The following discussion and analysis is prepared at July 28, 2008 and is intended to help the reader understand the accompanying audited consolidated financial statements of Medallion Resources Ltd. (the "Company"). The information provided herein should be read in conjunction with the Company's audited consolidated financial statements and notes for the years ended March 31, 2008 and 2007.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable.

The Company is incorporated in British Columbia and involved in the acquisition and exploration of mineral-resource properties located in North America. Management is in the process of evaluation and acquisition of high-quality projects in the Americas for exploration and potential future development, with an emphasis on projects that have the potential to provide cash flow from production in the near term.

Additional information relating to the Company is available on the SEDAR website: www.sedar.com under "Medallion Resources Ltd".

All currency amounts are in Canadian dollars unless otherwise indicated.

The Company evaluated the design of its internal controls and procedures over financial reporting as defined under Multilateral Instrument 52-109 for the period ended March 31, 2008. Based on this evaluation, management has concluded that the design of these internal controls and procedures over financial reporting was effective.

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported on a timely basis to senior management, so that appropriate decisions can be made regarding public disclosure. As at the end of the period covered by this management's discussion and analysis, management evaluated the effectiveness of the Company's disclosure controls and procedures as required by Canadian securities laws.

Based on that evaluation, management has concluded that, as of the end of the period covered by this management's discussion and analysis, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws, and that material information is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

OVERALL PERFORMANCE

Financial Condition

As of March 31, 2008, the Company had working capital of $579,978 (2007 – working capital of $64,479).

Mineral Properties

<u>Ocelot Property, Nevada, U.S.A.</u>

On April 3, 2006, the Company entered into a Mining Lease and Option to Purchase Agreement (the "Option Agreement"), as subsequently amended with Carl Pescio and Robert Foster (the "Vendors"), pursuant to which the Vendors leased the property to the Company and granted to the Company an option to acquire a 100% interest in 13 core mineral claims at the Ocelot gold-exploration property in Nevada. In addition, the

Company staked an additional 142 new mineral claims in the immediate area and contributed them to the Ocelot property for the purpose of the Option Agreement. The Ocelot property now comprises 155 unpatented mineral claims covering approximately 3,100 acres in Lander County, 40 km north of Austin, Nevada.

The terms of the Option Agreement required the Company to issue to the Vendors 50,000 common shares of the Company (issued) and to pay to the Vendors annual advance royalty payments in the aggregate amount of US$735,000 by September 26, 2011, and US$200,000 on September 26 of each successive year thereafter. All advance royalty payments are credited against a net smelter return royalty of 3% (of which 1% may be purchased at the Company's option for US$2,000,000). In addition, the Option Agreement required a drilling work commitment on the property of 11,500 feet on or before September 26, 2007 and 7,500 feet per year thereafter, until completion of a bankable-feasibility study. To date, none of the required drilling has been completed.

The Option Agreement was recently renegotiated and a Letter of Intent, dated June 20, 2008, (LOI), which outlines the new terms of acquisition, was signed with the property Vendors. The LOI converts the Option Agreement into an option and joint-venture structure between the Company and the Vendors. To secure the terms of the LOI, US$45,000 has been paid to the Vendors.

Under the terms of the LOI, subject to TSX Venture Exchange approval, the Company may now earn a 60% joint-venture interest in the Ocelot property by making an annual property payment of US$30,000 to the Vendors and by spending on property exploration over four years a total of US$1.2 million. The first annual property payment is due by 31 July 2008. The Company must also make all property assessment payments and exploration activities, property-expenditure commitments, which require US$150,000 during the first year, US$250,000 during the second year and US$400,000 during the third and fourth years. The Company will be project manager of exploration activities during and following the earn-in period. Following the Company's 60% earn-in, the Vendors will have a one-time back-in right to acquire an additional 20% of the project for a payment equal to 200% of the Company's expenditures up to the date of the Vendors' exercise of its back-in right. The LOI's proposed joint-venture structure, payments and work commitments replace the onerous ever-escalating advance royalty payments and drilling requirements of the Option Agreement. The result should be a more manageable and methodical exploration of the property.

As of March 31, 2008, the Company has incurred a total of $187,536 (2007 - $187,536) in acquisition costs The Company was required to post a reclamation bond which covers the cost to reclaim the ground disturbed during its exploration programs at the Ocelot Property. As of December 31, 2007, the Company paid $23,415 for the bond required to cover the exploration program. The Company must complete certain reclamation work for these funds to be released, but may leave the bond in place for future exploration programs, even if such work is completed.

