



## MANAGEMENT DISCUSSION AND ANALYSIS FIRST QUARTER ENDED MARCH 31, 2008

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The following discussion of the operating results, corporate activities and financial condition of Golden Predator Mines Inc. (hereinafter referred to as Golden Predator, or the Company) and its subsidiaries is for the three months ended March 31, 2008. The discussion below should be read in conjunction with the unaudited interim consolidated financial statements of Golden Predator for the three months ended March 31, 2008 and with the audited consolidated financial statements and related notes attached thereto for the year ended December 31, 2007.

All dollar figures included in the following Management Discussion and Analysis ("MD&A") are quoted in Canadian dollars unless otherwise indicated.

Additional information relevant to the Company's activities can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Forward-Looking Statements**

Certain statements contained in the following MD&A constitute forward-looking statements and may contain words such as "could", "should", "expect", "believe", "will" and similar expressions and statements relating to matters that are not historical facts. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Golden Predator to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the receipt of required regulatory approvals, the availability of sufficient capital, the estimated cost and availability of funding for the continued exploration and development of Golden Predator's prospects, political and economic conditions, commodity prices and other factors. Readers are cautioned not to place undue reliance on these forward-looking statements.

1.1 Date of Report: May 14, 2008

1.2 Nature of Business and Overall Performance

The Company is in the business of mineral development and mining of tungsten and gold projects. Its principal properties are located in the state of Nevada and surrounding states with additional properties located in the province of Ontario and state of North Carolina. The Company is currently focused on rehabilitating its Springer tungsten facility in Pershing County, NV, with an anticipated operational startup by the end of 2008. Advanced exploration of the Company's gold properties continued through the three months ended March 31, 2008 resulting in the identification of new drilling targets and the preparation of permit applications or permit modifications for drilling several of the gold properties.

During the three months ended March 31, 2008, approximately \$2,669,000 was expended on rehabilitation of the Springer Mill. Ongoing work in the mill during this period included refitting and installation of the primary crusher, continued maintenance of mill filters, pumps and water lines, design and ordering of equipment for a new sample preparation, XRF, ICP and Fire Assay

Golden Predator Mines Inc.  
Management Discussion and Analysis  
For Quarter ended March 31, 2008

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laboratory facility, and rehabilitation of the Sutton 2 portal and access drift. Reverse circulation drilling continued at Springer with two drill rigs working on Section 35 fee land in order to identify and extend near-surface tungsten mineralization adjacent to historic areas of surface mining. During this period, 26,996 feet of drilling were completed in 101 holes. An exploration plan was submitted to the Bureau of Land Management (BLM) for exploration drilling on Federal lands within the Springer project area.

Data scanning and compilation continued on several of the Company's gold projects. For the Modoc gold project in the Battle Mountain Gold District, drilling data were compiled and a geophysical survey was completed resulting in the identification of additional drill targets for drilling in 2008. Similarly, a review of historic drilling on the Company's Lantern project, in Humboldt County, NV has resulted in the targeting of high grade silver mineralization for follow up diamond drilling this spring as well as for step out drilling of known areas of gold mineralization.

Ongoing data compilation on the Adelaide project in Humboldt County, NV resulted in preparation of a new Notice of Intent for submittal to the BLM to request drilling permits on Federal lands in the project area.

On January 16, 2008 the Company signed an Option Agreement with Evolving Gold Corp. giving to Evolving the ability to earn a 100% interest in the Company's Rattlesnake Hills gold project in Natrona County, WY.

### 1.3 Results of Operations for the three months ended March 31, 2008

During the three months ended March 31, 2008 ("First Quarter"), the Company incurred a loss of \$2,106,482 or \$0.11 per share as compared a loss of \$496,123 or \$0.39 per share in the previous year's first quarter. The increase in loss is mainly attributed to the increase in the company's overall activity, such as:

- a) salaries and benefits of \$1,183,167 (2007 - \$94,774] as the Company increased its workforce to proceed with its plan to production
- b) stock based compensation of \$790,963 (2007 – nil) in respect of stock options vested during the quarter
- c) legal fees of \$163,228 (2007 - \$11,378) incurred as a result of the Company's cost of its TSX Listing application
- d) bank charges and interest of \$252,144 (2007 – \$123,297), mostly from debenture interest on acquisition of Great American Minerals Inc.
- e) unrealized loss in marketable securities \$1,203,231 (2007 – nil).

The increase in loss is offset by a gain on sale of mineral property of \$1,906,594 (2007 – nil).

Interest income for First Quarter amounted to \$213,893 (2007 - \$49,973) from funds invested in money market portfolios.

