

MUKUBA RESOURCES LIMITED
Management's Discussion and Analysis of Financial Condition and Results of
Operations
Three and Nine Months Ended September 30, 2008

Set out below is a discussion of the activities, results of operation and financial condition of Mukuba Resources Limited. ("Mukuba" or the "Company") for the three and nine months ended September 30, 2008 and comparative figures for 2007. This Management Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") was prepared as of November 27, 2008 and should be read in conjunction with the Company's unaudited financial statements for the three and nine months ended September 30, 2008 and the Company's unaudited financial statements for the year ended December 31, 2007 and the notes thereto together with the related MD&A. The Company's consolidated financial statements and financial data have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Unless otherwise denoted all amounts discussed herein are denominated in Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD -LOOKING STATEMENTS

This MD&A contains "forward-looking statements" that involve a number of risks and uncertainties. Forward-looking statements include, but are not limited to, statements with respect to the future price and the estimation of mineral reserves and resources, the realization of mineral 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, limitations on insurance coverage and timing and possible outcome of pending litigation. Often, but not always, 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 that state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made and they involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any other future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: the actual results of current exploration activities; actual results of current reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of mineral resources; fluctuations in metal prices, as well as those risk factors discussed or referred to in this MD&A under the heading "Risk Factors" and other documents filed from time to time with the securities regulatory authorities in all provinces and territories of Canada. Although the Company 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 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. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change.

HIGHLIGHTS

During the three months ended September 30, 2008, the Company completed:

- its 13,413 line km VTEM survey and is well advanced in its geophysical interpretation undergone by Geotech Airborne Ltd.. Preliminary geophysical results are encouraging and are aligning with the Company's ongoing work program; and
- an updated National Instrument Form 43-101 Technical Report, including a geophysical interpretation, and work program schedule for the 2008 and 2009 season.

OVERVIEW

Mukuba Resources Ltd. is a corporation incorporated under the *Business Corporation Act* (Ontario) and is a development stage enterprise which is actively participating in the acquisition, exploration and development of mineral claims in Zambia. The Company has no operating cash flow or production and its exploration expenditures are being funded exclusively from the equity capital raised by the Company.

After remaining inactive for several years, on April 8, 2008, the Company acquired the Abbeygate Group of Companies (the "**Group**") by acquiring all the outstanding shares of Abbeygate Resources Limited ("**Abbeygate**") and Lunga Resources (BVI) Limited ("**Lunga**") (the "**Acquisition**"). The Group is comprised of Abbeygate, Northcore Minerals Ltd ("**Northcore**") and Lunga. In consideration for the Acquisition, the Company issued an aggregate of 13,349,969 Common Shares from treasury which include 1,518,940 Common Shares issued in satisfaction of, and release from, all of the Group's shareholder loans. The Acquisition is considered a reverse takeover ("**RTO**"), since the former shareholders of Abbeygate and Lunga held 9,066,769 Common Shares, representing 60% of the issued and outstanding Common Shares of the Company immediately following the Acquisition.

At December 31, 2007, Northcore was a 70% owned subsidiary of Abbeygate. On February 20, 2008, Abbeygate acquired the remaining 30% interest in Northcore for consideration of US\$290,000 and the issuance of 1,828,088 Common Shares of the

Company valued at \$962,823. The value of the Common Shares was based on a third party arm's length transaction.

The Group was inactive until August 30, 2007 when Abbeygate acquired a 70% interest in Northcore. The Group's combined financial statements present the results of operations of the Group from August 30, 2007 to December 31, 2007 as the Group had no active operations prior to August 30, 2007.

Subsequent to the RTO, the Company disposed of its interest in its wholly owned subsidiary, Minexpo (Proprietary) Limited, for nominal consideration.

On June 27, 2008, the Company amended its articles of incorporation to consolidate its outstanding share capital on the basis of one post-consolidation Common Share for each 4.0987 pre-consolidation Common Shares, and changed its name from "BF Minerals Ltd." to "Mukuba Resources Limited".