Amazing Grace Property, British Columbia

On October 25, 2007, the Company signed a Letter Agreement and on February 26, 2008 a definitive Option Agreement (the "Agreement") to obtain an option to acquire a 100% interest in the Amazing Grace gold-exploration property, British Columbia. The property comprises 17 Crown mineral claims covering approximately 4,867 hectares.

The Agreement requires the Company to initially pay the vendor $10,000 (paid) and issue 50,000 common shares (subsequently issued) of the Company upon acceptance of the Agreement by the TSX Venture Exchange ("TSXV"). In order to exercise the option to acquire a 100% interest in the property, subject to a 2% Net Smelter Return royalty ("NSR"), the Company must pay the vendor, over a period of five years, an aggregate of $140,000 and issue an aggregate of an additional 150,000 common shares of the Company. Of the 2% NSR royalty in favour of the vendor, 1% can be purchased by the Company for $1 million. The

Company must also perform $70,000 in exploration work on the property during the first year of the Agreement (subsequently incurred).

The Company entered into a Finder's Agreement, as amended on April 30, 2008, to pay a Finder's fee of $15,000 and issue up to 20,000 common shares in respect of the Amazing Grace acquisition. The Company must pay $2,500 (subsequently paid) on the date of the TSXV acceptance. An additional fee of $2,500 will be paid at a date three months from the first Finder's fee payment. If the Company maintains the Agreement over a period of three years, it will pay the Finder, in stages, an aggregate of $15,000 and issue to the Finder 20,000 common shares of the Company. If the Company exercises its option and acquires a 100% interest in the Amazing Grace Property, it will grant to the Finder a 0.5% NSR royalty, of which one-half (0.25%) can be purchased by the Company for $250,000.

Planning studies completed during the 2008 fiscal year consisted of two completed consultants reports on initial evaluation and on petrography of the property, a compilation of all previous data and a planning draft for a comprehensive technical report on the property. Contract discussions for geophysical and geological work on the property were initiated during the last quarter of fiscal year 2008. A contract was signed with Aeroquest Geophysical Limited on March 14, 2008, for $105,504, to provide a helicopter geophysical survey of the property. An advance of $26,544 was paid and the work commenced in June 2008.

On June 3, 2008, a contract to provide geological mapping and sampling of the Amazing Grace property was signed with Coast Mountain Geological Ltd., of Vancouver, BC. The estimated cost of phase-one exploration was $218,680. An advance of $50,000 was paid and the work was completed in July, 2008. Results of the geophysical and geological work have not yet been received.

Amazing Grace geological field work began under the Coast Mountain Geological Ltd. contract in the first week of June 2008. A final report on the phase-one work is expected in August. The helicopter geophysical field work was completed on June 13, 2008 and preliminary geological maps were delivered. The final detailed geophysical report is due in early August.

Lodi Hills Property, Nevada, U.S.A.

On December 4, 2007, the Company signed a Letter Agreement for an option to acquire 100% of the Lodi Hills gold-exploration property, Nye County, Nevada. The property comprises 39 federal mineral claims covering 780 acres. At execution of the Letter Agreement, the Company paid US$5,000 and reimbursed the owner US$7,604 for claim filing fees.

Work on the Lodi Hills, Nevada, property began in late March 2008 with an initial geological mapping and sampling program. Subsequent to the end of the 2008 fiscal year, this program was completed; however, results were reported as raw data with no formal final report and analysis. Analysis of these data is in progress. The cost of the program to date (June 30, 2008) is US$11,550. A verbal arrangement with the property vendor indefinitely suspended the payment of the April 30, 2008, property payment. This arrangement, which is still in effect as of July 28, 2008, allows for analysis of the new exploration results and a further determination of the property's appropriate priority within the Company's exploration and business strategy.

To exercise the option to acquire 100% of the property, subject to a 2% NSR royalty in favor of the Owner, the Company must pay advance-minimum-royalty payments as follows: US$20,000 on or before April 30, 2008 (currently suspended indefinitely), and an amount equal to the sum of the last property payment plus US$5,000 on or before April 30 of each succeeding year after April 30, 2008 until the Company has paid an aggregate of US$500,000 in advance-minimum-royalty payments. Upon TSXV acceptance of a definitive mineral lease and option agreement, the Company will issue to the Owner 50,000 common shares. The Company will be the operator of exploration programs on the property.