Cash decreased to \$17,942,556 (2007 – \$24,583,594) in the First Quarter. Operating activities in the First Quarter used cash of \$3,925,091 (2007 - \$395,506). In the First Quarter, cash outflow in investing activities amounted to \$4,772,466 (2007 – \$385,506). The outflow is mainly due to additions to mineral interests of \$3,253,709 (2007 – \$116,710) and purchase of marketable

Golden Predator Mines Inc.  
Management Discussion and Analysis  
For Quarter ended March 31, 2008

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securities of \$1,186,867 (2007 – nil). Financing activities from stock issuance raised \$2,056,518 (2007 – outflow of \$72,759).

1.4 Selected annual information

Fiscal Year ended December 31	2007	2006
Net Sales	Nil	Nil
Net Loss	\$ 3,474,970	\$ 201,384
Basic and diluted net loss per share	\$ 0.28	\$ 2.26
Total Assets	\$57,293,300	\$ 14,821,291
Total Long-term liabilities	\$ 2,545,451	\$ 3,828,701
Cash dividends per common share	N/A	N/A

The Company's recorded net loss for each of the two years has fluctuated, with an increase in the most recently completed fiscal year. This change is directly correlated with the significant increase in business activities undertaken by the Company during the most recently completed fiscal year

1.5 Summary of Quarterly Results

	2008	2007				2006	
	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Net Sales	-	-	-	-	-	-	-
Net Loss	2,106,482	1,292,434	1,423,249	263,164	496,123	201,384	-
Basic and diluted Net Loss per share	0.11	0.11	0.37	0.10	0.39	2.26	-

1.6 Liquidity and Capital Resources

At March 31, 2008, the Company had working capital of \$17,706,951 and cash and cash equivalent of \$17,942,556 as compared to working capital of \$19,643,850 and cash and cash equivalent of \$24,583,594 at December 31, 2007. Further, at March 31, 2008, the Company held marketable securities with a book value of \$4,065,070 and a market value of \$2,854,003.

During the First Quarter, the Company received cash of \$2,025,000 (2007 - nil) for stock issuance. At March 31, 2008, the Company has an aggregate 16,040,000 share purchase warrants exercisable, over the next ten months, between \$1.50 and \$3.00 per share which, if fully exercised, could realize \$39,285,000. Further, a total of 4,200,834 stock options exercisable between \$1.10 and \$2.00 have the potential to generate a total of \$5,542,667 in cash over the next five years.

The Company's continued development is contingent upon its ability to raise sufficient financing both in the short and long term. There are no guarantees that additional sources of funding will be available to the Company; however, management is committed to pursuing all possible sources of financing, has very loyal and supportive shareholders and strongly believes its existing properties and the acquired tungsten and gold interests provide the Company with projects of merit that will serve to attract investors and enhance shareholder value.

1.7 Outstanding share data:

At the date of this report the Company has 41,609,813 issued and outstanding common shares.

Golden Predator Mines Inc.  
Management Discussion and Analysis  
For Quarter ended March 31, 2008

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1.8 Off-Balance Sheet Arrangements

At March 31, 2008, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

1.9 Transactions with Related Parties

In the First Quarter, the Company paid management fees in the amount of \$41,550 (2007 - \$27,700) to Bill Sheriff., the President and Chief Executive Officer of the Company.

1.10 Proposed Transactions

There are currently no proposed asset or business acquisitions or dispositions, other than those in the ordinary course, before the board of directors for consideration. Upon commencement of negotiations of material transactions, the Company will be making announcements in a timely manner.

1.11 Changes in Accounting Policies including Initial Adoption

There have been no changes in the Company's existing accounting policies.

1.12 Financial Instruments and Other Risks

The Company's financial instruments consist of cash and cash equivalents, short-term investments, receivables, long-term investments, non-refundable deposit, reclamation bond and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The Company is exposed to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. The fair market values of these financial instruments approximate their carrying values, unless otherwise noted.

The financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. The Company places its cash and cash equivalents with high quality financial institutions, thereby minimizing exposure for deposits in excess of federally insured amounts. The Company believes that credit risk associated with cash is remote.

In conducting business, the principal risks and uncertainties faced by the Company centre on exploration and development, metal and mineral prices and market sentiment.

The prices of metals and minerals fluctuate wildly and are affected by many factors outside of the Company's control. The relative prices of metals and minerals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mineral exploration companies. The Company relies on equity financing for its working capital requirements and to fund its exploration programs. There is no assurance that such financing will be available to the Company, or that it will be available on acceptable terms.

