

MANTLE RESOURCES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

Six months ended December 31, 2007 and 2006

MANTLE RESOURCES INC.

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Six months ended December 31, 2007 and 2006

1.1 Date

This Management Discussion and Analysis (“MD&A”) of Mantle Resources Inc. (“Mantle” or the “Company”) has been prepared by management as of February 25, 2008 and should be read in conjunction with the unaudited consolidated interim financial statements and related notes thereto of the Company for the six months ended December 31, 2007 and 2006 and with the audited consolidated financial statements and related notes thereto of the Company, as at and for the years ended June 30, 2007 and 2006, which were prepared in accordance with Canadian generally accepted accounting principles.

The Company is presently a “Venture Issuer”, as defined in NI 51-102.

This MD&A may contain “forward-looking statements” which reflect the Company’s current expectations regarding the future results of operations, performance and achievements of the Issuer, including potential business or mineral property acquisitions and negotiation and closing of future financings. The Issuer has tried, wherever possible, to identify these forward-looking statements by, among other things, using words such as “anticipate,” “believe,” “estimate,” “expect” and similar expressions. The statements reflect the current beliefs of the management of the Company, and are based on currently available information. Accordingly, these statements are subject to known and unknown risks, uncertainties and other factors, which could cause the actual results, performance, or achievements of the Issuer to differ materially from those expressed in, or implied by, these statements.

The Company undertakes no obligation to publicly update or review the forward-looking statements whether as a result of new information, future events or otherwise.

Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

1.2 Over-all Performance

Mantle was incorporated under the laws of the Province of British Columbia on February 10, 1988. The Company operates in one business segment, that being the exploration and development of mineral properties in Canada.

Pursuant to a special resolution passed by shareholders on February 15, 2002, the Company consolidated its capital on a one-new-for-eight-old basis and changed its name from Intertech Minerals Corp. to Mantle Minerals Inc. On April 25, 2002, the Company commenced trading on the TSX Venture Exchange (TSXV) under the symbol “MIN”. To date, the Company has not generated significant revenues from operations or recorded any cost of sales and as a result is considered to be in the development stage. The underlying value of the mineral properties and related deferred costs are entirely dependent on the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and upon future profitable production.

Effective October 21, 2003, the Company was designated as inactive. The Company’s listing was transferred to the NEX Board of the TSX Venture Exchange (“Exchange”) and its tier classification was changed from Tier 2 to NEX in accordance with the revised policy 2.5 of the Exchange.

Effective September 22, 2004, the Company’s listing was transferred from NEX to the TSX Venture Exchange and the Company’s Tier classification was changed from NEX to Tier 2.

Effective August 9, 2005, the Company changed its name from Mantle Minerals Inc. to Mantle Resources Inc. and consolidated its share capital on the basis of two old shares to one new share. As a result, the common shares of Mantle

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Minerals Inc. were delisted and the common shares of Mantle Resources Inc. commenced trading under the trading symbol "MTS".

Effective October 18, 2005, the Company's common shares commenced trading on the Frankfurt Stock Exchange under the trading symbol M9R, WKN-A0F7E1.

During the year ended June 30, 2006, the Company graduated to Tier 1 of the TSX Venture Exchange.

As at the date hereof, the Company has mining interests in properties located in British Columbia and entered into the following agreements as at December 31, 2007:

Akie Property

On August 23, 2005, the Company entered into an agreement with Ecstall Mining Corporation ("Ecstall"), pursuant to which the Company had been granted an option entitling it to earn a 65% interest in Ecstall's Akie property, located in the Omineca Mining Division of British Columbia.

In consideration, the Company had to make staged cash payments totalling \$450,000 on or before June 21, 2008 (fully paid as of June 30, 2007) and incur a total of \$4,000,000 in exploration expenditures on or before August 31, 2008 (incurred as of June 30, 2007).

As per the original agreement, the Company was appointed operator of the Akie property until December 31, 2006 and was responsible for managing all work carried out on the Akie property. In return, the Company was paid an operator's fee. Ecstall had the right to become the operator of the Akie property commencing January 1, 2007, effective until the Company exercises the option.