In May 2008, the Company completed the following financing transactions:

- A non-brokered private placement whereby the Company issued 3,797,351. Common Shares for aggregate proceeds of \$2,000,000.
- A brokered private placement whereby the Company issued 6,000,000 special warrants ("**Special Warrants**") for aggregate gross proceeds of \$3,000,000. Each Special Warrant will be exchangeable by the holder thereof, for no additional consideration and subject to adjustment, for up to 1.2 Common Shares. Each Special Warrant will be exchangeable by the holder thereof, for no additional consideration and subject to adjustment, for one Common Share of the Company. All Special Warrants will be automatically exchanged on the earlier of: (i) the third business day after the date of issuance of a receipt for a final prospectus of the Company qualifying the distribution of the Common Shares in Ontario and British Columbia, and (ii) 5:00 p.m. (Toronto time) on December 15, 2008 (the "**Qualification Deadline**"). If the Company fails to qualify the distribution of the Common Shares before the Qualification Deadline, each Special Warrant will, subject to adjustment, thereafter be exchangeable for 1.08 Common Shares, in lieu of one Common Share. For each additional one month period (or any portion thereof) after the Qualification Deadline in which the qualification of the Common Shares has not occurred, each Special Warrant will, subject to adjustment, thereafter be exchangeable for a further 0.02 of a Common Share up to a maximum of 1.2 Common Shares.

The Company's prospecting license in connection with its Northcore Project in Zambia was renewed by the Director of Geological Survey at the Ministry of Mines in Zambia for the prescribed period of two years, with an effective renewal date of April 30, 2008 and expiring April 30, 2010. In accordance with applicable legislation, the renewal was in respect of fifty percent of the initial prospecting area covered by the license. The prospecting area covered by the renewed license was determined by the Company and represents the areas of most geological interest to it. The Company's exploration plans

will not be adversely affected by the newly defined license areas, which include all of the Northcore Project Area that the Company believes, is of geological significance.

About the Company

The business of the Company consists of the exploration and development of two greenfield exploration projects (the Northcore Project and the Lunga Project), which are both located in the Central African Copperbelt region of Central Zambia, as described below:

- The Northcore Project area encompasses approximately 4,562 square kilometers of geologically prospective ground in the domes region of the eastern limb of the Copperbelt. The Northcore Project is licensed for copper and cobalt. Ongoing geological mapping, soil sampling, investigation of the historical showings as well as ground trenching of the survey results is the focus of the current exploration program.
- The Lunga Project area is south-west of the Northcore Project area, and is licensed for copper, cobalt, and other base metals. The property encompasses 480 square kilometers of ground and contains a 10 kilometer strike of geochemically delineated copper and zinc anomalies, which extend into the Northcore area. Under a farm-in and joint venture agreement with respect to the Lunga Project, Lunga will fund the exploration of the Lunga Project Area and in return Lunga will own 51% of the rights upon demonstrating a “Measured Mineral Resource”. If the Company invests up to the completion of a preliminary feasibility study, the Company will earn an 80% interest in the Lunga Project through the farm-in and joint venture agreement.

The Central African Copperbelt is the world’s largest and highest-grade sediment hosted stratiform copper province and includes both the Zambian Copperbelt (“ZCB”) and the Congolese Copperbelt to the north in the Democratic Republic of Congo. Over 95% of the known Zambian copper reserves occur in the Lower Roan Group, or in the underlying basement complex, and the Northcore Project consists of approximately 1300 square kilometers in the Lower Roan Group.

Factors Affecting Comparability of Quarters

As part of the RTO, the Company is considered to have continued the operations of Mukuba. As Mukuba commenced operations in the second half of 2007 below reflects the comparative results for the three months ended September 30, 2008.

CONSOLIDATED STATEMENTS OF OPERATIONS

[Expressed in Canadian Dollars]

	Three months ended September 30 2008	Three months ended September 30 2007	Nine months ended September 30 2008	Nine months ended September 30 2007
[Unaudited]	\$	\$	\$	\$
EXPENSES				
Exploration and development	1,219,945	-	2,728,419	-
Professional and other fees	412,543	17,899	1,227,954	17,899
Stock-based compensation <i>[note 7[d]]</i>	561,340	-	561,340	-
General and administrative	89,976	451	349,491	451
Foreign exchange (gain) loss	(24,986)	-	145,262	-
Interest expense	-	-	5,850	-
	2,258,818	18,350	5,018,316	18,350
Loss before the following	(2,258,818)	(18,350)	(5,018,316)	(18,350)
OTHER (EXPENSE) INCOME				
Interest and other income	161,169	3,566	163,802	3,566
Transaction costs in excess of cash acquired <i>[note 6]</i>	-	-	(158,536)	-
	161,169	3,566	5,266	3,566
Loss before income taxes	(2,097,649)	(14,784)	(5,013,050)	(14,784)
Income tax recovery <i>[note 11]</i>	(346,382)	-	(705,894)	-
Net loss and comprehensive loss	(1,751,267)	(14,784)	(4,307,156)	(14,784)
Net loss per share				
Basic and diluted	(0.09)	(0.00)	(0.39)	(0.00)
Weighted average number of shares outstanding - basic and diluted				
	18,797,275	5,484,265	11,104,235	5,484,265

Exploration costs reflect direct costs associated with the Company's Zambian Northcore project, including aeromagnetics / VTEM surveys covering over 2,000 square km's.