Expenditures on the Company's mineral properties are summarized as follows:

	Balance March 31, 2006	Expenditures for the year	Balance March 31, 2007	Expenditures for the year	Balance March 31, 2008
Ocelot Property					
Property acquisition costs	$ 69,043	$ 118,493	$ 187,536	$ -	$ 187,536
Exploration expenditures					
Geological consulting	54,410	51,983	106,393	(1,858)	104,535
Drilling	-	39,307	39,307	-	39,307
Field costs	-	20,285	20,285	2,381	22,666
License fees and dues	-	23,696	23,696	12,585	36,281
	123,453	253,764	377,217	13,108	390,325
Amazing Grace Property					
Property acquisition costs	-	-	-	10,000	10,000
Exploration expenditures					
Geological consulting	-	-	-	48,764	48,734
Geophysical consulting	-	-	-	26,544	26,544
Sampling and assays	-	-	-	440	440
License fees and dues	-	-	-	1,137	1,137
	-	-	-	86,855	86,855
Lodi Hills Property					
Property acquisition costs	-	-	-	5,025	5,025
License fees and dues	-	-	-	7,472	7,472
	-	-	-	12,497	12,497
Total Expenditures	$ 123,453	$ 253,764	$ 377,217	$ 114,556	$ 489,677

RESULTS OF OPERATIONS

The Company's operations consist generally of mineral exploration and evaluation of new property acquisitions. This includes acquiring mineral properties, evaluating the merits of these properties using various techniques such as sampling, trenching, geophysical and geochemical survey methods as well as drilling.

The Company has no commercial mining production at this time; therefore, the Company has no revenue from operations. Other than the mineral properties acquisition agreements, the Company has no material long-term contracts or obligations.

SELECTED ANNUAL INFORMATION

	Year ended March 31, 2008	**Year ended March 31, 2007**	**Year ended March 31, 2006**
	$	**$**	**$**
Total Revenues (interest income)	4,517	3,439	841
Net Income (Loss)	(131,019)	(263,842)	(127,337)
Net Income (Loss) Per Share	(0.04)	(0.04)	(0.02)
Total Assets	1,273,797	524,608	170,311
Long-Term Debt	Nil	Nil	Nil
Dividends	Nil	Nil	Nil

Results of operations for the year ended March 31, 2008 compared to the year ended March 31, 2007. The Company's loss for the year ended March 31, 2008 totaled $131,019 compared to $263,842 in 2007, a decrease of $132,823. This decrease is mostly due to the Company recording in 2008, a recovery of future income tax of $170,000 with respect to renunciation of the subscription costs of flow-through shares totaling $500,000, when there was no tax recovery recorded in 2007.

In fiscal 2008, the Company increased its administrative activities as a result of two new property acquisitions, renegotiation of the acquisition terms on an existing property, and closing of two equity financings. Administrative expenses in the year ended March 31, 2008, increased by $38,255 and totaled $305,536. The major increases were in transfer agent and filing fees of $26,032, property investigation expenses of $14,543, management fees of $10,668, and professional fees of $10,159. These increases were partially offset by a decrease of $33,035 in non-cash stock-based compensation expenses recorded on 290,000 stock options granted in the year ended March 31, 2008, compared to the year ended 2007 when there were no stock options granted.

The interest income earned for the year ended March 31, 2008 totaled $4,517 compare being with with interest income of $3,439 in 2007. The loss per share was the same in fiscal 2008 and 2007, being $0.04 per share.

SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly financial information for each of the last eight quarters (information is unaudited except for March 31st figures).

Quarter Ending	Revenue	Expenses	Net Loss (Income)	Loss (Earnings) Per Share
	$	$	$	$
March 31, 2008	**3,235**	**83,236**	**(90,000)**	**(0.01)**
December 31, 2007	316	51,252	50,937	0.01
September 30, 2007	386	127,007	126,621	0.02
June 30, 2007	580	44,041	43,461	0.01
March 31, 2007	**791**	**62,770**	**61,979**	**0.01**
December 31, 2006	720	25,070	24,350	0.00
September 30, 2006	1,615	131,293	129,678	0.02
June 30, 2006	313	48,148	47,835	0.01

Results of operations for fourth quarter of fiscal 2008 compared to the fourth quarter of fiscal 2007. In the fourth quarter of fiscal 2008 the Company recorded net income of $90,000 compared to a net loss of $61,979 in the fourth quarter of fiscal 2007. The difference of $151,979 was a result of a $170,000 future income tax recovery recorded in the quarter with respect to the December, 2007 $500,000 flow-through share financing as described above..