The Company issued 150,000 shares as a finder's fee to a third party as per the terms of the agreement.

The Company acquired 100% of the issued and outstanding shares of Ecstall pursuant to its take-over bid made December 22, 2006, as amended by its Notice of Variation dated January 29, 2007 and Notice of Extension dated February 9, 2007. The conditions of its Offer were satisfied and the Company took up an aggregate of 53,533,615 shares of Ecstall which were validly tendered prior to the February 23, 2007 expiry date. Pursuant to the Offer, the Company issued and distributed to those shareholders who have tendered, 0.41 of one share of the Company for each Ecstall share tendered.

The Company exercised its rights pursuant to compulsory acquisition procedures under the British Columbia Business Corporations Act to acquire, for the same consideration as that paid under the Offer, all of the remaining shares of Ecstall that were not tendered to the Offer. The Company now owns 100 % interest in the Akie property.

Property Update

Below is a progress report on the ongoing exploration program at the Company's Akie zinc-lead property located in northeastern British Columbia, approximately 260 kilometers north-northwest of the town of Mackenzie.

Over the past six months, the Company has completed its 2007 exploration program at Akie which primarily consisted of 6,528.6 metres of drilling in 12 holes; 11 of which were targeted on the Cardiac Creek deposit. While the turnaround for analytical results was much slower than anticipated, as of February 21, Mantle released the final batch of results from the five remaining holes at Cardiac Creek. Recent highlights include holes: A-07-47 (27.07 metres grading 11.46% Zn+Pb); hole A-07-51 (24.54 metres grading 15.49% Zn+Pb or 35.14 metres grading 12.4% Zn+Pb) and hole A-07-53 (16.23 metres grading 15.15% Zn+Pb). These, and other drill results over the past period, indicate a consistency of

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mineralization with which the Company is extremely pleased and that will set the stage for further work in 2008.

While the drilling was our main focus over the period, additional work was conducted on finalization of planning for construction of the access road from our all weather camp to the Cardiac Creek deposit and by the end of the period all permits were in hand to proceed with its construction. Detailed planning is now in progress for road construction. Approximately 9.0 kilometres of mainline and 2 to 3 kilometres of access trails are being planned that should facilitate drilling during 2008.

Since the middle of November, the camp has been in standby mode, awaiting the resumption of field activity. Other work over the period involved the completion of a variety of base line studies and several First Nations meetings, two of which were held in the local communities of Tsay Keh and Kwadacha. By year end, we had advanced significantly towards completing a Memorandum of Understanding in respect to our exploration work at Akie.

The Akie zinc-lead property is situated within the southern-most part (Kechika Trough) of the regionally extensive Paleozoic Selwyn Basin, one of the most prolific sedimentary basins in the world for the occurrence of SEDEX zinc-lead-silver and stratiform barite deposits. Drilling on the Akie property by Inmet Mining Corporation during the period 1994 to 1996 and by Mantle in 2005, 2006 and 2007 has identified a significant body of baritic-zinc-lead SEDEX mineralization (Cardiac Creek deposit). The deposit is hosted by variably siliceous, fine grained clastic rocks of the Middle to Late Devonian 'Gunsteel' formation.

Two similar deposits, Cirque and South Cirque, located some 20 kilometers northwest of Akie and owned under a joint venture by Teck Cominco and Korea Zinc, are also hosted by Gunsteel rocks and have a combined geologic inventory in excess of 50 million tonnes averaging approximately 10% combined zinc+lead.

The Cardiac Creek deposit is open to expansion.

For further information regarding the Akie property, the reader is referred to a NI 43-101 report, titled *Geological Report on the Akie Property*, dated October 24, 2005, by D.G. MacIntyre, Ph. D., P.Ge.(BC), which is filed on SEDAR at www.sedar.com.