Golden Predator Mines Inc.  
Management Discussion and Analysis  
For Quarter ended March 31, 2008

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1.13 Disclosure controls and Procedures

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure. Management, including the Chief Executive Officer and Chief Financial Officer, have evaluated the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer has concluded that the Company's disclosure controls and procedures, as defined in Multilateral Instrument 52-109 – Certification of Disclosure in Issuer's Annual and Interim Filings ("52-109"), are effective to ensure that the information required to be disclosed in reports that are filed or submitted under Canadian Securities legislation are recorded, processed, summarized and reported within the time period specified in those rules. In conducting the evaluation it has become apparent that management relies upon certain informal procedures and communication, and upon "hands-on" knowledge of senior management. Management intends to formalize certain of its procedures. Due to the small staff, however, the Company will continue to rely on an active Board and management with open lines of communication to maintain the effectiveness of the Company's disclosure controls and procedures. Lapses in the disclosure controls and procedures could occur and/or mistakes could happen. Should such occur, the Company will take whatever steps necessary to minimize the consequences thereof.

1.14 Internal controls and Procedures over Financial Reporting

Management is also responsible for the design of the Company's internal control over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles. As is common in small companies, the lack of segregation of duties and effective risk assessment are areas where weaknesses may exist. The potential existence of these weaknesses is compensated by senior management monitoring, which exists. . It should be noted that a control system, no matter how well conceived or operated, can only provide reasonable assurance, not absolute assurance, that the objectives of the control system are met.

1.15 Subsequent Events

See Note 19 of the Interim consolidated financial statements

**Information Regarding Forward-Looking Statements**

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements. Forward-looking statements include but are not limited to those with respect to the prices of tungsten and gold, the estimation of mineral resources and reserves, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, Government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements

Golden Predator Mines Inc.  
Management Discussion and Analysis  
For Quarter ended March 31, 2008

---

of Golden Predator to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the actual results of current exploration activities, conclusions or economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes or other risks of the mining industry, delays in obtaining government approvals or financing or incompleteness of development or construction activities, risks relating to the integration of acquisitions, to international operations, and to the prices of tungsten and gold. While Golden Predator has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Golden Predator expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Risk Factors**

Prior to making an investment decision investors should consider the investment risks set out below and those described elsewhere in this document, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out below to be the most significant to potential investors in the Company, but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Group's business, actually occur, the Group's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

### **Golden Predator Will Require Significant Amounts of Additional Capital in the Future**

The Company has limited financial resources. The Company will continue to make substantial capital expenditures related to exploration, development and production. In particular the Company will have further capital requirements as it proceeds to expand its present exploration activities at its tungsten and gold projects, or to take advantage of opportunities for acquisitions, joint ventures or other business opportunities that may be presented to it.

In addition, the Company may incur major unanticipated liabilities or expenses. There can be no assurance that the Company will be able to obtain necessary financing in a timely manner on commercially acceptable terms, if at all.

Volatile demand for tungsten and gold and the volatile prices for tungsten and gold may make it difficult or impossible for the Company to obtain debt financing or equity financing on commercially acceptable terms or at all. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of its tungsten and gold projects with the possible loss of the rights to such properties. If exploration or the development of any mine is delayed, such delay would have a material and adverse effect on the Company business, financial condition and results of operation.

### **Stage of Development**

The Company's properties are in the exploration stage and the Company does not have an operating history. Exploration and development of mineral resources involves a high degree of risk and few properties which are explored are ultimately developed into producing properties. The amounts attributed to the Company's interest in its properties as reflected in its financial statements represent acquisition and exploration expenses and should not be taken to represent realizable value. There is no assurance that the Company's exploration and development activities will result in any discoveries of commercial bodies of ore. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors such as unusual or unexpected geological formations, and other conditions.

As a result of the Company's lack of operating history, it also faces many of the risks inherent in starting a new business.

### **Profitability of Operations**

The Company is not currently operating profitably and it should be anticipated that it will operate at a loss at least until such time as production is achieved from one of the Company's properties, if production is, in fact, ever achieved. The Company has never earned a profit. Investors also cannot expect to receive any dividends on their investment in the foreseeable future.

### **Tungsten and Gold Industries Competition is Significant**

The international tungsten and gold industries are highly competitive. The Company will be competing against competitors that may be larger and better capitalized, have state support, have access to more efficient technology, and have access to reserves of tungsten and gold that are cheaper to extract and process. As such, no assurance can be given that the Company will be able to compete successfully with its industry competitors.

### **Fluctuations in Metal Prices**

Although the Company does not hold any known mineral reserves of any kind, its future revenues, if any, are expected to be in large part derived from the future mining and sale of tungsten and gold and other metals or interests related thereto. The prices of these commodities have fluctuated widely, particularly in recent years, and are affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods, availability and costs of metal substitutes, metal stock levels maintained by producers and others and inventory carrying costs. The effect of these factors on the prices of tungsten and gold, and therefore the economic viability of the Company's operations, cannot be accurately predicted.

Depending on the price obtained for any minerals produced, the Company may determine that it is impractical to commence or continue commercial production.