The Company's loss before taxes for the three months ended March 31, 2008, totaled $80,001, an increase of $18,022 from $61,979 in the same period of 2007. The major increases of $19,965 in consulting fees and $19,210 in transfer agent and filing fees were due to the Company closing two private placements in that period.

The interest income earned for the fourth quarter of 2008, totaled $3,235, compared to interest income of $791 in the same period of 2007. The earnings per share were $0.01 in three months ended March 31, 2008 as compared to a loss per share of $0.01 in 2007.

MARKETABLE SECURITIES

At March 31, 2008, the Company owned 600,000 shares of American Bonanza Gold Corp. (“Bonanza”). The investment represents less than a 1% equity interest in Bonanza and is carried at a market value of $90,000 (March 31, 2007 – book value $39,547; market value $186,000).

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2008, the Company’s working capital was $579,978 (March 31, 2007 – working capital $64,479). The cash and cash equivalents at March 31, 2008 totaled $656,528, an increase of $574,527 from $82,001 as at March 31, 2007.

During the fiscal 2008, the Company received gross proceeds of $500,000 from the flow-through private placement, $364,500 from non-brokered private placement, $28,000 received pursuant to the exercise of 280,000 stock options, and $100,000 loaned to the Company by related parties. The $500,000 flow-through share private placement obligates the Company to expend those funds on exploration of British Columbian mineral properties in 2008. As at March 31,2 008, the Company had expended $86,.855 on the Amazing Grace Property, and plans to spend the remaining funds on exploration programs on the Amazing Grace in the summer of 2008.

During the year, the Company paid cash of $91,783 for deferred mineral property acquisition and exploration costs, purchased computer equipment for $7,254, funded a reclamation bond for an additional $582, and used $252,349 for operating activities.

On December 28, 2007, the Company completed a non-brokered private placement of 1,562,500 units ("Units") at a price of $0.32 per Unit for total gross proceeds of $500,000. Each Unit consisted of one flow-through common share and one transferable common share purchase warrant. Each warrant is exercisable to acquire one non-flow-through common share of the Company at an exercise price of $0.50 per share until December 28, 2008 and at an exercise price of $0.75 per share until December 28, 2009. Cash proceeds from the private placement of $432,001 and $67,999 were allocated to the common shares and warrants respectively, issued in the private placement, based on their relative fair values at the closing date of the private placement.

In connection with this placement, the Company paid due diligence fees of $26,000 and issued to a finder 78,125 finders shares and 78,125 finder’s options, exercisable to acquire 78,125 finder units at a price of $0.32. Each finder unit will consist of one common share and one non-transferable common share purchase warrant. Each warrant will entitle the holder thereof to purchase one common share of the Company at an exercise price of $0.50 per share until December 28, 2008 and thereafter at an exercise price of $0.75 per share until December 28, 2009. A fair value of $9,431 was assigned to these finder’s options.

On February 14, 2008, the Company closed a further non-brokered private placement consisting of 1,458,000 units (“Units”) at a price of $0.25 per Unit for gross proceeds of $364,500. Each Unit consisted of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one additional common share of the Company at an exercise price of $0.50 per share until August 14, 2009. Cash proceeds from the private placement of $296,178 and $68,322 were allocated to the common shares and warrants, respectively, issued in the private placement,, based on their relative fair values at the closing date of the private placement.

The Company paid $18,250 of cash finder’s fees and issued 73,000 finder’s warrants for this private placement. The finder’s warrants entitle the holder to purchase one common share of the Company at an exercise price of $0.30 per share until February 14, 2009. A fair value of $9,466 was allocated to these warrants.

During the year ended March 31, 2008, the Company incurred $87,104 of legal fees to a law firm in which a Director of the Company is a principal. At March 31, 2008, $23,082 is owing to this law firm.

Contributed surplus totaled $334,041 as of March 31, 2008 compared to $121,992 as of March 31, 2007. The increase of $212,049 represents the fair value of securities issued during the year less fair value of options exercised.