Armstrong Brook Gold Property

The Company had an option agreement with Geodex Minerals Ltd. ("Geodex") to earn a 65% interest in Geodex's 100%-owned Armstrong Brook gold property, located in the Cape Spencer area near Saint John, New Brunswick, subject to the following terms:

- (i) by making the following cash payments to Geodex:
 - \$15,000 upon Exchange approval of the agreement (paid);
 - \$20,000 on the first anniversary; and
 - \$30,000 on the second anniversary.
- (ii) by issuing a total of 450,000 post-consolidated common shares to Geodex as follows:
 - 100,000 common shares upon Exchange approval of the agreement (issued);
 - 150,000 common shares due on the first anniversary; and
 - 200,000 common shares due on the second anniversary.
- (iii) by incurring minimum exploration expenditures of \$200,000 in the first year and a cumulative total of \$1,000,000 by the second anniversary of the agreement.

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The Company would have been able to increase its interest to 75% by funding 100% of all exploration and development costs to the stage of completing a feasibility study. The claims were subject to a 1.5% NSR.

The Company issued 50,000 shares as a finder's fee to a third party as per the terms of the option agreement. During the year ended June 30, 2006, management decided not to proceed with this option agreement. The Company introduced Geodex to Global Sortweb.Com Inc. ("Global") and entered into a finder's fee agreement as per the following terms:

- \$25,000 within seven business days from the date of acceptance for filing of the agreement
- \$10,000 within two months of the acceptance date.

The Company has not collected these amounts yet.

Accordingly all acquisition and related exploration costs of \$ 65,367 were written-off during the previous year.

West Range Property

The Company entered into an agreement with West Range Exploration Ltd. ("West Range"), pursuant to which the Company has agreed to purchase all of West Range's interest held in its property located in British Columbia by making a payment of \$10,000 to West Range.

DA Properties

As of December 31, 2007, the Company beneficially owned an undivided 8.2% interest, subject, in part, to certain royalties and a royalty reduction option dated August 30, 1998, in twenty-four mineral claims and three mineral leases, known collectively as the Afridi Lake Property. The Afridi Lake Property is located southeast of Lac de Gras, approximately 335 km northeast of Yellowknife, Northwest Territories. The target mineral being sought on the property is diamond contained in kimberlite. To date, five kimberlite intrusions, with variable, but low diamond content, have been identified on the mineral leases.

On August 1, 2006, the Company entered into a joint venture agreement where by the Company holds 8.2% undivided interest in the mineral claims and three mineral leases, the latter subject to a 10% underlying NPI, a 5% GOR and a 5% NSR. Pursuant to an amended and restated Mineral Property Option Agreement, dated August 30, 1998, the Company has the option to reduce the GOR and NSR interests to 2.25% and 2%, respectively, and eliminate entirely the NPI by completing certain share issuances and cash payments to the original property owner within 90 days of a production decision.

Mt Alcock Properties

During the year ended June 30, 2007, the Company entered into a property purchase agreement to acquire, a 100% interest, subject only to a 1% Net Smelter Returns (NSR) royalty, in 18 mineral claims located in the Mt. Alcock area of northeastern British Columbia in consideration of the payment of \$75,000 cash and the issuance of 200,000 common shares (100,000 issued shares upon TSX Venture Exchange ("Exchange") approval and 100,000 shares issued on or prior to nine months after the anniversary of the Exchange acceptance date) of the Company. The Company has an option to purchase the entire NSR from the vendor for the sum of \$1 million cash, subject to Exchange approval.

The Company paid \$75,000 cash and issued 100,000 shares on October 20, 2006 and issued 100,000 shares on July 6, 2007

Kechika Regional

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On March 28, 2007, the Company entered into a definitive agreement with Megastar Development Corp. pursuant to which the Company will have an option to earn an initial 60% interest in Megastar's SEDEX zinc properties located in Northeastern British Columbia by spending up to \$2.25 million. Megastar's 100% owned SEDEX zinc properties are located within the highly prospective Gunsteel shale formation in the regionally extensive, world-class Kechika trough sedex zinc basin. The properties comprise over 18,000 hectares and are situated adjacent to and along strike from the favourable geology which is host to several zinc deposits including the nearby Akie deposit where drilling has intersected extensive high-grade SEDEX style mineralization.