General and administrative costs reflect salaries and travel costs associated with the Company's business.

Professional and other fees are reflective of costs associated with the public company reporting, two financings and corporate planning as the Company begins to execute its business plan.

Liquidity and Capital Resources

The Company currently has no operating cash flow and finances its mineral exploration activities and its ongoing expenses exclusively through equity financing. The Company's financial success will be dependent on the economic viability of its mineral exploration properties to the extent in which it can establish economic reserves.

As at September 30, 2008, the Company had assets of \$5,607,220 of which \$1,542,812 was cash and cash equivalents. Cash equivalents include overnight money market instruments and do not include any asset backed securities.

Outstanding Security Data

As at the date of this MD&A:

- 1,270,000 stock options are outstanding under the Company's stock option plan;
- 18,797,275 Common Shares are outstanding;
- 6,000,000 Special Warrants are outstanding, with each special warrant entitling the holder to receive up to 1.2 Common Shares per special warrant on conversion for no extra cost; and
- A broker warrant entitling the holder to subscribe for up to 600,000 Common Shares at a price of \$0.50 per share is outstanding.

Related Party Transactions

For the nine months ended September 30, 2008, the Company paid \$204,382 (September 30, 2007 - \$nil) to a company owned by an officer of the Company for management and consulting services and for the reimbursement of expenses incurred on behalf of the Company in the amount of \$3,775 (September 30, 2007 - \$nil). As of September 30, 2008, included in accounts payable and accrued liabilities was \$21,576 (September 30, 2007 - \$nil) in respect of these transactions. For the nine months ended September 30, 2008, the Company also paid \$357,047 (September 30, 2007 - \$nil) to a company in which an officer is a shareholder and director of the Company for geological services. As of September 30, 2008, included in accounts payable and accrued liabilities was \$41,246 (September 30, 2007 - \$nil) in respect of these transactions.

For the nine months ended September 30, 2008, the Company issued 688,534 (September 30, 2007 - nil) Common Shares in satisfaction of, and release from, a debt of \$362,639 (September 30, 2007 - \$nil) owing by the Company to a shareholder. The loan was intended to meet the Company's immediate working capital needs.

For the nine months ended September 30, 2008, the Company paid \$250,000 (September 30, 2007 - \$nil) to a company in which a director is also a shareholder for advisory services. As of September 30, 2008, \$250,000 (September 30, 2007 - \$nil) was included in accounts payable and accrued liabilities in respect of this transaction.

Transactions conducted between the Company and related parties were in the normal course of business and are measured at the exchange amount as agreed by the related parties involved.

Off Balance Sheet Transactions

During the three and nine month periods ended September 30, 2008, there were no off balance sheet transactions. Neither the Company nor the Group has entered into any specialized financial agreements to minimize its investment risk, currency risk and commodity risk.

Accounting Policies and Critical Accounting Estimates

A summary of the significant accounting policies is set out below:

Consolidation

The unaudited interim consolidated financial statements incorporate the assets, liabilities and results of operations of all entities controlled by the Company, specifically the Company and its wholly owned subsidiaries Lunga, Abbeygate, and Northcore. The effects of all transactions between entities in the consolidated group have been eliminated.

Where control of an entity is obtained during a period, its results are included in the consolidated statements of operations and deficit from the date on which control commences. Where control of an entity ceases during a period, its results are included for that part of the period during which control exists.

Cash and cash equivalents

Cash and cash equivalents consist of cash in banks and short term deposits with remaining maturities on acquisition of 90 days or less.

Exploration and development costs

Mineral property acquisition costs are capitalized. Exploration and evaluation expenditures for each area of interest is expensed as incurred, unless such costs are expected to be recovered through successful development and exploitation of the area of interest or, alternatively, by its sale. Expenditures are not deferred in respect of any area of interest unless the Company's rights to that area of interest are current. Although the Company has taken steps to verify title to its areas of interest, these procedures do not guarantee the Company's title. Such areas of interest may be subject to prior undetected agreements or transfers, and title may be affected by such defects.