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet transactions.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions not disclosed elsewhere in these statements are as follows:

a) During the year ended March 31, 2008, $70,168 (2007 - $59,500) was charged by a private company controlled by the President of the Company for management fees and $7,580 for geological consulting fees.

b) During the year ended March 31, 2008, a company owned by a director loaned to the Company an aggregate of $100,000. The loans are evidenced by way of promissory notes, and mature on February 12, 2008 ($50,000) and on June 18, 2008 ($50,000). The notes bear interest at the rate of prime plus 4% per annum. If the notes are not repaid on maturity, they become due and payable on demand and any unpaid principal and accrued interest will continue to bear interest at the rate of prime plus 3% per annum. The Company has not repaid any of the principal or interest amounts owing on the notes.

c) During the year ended March 31, 2007, a director of the Company loaned to the Company $67,200 (US$60,000) to fund the initial costs of the acquisition of the Ocelot Property. The loan was evidenced by way of a promissory note, and was unsecured, repayable after one year and bore interest at a rate of prime plus 2% per annum. During the year ended March 31, 2007, the promissory note and accrued interest of $600 were paid in full.

d) During the year ended March 31, 2008, the Company incurred $87,104 of legal fees to a law firm which a Director of the Company is a principal. At March 31, 2008, $23,082 is owing to this law firm.

CRITICAL ACCOUNTING ESTIMATES

There were no changes to the critical accounting estimates.

ACCOUNTING POLICIES INCLUDING SUBSIDIARIES AND INITIAL ADOPTION

In June 2006, the Company incorporated a new subsidiary, Medalion Resources (USA) Inc., in the State of Nevada, USA. The purpose of the new subsidiary is to hold the Company's USA properties and to carry on such business in the USA as is necessary to maintain and explore and develop the Company's properties. Medallion Company Resources (USA) Inc. now holds the Company's material asset consisting of the Ocelot property; however, it has no other material assets, liabilities or operations.

Financial Instruments – Recognition and Measurement, Hedging and Comprehensive Income

Effective April 1, 2007, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants (CICA) Handbook Section 1530, Comprehensive Income; Section 3251, Equity; Section 3855, Financial Instruments - Recognition and Measurement; and Section 3865, Hedges, prospectively without restatement. These new Handbook Sections, which apply to fiscal years beginning on or after October 1, 2006, provide requirements for the recognition and measurement of financial instruments and on the use of hedge accounting. Section 1530 establishes standards for reporting and presenting comprehensive income, which is defined as the change in equity from transactions and other events from non-owner sources. Other comprehensive income refers to items recognized in comprehensive income that are excluded from net income calculated in accordance with generally accepted accounting principles. Under the new standards, policies followed for periods prior to the effective date generally are not reversed and therefore, the comparative figures have not been restated. The adoption of these Handbook Sections had no impact on the opening deficit.

Under Section 3855, financial instruments must be classified into one of these five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments, including derivatives, are measured in the balance sheet at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification, as follows: held-for-trading financial assets 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 until the investment is derecognized or impaired at which time the amounts would be recorded in net income.

Upon adoption of these new standards, the Company designated its cash and cash equivalents as held-for-trading, which are measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities, and promissory notes are classified as other financial liabilities. Marketable securities are classified as available-for-sale which are measured at fair value with changes in fair value recorded in other comprehensive income until the investment is derecognized or impaired at which time the amounts would be recorded in net income.

Financial Instruments - Disclosures
In March 2007, the CICA issued Section 3862, Financial Instruments - Disclosures, and Section 3863, Financial instruments - Presentation, which together compromise a complete set of disclosure and presentation requirements that revise and enhance current disclosure requirements for financial instruments. These sections apply to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007. Section 3862 requires disclosure of additional detail by financial asset and liability categories. Section 3863 establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset. Effective March 31, 2008, the Company implemented these disclosures, although the adoption of these sections did not impact the Company.

Capital disclosures
Effective March 31, 2008, the Company early adopted Section 1535 of the CICA Handbook, Capital Disclosures. This section, which applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007, establishes standards for disclosing information about an entity's capital and how it is managed. The main features of this new section are:

- Provide information that enables users of the Company’s financial statements to evaluate the entity’s objectives, polices and processes for managing capital;
- Summary quantitative data about what the entity manages as capital;
- Whether the entity has complied with any capital requirements; and
- If it has not complied, the consequences of non-compliance.

Accounting changes
Effective April 1, 2007, the Company adopted new Section 1506, Accounting Changes. The main features of this section are as follows:

- Voluntary changes in accounting policy are made only if they result in the financial statements providing more reliable and relevant information;
- Changes in accounting policies are applied retrospectively unless doing so is impracticable;
- Prior period errors are corrected retrospectively; and
- New disclosures are required in respect of changes in accounting policies, changes in accounting estimates and correction of errors.