The Company will be the operator and can earn a 60% interest in Megastar's properties as follows:

- (i) Payment to Megastar of \$50,000 and the issuance of 50,000 shares of the Company upon signing a definitive agreement; (paid and issued)
- (ii) The issuance of 50,000 shares of the Company nine months from signing a definitive agreement; (issued)
- (iii) Payment to Megastar of \$100,000 and the issuance of 25,000 shares of the Company on or before the first anniversary of the signing of the definitive agreement; and
- (iv) Spending \$2.25 million in exploration and development over a three-year period.

On May 8, 2007, the Company entered into an agreement with Dwayne Edward Kress pursuant to which the Company has acquired a 100 % interest in 24 mineral claims located in the Kechika mining division of British Columbia. As consideration for the claims, the Company paid \$5,000 in cash and issued 20,000 common shares of the Company.

On May 28, 2007, the Company entered into an agreement with 747080 B.C. Ltd and David Heyman pursuant to which the Company has acquired a 100 % interest in eight mineral claims located in the Kechika mining division of British Columbia. As consideration for the claims, the Company paid \$20,000 in cash.

Summary of expenditure incurred on various properties upto the period ended December 31, 2007:

	Akie Property	DA	Kechika Regional	Mt Alcock	West Range	Total
Acquisition Costs:						
Balance June 30, 2007	\$ 23,881,336	\$ 70,930	\$163,661	\$136,778	\$ 10,000	\$ 24,262,705
Additions	336,180	–	8,214	55,686	–	400,080
Balance December 31, 2007	24,217,516	70,930	171,875	192,464	10,000	24,662,785
Deferred Exploration Costs:						
Balance June 30, 2007	6,050,418	–	672	2,537	–	6,053,627
Additions:						
Geological Consulting	226,001	8,242	–	–	–	234,243
Drilling	8,591,281	–	–	–	–	8,591,281
Environmental studies	379,951	–	–	–	–	379,951
Balance December 31, 2007	15,247,651	8,242	672	2,537	–	15,259,102
December 31, 2007	\$ 39,465,167	\$ 79,172	\$172,547	\$195,001	\$ 10,000	\$ 39,921,887

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1.3 Selected Annual Information

Please see Management Discussion and Analysis for the fiscal year ended June 30, 2007.

1.4 Results of Operations

The following is a discussion of the financial condition, changes in financial condition and results of operations of the Company for the six months ended December 31, 2007 and 2006. There have been no major changes in accounting policies during these periods.

During the period ended December 31, 2007, the Company reported a loss of \$2,299,435 or \$0.03 per share compared to a loss of \$974,379 or \$0.03 per share during the period ended December 31, 2006, an increase in loss by \$1,325,056. The increase in loss was primarily due to an increase in stock based compensation expense by \$1,165,363.

Total administration expenses increased by \$1,409,140 due to increases in administration fees by \$15,000, investor relations by \$125,599, management fees by \$30,000, regulatory fees by \$8,744, rent by \$20,265, stock based compensation expense by \$1,165,363, transfer agent fees by \$2,015, travel and promotion by \$23,567, and wages and benefits by \$142,026, offset by decreases in consulting fees by \$93,803, office and miscellaneous by \$3,583 and professional fees by \$26,542.

Total interest income during the period ended December 31, 2007 was \$187,456 compared to \$90,058 during the period ended December 31, 2006, an increase in interest income by \$97,398. There were no gains or losses on sale of marketable securities (2006-\$12,168).

The increase in investor relations by \$125,599 during the period was a result of fees paid to various parties in connection to strategic public relations campaigns for increased investor awareness.

The increase in management and administrative fees by \$30,000 and \$15,000, respectively were due to a management and administrative services agreement entered into by the Company effective October 2004 with a company controlled by a director and officer of the Company whereby the Company agreed to pay management fees of \$5,000 per month and administrative fees of \$1,000 per month. The management fee was increased to \$7,500 per month and administrative fee to \$2,500 per month during the year ended June 2006 and further increased to \$12,500 per month and \$5,000 per month respectively during the year ended June 30, 2007.