**Golden Predators' Operations are Subject to Operational Risks and Hazards Inherent in the Mining Industry**

The Company's business is subject to a number of inherent risks and hazards, including environmental pollution; accidents; industrial and transportation accidents, which may involve hazardous materials; labour disputes; power disruptions; catastrophic accidents; failure of plant and equipment to function correctly; the inability to obtain suitable or adequate equipment; fires; blockades or other acts of social activism; changes in the regulatory environment; impact of non-compliance with laws and regulations; natural phenomena, such as inclement weather conditions, underground floods, earthquakes, pit wall failures, ground movements, tailings, pipeline and dam failures and cave-ins; and encountering unusual or unexpected geological conditions and technical failure of mining methods.

There is no assurance that the foregoing risks and hazards will not result in damage to, or destruction of, the Company's tungsten and gold properties, personal injury or death, environmental damage, delays in the Company's exploration or development activities, costs, monetary losses and potential legal liability and adverse governmental action, all of which could have a material and adverse effect on the Company's future cash flows, earnings, results of operations and financial condition.

**Mineral Reserve and Resource Estimates are Only Estimates and May Not Reflect the Actual Deposits or the Economic Viability of Tungsten and/or Gold Extraction**

Reserve and resource figures included for tungsten and gold are estimates only and no assurances can be given that the estimated levels of tungsten and gold will actually be produced or that the Company will receive the tungsten and gold prices assumed in determining its reserves. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling and exploration results and industry practices. Estimates made at any given time may significantly change when new information becomes available or when parameters that were used for such estimates change. While the Company believes that the reserve and resource estimates included are well established and reflect management's best estimates, by their nature reserve and resource estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Furthermore, market price fluctuations in tungsten and gold, as well as increased capital or production costs or reduced recovery rates, may render ore reserves containing lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. The extent to which resources may ultimately be reclassified as proven or probable reserves is dependent upon the demonstration of their profitable recovery. The evaluation of reserves or resources is always influenced by economic and technological factors, which may change over time.

**Exploration, Development and Operating Risk**

The exploration for and development of tungsten and gold properties involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical, drilling and other related costs which appear to be rising; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but

Golden Predator Mines Inc.  
Management Discussion and Analysis  
For Quarter ended March 31, 2008

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the combination of these factors may result in the Company not receiving an adequate return on invested capital.

### **Currency Risk**

Exchange rate fluctuations may affect the costs that the Company incurs in its exploration activities. Tungsten and gold is generally sold in US dollars. Since the Company principally raises funds in Canadian dollars, but since the Company's costs are incurred in US dollars, the appreciation of the US dollar against the Canadian dollar can increase the cost of tungsten and gold and other mineral exploration and production in Canadian dollar terms.

### **Environmental Risks and Hazards**

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the general, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Reclamation costs are uncertain and planned expenditures estimated by management may differ from the actual expenditures required.

### **Government Regulation**

The Company's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although the Company believes its exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development.

Many of the mineral rights and interests of the Company are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of applicable governments or governmental officials. No assurance can be given that the Company will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations or applicable laws or regulations.

Golden Predator Mines Inc.  
Management Discussion and Analysis  
For Quarter ended March 31, 2008

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Amendments to current laws and regulation governing operations or more stringent implementation thereof could have a substantial impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

**Golden Predator has no History of Mineral Production or Mining Operations**

The Company has never had tungsten and gold producing properties. There is no assurance that commercial quantities of tungsten and gold will be discovered at the Properties or other future properties nor is there any assurance that the Company's exploration program thereon will yield positive results. Even if commercial quantities of tungsten and gold are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where tungsten and gold resources can profitably be produced therefrom. Factors which may limit the ability of the Company to produce tungsten and gold resources from its properties include, but are not limited to, the spot prices of tungsten and gold, availability of additional capital and financing and the nature of any mineral deposits.

The Company does not have a history of mining operations and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future.

**Future Sales of Common Shares by Existing Shareholders**

Sales of a large number of Common Shares in the public markets, or the potential for such sales, could decrease the trading price of the Common Shares and could impair the Company's ability to raise capital through future sales of Common Shares. Substantially all of the Common Shares can be resold without material restriction in Canada.

**No Assurance of Titles or Borders**

The acquisition of the right to exploit mineral properties is a very detailed and time consuming process. There can be no guarantee that the Company has acquired title to any such surface or mineral rights or that such rights will be obtained in the future. To the extent they are obtained, titles to the Company's surface or mineral properties may be challenged or impugned and title insurance is generally not available. The Company's surface or mineral properties may be subject to prior unregistered agreements, transfers or claims and title may be affected by, among other things, undetected defects. Such third party claims could have a material adverse impact on the Company's operations.