DISCLOSURE OF OUTSTANDING SHARE DATA

Authorized share capital consists of 100,000,000 common shares without par value. As at March 31, 2008, the Company had 10,774,018 (March 31, 2007 – 7,395,393) issued and outstanding common shares. At July 28, 2008, the Company had 10,824,018 issued and outstanding common shares.

During the year ended March 31, 2008 and up to July 28, 2008, 280,000 stock options at a price of $0.10 per share were exercised for the gross proceeds of $28,000 and 290,000 stock options at a price of $0.25 were granted to directors and officers of the Company for a period of five years. On July 5, 2007, 21,000 broker warrants expired. On December 28, 2007 the Company issued 78,125 finder's options, exercisable to acquire units at $0.32 per unit in connection with a private placement financing, with each unit, consisting of one common share and one non-transferable common share purchase warrant. Each warrant will entitle the holder to purchase one common share of the Company at an exercise price of $0.50 per share until December 28, 2008 and thereafter at an exercise price of $0.75 per share until December 28, 2009. On February 14, 2008 the Company issued 73,000 finder's warrants in connection with a private placement. Each warrant will entitle the holder to purchase to purchase one common share at an exercise price of $0.50 per share until February 14, 2009.

As of March 31, 2008 and up to July 28, 2008, the following stock options were outstanding:

Expiry Date	Number of Options Outstanding & Exercisable	Exercise Price $
April 21, 2010	100,000	0.10
February 11, 2011	40,000	0.24
September 18, 2011	100,000	0.30
October 4, 2011	100,000	0.30
March 15, 2012	50,000	0.36
August 15, 2012	290,000	0.25
	680,000	

During the year ended March 31, 2008 and up to July 28, 2008, the following warrants were outstanding.

Expiry Date	Number of warrants outstanding	Exercise Price
July 5, 2008 (subsequently expired)	1,700,002	$ 0.40
December 28, 2009	1,562,500	$ 0.50/$ 0.75*
August 14, 2009	1,458,000	$ 0.50
February 14, 2009	73,000	$ 0.30

	4,793,502

* These warrants are exercisable at $0.50 per share until December 28, 2008 and at $0.75 per share until December 28, 2009

There are no shares subject to escrow or pooling agreements.

SUBSEQUENT EVENTS

a) The Company issued 50,000 common shares for the acquisition of Amazing Grace property.

b) The Company and the Vendors signed an amending Letter of Intent (LOI), which amends the Company's acquisition terms for the Ocelot property. To secure the terms of the LOI, US$45,000 has been paid to the Vendors. The amended LOI terms are subject to the approval of the TSXV.

   Under the terms of the LOI, subject to TSXV approval, the Company may earn a 60% joint-venture interest in the Ocelot property by making an annual property payment of US$30,000 and spending a total of US$1.2 million on property exploration over four years. The first annual property payment is due by July 31, 2008. The Company must also make all property assessment payments and commit on a yearly basis form a yearly property-expenditure commitments, which requires US$150,000 during the first year, US$250,000 during the second year and US$400,000 during the third and fourth years. The Company will be project manager of exploration activities. Following earn-in, the Vendors will have a one-time back-in right to acquire an additional 20% of the project for a payment equal to 200% of the Company’s expenditures up to the date of the Vendors' exercise of its back-in right.

c) The Company has commitments under operating leases for its premises for an approximate annual rent of $10,412 until July 14, 2010

OUTLOOK

The Company continues its efforts to acquire additional exploration properties in Nevada, USA, and in other areas of North America. The present strategy calls for the acquisition of a number of properties so that the risks and costs of exploring any one property are mitigated. Additional exploration of the Ocelot property in Nevada remains a focus of the Company; however, the work required for the Ocelot is relatively expensive and awaits additional financing .

The recent equity financings of December 2007 and February 2008 provide adequate funding for the near-term needs of the Amazing Grace property; however, additional funding will be needed to carry out further acquisition and exploration programs. A plan to raise this additional funding is not in place at this time. Management is looking to develop such a plan and put it into action during the next six months.

FORWARD LOOKING STATEMENTS

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward looking statements are usually identified by our use of certain terminology, including “will”, “believes”, “may”, “expects”, “should”, “seeks”, “anticipates” or “intends” or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to the effectiveness of the Company’s business plan; future operations, the impact of regulatory initiatives on the Company’s operations; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Company. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents file on SEDAR (www.SEDAR.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

BY ORDER OF THE BOARD

"*William H Bird*"

WILLIAM H. BIRD