Travel and promotion increased by \$23,567 due to various travel expenses incurred by directors for presentations arranged for various potential European investors, site visits to the resource properties and newswire costs for various press release disseminations.

The Company recognizes compensation expense for all stock options granted, using the fair value based method of accounting and any cash paid on the exercise of stock options is added to the stated value of common shares. The Company recorded stock compensation expense of \$1,819,380 for the period ended December 31, 2007 as there were options granted. For the period ended December 31, 2006, the Company recorded \$654,017 in stock compensation expense.

1.5 Summary of Quarterly Results

The following is a summary of certain consolidated financial information concerning the Company for each of the last eight reported quarters:

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Quarter ended	Interest Income	Net Earnings (Loss)	Earnings (Loss) per share
December 31, 2007	\$ 80,347	\$ (696,181)	\$ (0.01)
September 30, 2007	107,109	(1,603,254)	(0.02)
June 30, 2007	77,003	244,797	0.00
March 31, 2007	64,281	(689,994)	(0.01)
December 31, 2006	43,119	(910,184)	(0.03)
September 30, 2006	46,939	(64,195)	(0.00)
June 30, 2006	64,657	(86,959)	(0.00)
March 31, 2006	18,722	(1,357,382)	(0.06)

Over the past eight fiscal quarters there have been no significant trends.

1.6/1.7 Liquidity and Capital Resources

The Company reported a working capital of \$7,818,815 at December 31, 2007 compared to a working capital of \$8,774,470 at June 30, 2007, representing a decrease in working capital by \$955,655. Net cash and cash equivalents on hand decreased by \$1,294,530 from \$9,148,681 at June 30, 2007 to \$7,854,151 at December 31, 2007.

During the period ended December 31, 2007, the Company generated \$9,049,220 from its financing activities as follows:

- (i) the Company completed a non-brokered private placement on August 13, 2007 of 3,500,000 flow-through shares at a price of \$1.50 per share and 550,000 non flow-through shares at a price of \$1.25 per share for total gross proceeds of \$5,937,500.

An aggregate of \$252,350 was paid as finders' fees and another \$49,160 was paid in legal and regulatory costs on this private placement.

- (ii) the Company also completed a non-brokered private placement on December 4, 2007 of 1,875,000 flow-through shares at a price of \$1.60 per share and 295,000 non flow-through shares at a price of \$1.30 per share for total gross proceeds of \$3,383,500.

An aggregate of \$145,000 was paid as finders' fees and another \$20,809 was paid in legal and regulatory costs on this private placement.

- (iii) an aggregate of 118,974 warrants were exercised at a price ranging from \$0.85 per share to \$1.00 per share and a total of 118,974 common shares were issued for total proceeds of \$108,378.

- (iv) an aggregate of 197,500 stock options were exercised at a price ranging from \$0.20 per share to \$0.81 per share and a total of 197,500 common shares were issued for total proceeds of \$101,375. In addition, a reallocation of \$101,927 from contributed surplus to share capital was recorded on the exercise of these options.

During the period ended December 31, 2007, the Company utilized \$1,525,651 of its cash for operations, \$2,289 for the purchase of equipment and \$8,815,790 for acquisitions of interest in resource properties and deferred explorations.

Current assets excluding cash and cash equivalents as at December 31, 2007 consisted of receivables of \$552,138 which

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consists of GST recoverable of \$337,362, accounts receivable of \$92,913, short term loan receivable of \$ 50,100 and interest receivable of \$71,763, deposits held in trust of \$13,000 and prepaid expenses of \$445. Current assets excluding cash and cash equivalents as at June 30, 2007 consisted of receivables of \$340,794 which consists of GST recoverable of \$151,496, accounts receivable of \$93,568 and interest receivable of \$95,730, deposits held in trust of \$13,000 and prepaid expenses of \$711,362.

Current liabilities as at December 31, 2007 consisted of accounts payable and accrued liabilities of \$600,919 (June 30, 2007 - \$1,439,367).