Deferred exploration and evaluation costs will be amortised over the estimated useful life of the ore body, on a units of production basis, from the commencement of commercial extraction, or written off if the property is sold or abandoned.

Use of estimates and measurement uncertainty

Management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

Asset retirement obligations

Future costs to retire an asset including dismantling, remediation and ongoing treatment, and monitoring of the site are recognized and recorded as a liability at fair value. The liability is accreted, over time through periodic charges to earnings. In addition, asset retirement costs are capitalized as part of the asset's carrying value and amortized over the asset's useful life. The Company has no obligations relating to retirement of its assets as at June 30, 2008 and no liability has been recognized.

Loss per share

Loss per share is calculated using the weighted average number of common shares outstanding during the period. The Company follows the treasury stock method for the presentation and disclosure of basic and diluted earnings per share.

Stock based compensation plan

The Company follows the CICA Handbook Section 3870 Stock based Compensation and Other Stock based Payments which requires fair value accounting for all stock options issued during the period. For employees, the fair value of each option is expensed in the statement of operations as the awards vest with the offsetting amounts recognized as contributed surplus.

For non employees, the value is based on the fair value of the consideration received, or the fair value of the equity instruments, whichever is more reliably measured. As at June 30, 2008 no options had been granted under the Company's plan.

Foreign exchange translation

The functional currency of the Company and its subsidiaries is the Canadian dollar. Foreign currency denominated monetary assets and liabilities are translated into Canadian dollars at the exchange rate prevailing at the reporting date, and expenses (other than depreciation which is translated at rates pertaining to the related capital assets) are translated at the average rates of exchange during the period. Non monetary assets and liabilities are translated at historical rates of exchange. Exchange gains or losses arising on the translation of the accounts are included in the combined statements of operations.

Income taxes

The Company follows the liability method of income tax allocation. Under this method, future income tax assets and liabilities are recognized for temporary differences between the tax and accounting bases of assets and liabilities as well as for the benefit of losses available to be carried forward to future years for tax purposes that are more likely than not to be realized. Future income taxes are measured using the tax rates and laws that will be in effect when the differences are expected to reverse or the losses to be realized.

Future accounting changes

International Financial Reporting Standards (“IFRS”)

In January 2006, the CICA’s Accounting Standards Board (“AcSB”) formally adopted the strategy of replacing Canadian GAAP with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008 the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is currently assessing the impact of these new accounting standards on its financial statements.

Goodwill and Intangible Assets

In November 2007, the CICA approved Handbook Section 3064, “Goodwill and Intangible Assets” which replaces the existing Handbook Sections 3062, “Goodwill and Other Intangible Assets” and 3450 “Research and Development Costs”. This standard is effective for interim and annual financial statements relating to the Company's fiscal year beginning on January 1, 2009 with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The Company is currently assessing the impact of these new accounting standards on its financial statements.

Capital Disclosures and Financial Instruments – Disclosures and Presentation

On December 1, 2006, the CICA issued three new accounting standards: Capital Disclosures (Handbook Section 1535), Financial Instruments – Disclosures (Handbook Section 3862), and Financial Instruments – Presentation (Handbook Section 3863). These new standards became effective for the Company on January 1, 2008.

Capital Disclosures

Handbook Section 1535 specifies the disclosure of (i) an entity’s objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. The Company has included

disclosures recommended by the new Handbook section in note 3 of the unaudited consolidated financial statements for the three and six months ended June 30, 2008.

Financial Instruments

Handbook Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new Handbook section in note 4 of the unaudited consolidated financial statements for the three and six months ended June 30, 2008. [Note: should this say Sept. 30?]

Additional Disclosure for Junior Issuers

	Nine months ended September 30, 2008 \$	Year ended December 31, 2007 \$
CAPITALIZED OR EXPENSED EXPLORATION AND DEVELOPMENT COSTS		
Assaying/Exploration Supplies	2,588,914	\$50,578
Consulting	244,215	\$140,507
Drilling	0	\$251,575
License, taxes and permits	0	\$1,078
Miscellaneous	127,693	\$22,177
		\$465,915 ⁽¹⁾
GENERAL AND ADMINISTRATIVE EXPENSES		
Management and consulting	34,236	242,905
Professional fees	911,890	130,904
Promotion and travel	79,788	46,709
Other	1,220,116	38,929
	2,246,030	459,447

Notes:

(1) *Converted from United States dollars based on Bank of Canada nominal rates as at June 30, 2008.*

