that were paid subsequent to May 31, 2007 in accordance with the Shihan option agreement. The 75,000 common shares were issued July 3, 2007 and are valued at $0.67 per share representing the closing market price from the preceding date

These amounts, and any future costs, will be deferred and reported as an asset of the Company until such time that the properties are brought to commercial production, sold, disproved or abandoned at which time an appropriate amount will be charged against income.

The Company is currently investigating work programs on both the Shihan property and on the Snow Lake properties.

LIQUIDITY

During the three-month period ended May 31, 2007 the Company issued 893,917 common shares for aggregate proceeds of $260,718. These shares were issued on account of the exercise of 41,750 FT Warrants, 661,272 WC Warrants and 190,895 agent's units, each of which was issued in accordance with the IPO completed in December 2006. The proceeds received from these transactions are available for working capital purposes. In the period subsequent to May 31, 2007 an additional 251,780 WC Warrants were exercised for cash proceeds of $75,534 and 75,000 common shares valued at $50,250 were issued in accordance with the terms of the Shihan property option.

Since the Company currently has no source of revenues or other means of generating cash from operations it will likely remain reliant on its ability to raise financing, either through private or public sources, in order to satisfy its obligations as they become due. Although the Company has been successful to date in obtaining the financing that it has required there is no assurance that it will be successful in completing future financing transactions should they be required.

CAPITAL RESOURCES

The Company has not entered into any commitments to acquire equipment however it does have exploration expenditure and option payment commitments that must be satisfied in order to maintain and secure its interests in the mineral resource properties that are subject to property option agreements. It is highly probable that the Company will require additional financing in order to meet these commitments.

OFF-BALANCE SHEET ARRANGEMENTS

In accordance with the terms of the option agreement that the Company entered into to acquire a 100% working interest, subject to a 2% Net Smelter Returns Royalty, in the Shihan VMS Property it is required to make the following payments on or before the following dates:

	Cash Payments	Exploration Expenditures	Common Shares
July 14, 2008	$ 15,000	$ 100,000	75,000
July 14, 2009	25,000	100,000	-
	$ 40,000	$ 200,000	75,000

To date the Company has met the Exploration expenditure requirements, has made all cash payments and has issued all shares required to date but still must make the option payments of cash and shares noted above.

In accordance with the terms of the option agreements that the Company entered into to acquire a 100% working interest, subject to a 2% Net Smelter Returns Royalty, in the Snow Lake properties it is required to make the following payments on or before the following dates:

	Cash Payments	Exploration Expenditures
March 22, 2008	$ 70,000	$ 1,000,000
March 22, 2009	125,000	1,300,000
March 22, 2010	390,000	2,600,000
March 22, 2011	1,475,000	4,900,000
	$ 2,060,000	$ 9,800,000

The Company has also entered into a lease agreement relative to its office facility for an initial period of two years with an option to renew for a third year with no increase in rent and a further option to renew for an additional five year period at prevailing market rates. The minimum annual payments remaining under this lease are as follows:

To February 28, 2008	$ 8,050

With the exception of the option agreements described above, the Company has not entered into any other commitments or purchase contracts as at the date of this document.

TRANSACTIONS WITH RELATED PARTIES

During the nine month period ended May 31, 2007 the Company entered into transactions with related parties that resulted in the following amounts being recorded:

- $238,725 in exploration expenses, $34,000 in consulting fees, and $21,525 in general and administrative expenses result from fees and expenses charged by two corporations, each of which is owned and operated by individuals that are shareholders and Directors of the Company.
- $120,079 in legal fees was charged by a legal firm in which a senior officer and director of the Company is a partner.
- $19,312 in consulting fees was charged by a corporation that is owned and operated by a senior officer of the Company.

These transactions have been recorded at exchange amounts established and agreed to by the related parties. All transactions with related parties are in the normal course of operations and have been carried out on the same terms as those accorded to unrelated parties.

CONVERTIBLE INSTRUMENTS AND OTHER SECURITIES

The Company has the following securities issued:

	Quantity	Amount
Common shares as at August 31, 2006	7,320,000	$ 709,500
Shares issued under IPO December 8, 2006:		
Common shares issued as flow-through shares	4,000,000	1,200,000
Less: income tax value of mining expenditures renounced		(433,368)
Common shares	4,400,000	1,100,000
Less: expenses associated with offering		(243,606)
Agents units exercised	336,687	84,172
WC warrants exercised	696,272	208,882
FT warrants exercised	51,750	18,112
Common shares at May 31, 2007	16,804,709	2,643,692
WC warrants exercised	251,780	75,534
Shares issued under property option	75,000	50,250
Total as at date of this document	17,131,489	$ 2,769,476

In addition to the shares noted above the Company issued certain warrants in connection with the IPO. The following represents the number of common shares that have been reserved to satisfy the potential future exercise of these warrants:

	Number Of Common Shares
Share purchase (FT) warrants exercisable at $0.35 per share until December 8, 2008	1,948,250
Share purchase (WC) warrants exercisable at $0.30 per share until December 8, 2008	3,788,635
Agents warrants exercisable at $0.25 per unit until December 8, 2008	503,313
Share purchase warrants exercisable at $0.30 per share until December 8, 2008 (1)	503,313
Total common shares reserved for potential future issuance	6,743,511

(1) These warrants will only be issued in the event that the Agents warrants are exercised

CHANGES IN ACCOUNTING POLICY

The accounting policies followed by the Company are established in accordance with Canadian GAAP and once policies are established they will not, as a matter of policy, be revised unless Canadian GAAP changes. There were no policy changes during the current fiscal period or subsequent thereto except for the new policy adopted in accordance with EIC-146 as described above.

FINANCIAL AND OTHER INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, GST receivable and accounts payable and accrued liabilities. Due to the short term maturities associated with these items their fair value approximates their carrying values and the Company is not exposed to any significant interest or credit risks.

RISK FACTORS

There are a number of risks that could affect the Company's business prospects. They include the speculative nature and the ability to finance the exploration and development of the Company's mineral properties, operating hazards, environmental and other government regulations, competition in the marketplace, markets for the Company's securities and the demand for gold and base metals.

RISK FACTORS (continued)

Exploration Risk:

Mineral exploration and development involve a high degree of risk. A very low percentage of exploration projects ultimately evolve into producing mines. There is no assurance that the Company's future exploration and development activities will result in the definition of a commercial orebody. The viability of an orebody depends on a number of factors which include, but are not limited to, location, size, grade, geometry of orebody, availability of experienced labourers, proximity to existing infrastructure, metal prices and government regulations, including environmental restrictions.

Competition:

There is aggressive competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other mining companies, many of which have greater financial resources than the Company, for the acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel.

Financial Capability and Additional Financing:

The Company has limited financial resources, has no source of operating income and has no assurance that additional funding will be available to it for further exploration and development of its projects. Although the Company has been successful in the past in financing its activities through the sale of equity securities, there can be no assurance that it will be able to obtain sufficient financing in the future to continue as a going concern.

Fluctuating Prices:

The price of gold and other metals have fluctuated widely in recent years and are affected by factors beyond the control of the Company. International economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends are some of the factors that could impact on the viability of the Company's exploration projects that are impossible to predict with certainty.

Environment:

Both the exploration and production phases of the Company's operations will be subject to environmental protection regulations in the jurisdictions in which it operates. Globally, environmental legislation is evolving towards stricter standards and enforcement, more stringent environmental impact assessments of new mining projects and increasing liability exposure for companies and their directors and officers. There is no assurance that future environmental regulations will not adversely affect the Company's operations.

Cash Flow:

The Company's properties are each in an early stage of exploration and as a result, the Company has no source of operating cash flow. Failure to obtain additional financing could result in a delay or indefinite postponement of further exploration with the possible loss of such properties. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. The Company will require new capital to continue to operate its business and to continue exploration on its various properties, and there is no assurance that capital will be available when needed, if at all.

RISK FACTORS (continued)

Title Matters:

The mining claims in which the Company has an interest have not been surveyed and, accordingly, the precise location of the boundaries of the claims and ownership of mineral rights on specific tracts of land comprising the claims may be in doubt. Such claims have not been converted to lease and tenure, and as a result, are subject to annual compliance with assessment work requirement. Other parties may dispute the Company's title to its mining properties. While the Company has diligently investigated title to all mineral claims and, to the best of its knowledge, title to all properties is in good standing; this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers or land claims and title may be affected by undetected defects.