RISK FACTORS

Risks inherent in the nature of mineral exploration and development

Mineral exploration and development involve several risks which experience, knowledge and careful evaluation may not be sufficient to overcome. Large capital expenditures are required in advance of anticipated revenues from operations. Many exploration programs

do not result in the discovery of mineralization; moreover, mineralization discovered may not be of sufficient quantity or quality to be profitably mined. Unusual or unexpected formations, formation pressures, fires, power outages, labour disruptions, flooding, explosions, tailings impoundment failures, cave-ins, landslides and the inability to obtain adequate machinery, equipment or labour are some of the risks involved in the conduct of exploration programs and the operation of mines. The commercial viability of exploiting any precious metal deposit is dependent on a number of factors including infrastructure and governmental regulations, in particular those respecting the environment, price, taxes, and royalties. No assurance can be given that minerals of sufficient quantity, quality, size and grade will be discovered on any of the Company's properties to justify commercial operation.

Uncertainty of reserve and resource estimates

The mining and exploration business relies upon the accuracy of determinations as to whether a given deposit has significant mineral reserves and resources. This reliance is important in that reported mineral reserves and resources are only estimates and do not represent with certainty that estimated mineral reserves and resources will be recovered or that they will be recovered at the rates estimated. Mineral reserve and resource estimates are based on limited sampling, and inherently carry the uncertainty that samples may not be representative. Mineral reserve and resource estimates may require revision (either upward or downward) based on actual production experience. Market fluctuations in the price of metals, as well as increased production costs or reduced recovery rates, may render certain mineral resources uneconomic. Inaccurate estimates may result in a misallocation of resources such that an excess amount could be allocated to a less than economic deposit or, conversely, failure to develop a significant deposit.

Uncertainty due to foreign legal, economic and environmental factors

Limited political and related legal and economic uncertainty exists in countries where the Company operates and in particular in Zambia where its projects are located. Risks may include political unrest, corruption, civil disturbances and terrorist actions, arbitrary changes in law or policies, changes to government regulation, foreign taxation, price and currency controls, delays in obtaining, or the inability to obtain necessary governmental permits, opposition to mining from environmental or other nongovernmental organizations, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on gold exports and increased financing costs.

Additional funding

Further exploration and development of the Company's properties will require significant financial resources. As a result, it will need to raise significant project financing, debt and additional equity. Failure to obtain such additional funding at critical times could lead to delay or indefinite postponement in the exploration and development of the projects. There is no assurance that such funding will be available or that it will be obtained on favorable terms.

Dependence on Key Personnel

The development of the Company's business is and will continue to be dependent on its ability to attract and retain highly qualified management and mining personnel. The Company faces competition for personnel from other employers.

Credit risk

Credit risk is the risk of loss associated with counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, guaranteed investment certificate and accounts receivable. Cash and guaranteed investment certificates are held with reputable Canadian chartered banks, from which management believes the risk of loss to be minimal.

Financial instruments included in accounts receivable consist of sales tax receivable from government authorities in Canada and deposits held with service providers. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is minimal.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2008, the Company had a cash and cash equivalents balance of \$1,542,812 (December 31, 2007 - \$30,850) to settle current liabilities of \$888,002 (December 31, 2007 - \$156,580). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity prices.

Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in certificates of deposit or interest bearing accounts at major Canadian chartered banks. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its Canadian chartered banks.

Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses in US dollars and Zambian Kwacha dollars on cash call basis

using bank accounts held in Canada and Zambia. The Company maintains Canadian dollar bank accounts in Canada and US and Kwacha bank accounts in Zambia. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices as it relates to copper to determine the appropriate course of action to be taken by the Company

Other Matters

A former shareholder and current director of Abbeygate's wholly owned Zambian subsidiary, Northcore, was charged with paying a \$1,000 bribe to government officials. The charge is in connection with the original transfer of the licenses with respect to the Northcore Project to Northcore, prior to the Company's acquisition of Northcore. The Company has not been made a party to any proceedings or charged in connection with the matter. However, the Company will continue to monitor any developments.

Acquisition

The Company uses its best judgment to acquire mining properties for exploration and development in pursuit of such opportunities. The Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including arrangements to finance the acquisitions and development, or integrate such opportunity and their personnel with the Company. The Company cannot assure that it can complete any acquisition that it pursues or is currently pursuing, on favorable terms, or that any acquisition completed will ultimately benefit the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company, including the Company's interim financial statements and unaudited financial statements, are on SEDAR at www.sedar.com.

On behalf of the Board of Directors

“Signed”

Trevor Richardson
Chief Executive Officer

November 28, 2008

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