The other sources of funds potentially available to the Company are through the exercise of outstanding stock options, share purchase warrants and brokers' warrants. See *Item 1.15 – Other Requirements – Summary of Outstanding Share Data*. There can be no assurance, whatsoever, that any or all of these outstanding exercisable securities will be exercised.

The Company has and may continue to have capital requirements in excess of its currently available resources. In the event the Company's plans change, its assumptions change or prove inaccurate, or its capital resources in addition to projected cash flow, if any, prove to be insufficient to fund its future operations, the Company may be required to seek additional financing. Although the Company has been successful in raising the above funds, there can be no assurance that the Company will have sufficient financing to meet its future capital requirements or that additional financing will be available on terms acceptable to the Company in the future.

During the year ended June 30, 2005, the Company wrote-off all of its interests in the DA and AYL properties located in the Northwest Territories. During the year ended June 30, 2006, the Company wrote-off all of its interest in the Armstrong Brook Gold property located in New Brunswick in order to focus purely on its Akie zinc-lead property located in British Columbia. See *1.2 Over-all Performance – Akie Property* for a full disclosure on this property.

The Company's overall success will be affected by its current or future business activities. The Company is currently in the process of acquiring and exploring its interests in resource properties and has not yet determined whether these properties contain mineral deposits that are economically recoverable. The continued operations of the Company and the recoverability of expenditures incurred to earn an interest in these resource properties are dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, obtaining necessary financing to explore and develop the properties, and upon future profitable production or proceeds from disposition of the resource properties.

1.8 Off-Balance Sheet Arrangements

The Company does not utilize off-balance sheet arrangements.

1.9 Transactions with Related Parties

During the period ended December 31, 2007:

- (a) the Company paid or accrued \$75,000 (2006 – \$37,500) for management fees and \$30,000 (2006 – \$15,000) for administrative fees to a company controlled by a director and an officer of the Company.
- (b) the Company paid or accrued \$58,356 (2006 - \$13,970) for consulting and geological services fees, included in resource properties, to a company controlled by a director of the Company.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

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1.10 Subsequent Events

Subsequent to the period ended December 31, 2007,

- (a) the Company cancelled and returned 919,220 common shares to the treasury of the Company. These common shares had been acquired by the Company as a result of its share exchange take over bid for common shares of Ecstall Mining Corporation.
- (b) a total of 92,250 warrants were exercised for gross proceeds of \$67,413.
- (c) 50,000 common shares were issued to Megastar at a value of \$53,000 pursuant to a definitive agreement.
- (d) the Company granted to its officers, directors, employees and consultants an aggregate of 1,167,500 stock options, exercisable for a period of ten years, at a price of \$1.05 per share.

1.11 Proposed Transactions

No disclosure necessary.

1.12 Critical Accounting Estimates

Not applicable to Venture Issuers.

1.13 Changes in Accounting Policies including Initial Adoption

None.

1.14 Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, deposits held in trust, receivables, marketable securities 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 fair value of these financial statements approximate their carrying value, unless otherwise noted.

1.15 Other Requirements

Summary of outstanding share data as at February 25, 2008:

- (1) Authorized: Unlimited common shares without par value
 - Issued and outstanding: 69,105,118
- (2) Stock options outstanding: 7,902,500
- (3) Warrants outstanding: 5,435,000

Disclosure Controls and Procedures

Management has assessed the effectiveness of the Company's disclosure controls and procedures used for the financial statements and MD&A as at December 31, 2007. Management has concluded that the disclosure controls are effective in

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ensuring that all material information required to be filed has been made known to them in a timely manner. The required information was effectively recorded, processed, summarized and reported within the time period necessary to prepare the annual filings. The disclosure controls and procedures are effective in ensuring that information required to be disclosed pursuant to applicable securities laws are accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosure.

The Chief Executive Officer and Chief Financial Officer believe that the Company's disclosure controls and procedures provide a reasonable level of assurance that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Internal Controls Over Financial Reporting

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. Management has reviewed these controls and concluded that the design of internal controls over financial reporting is effective as of December 31, 2007 to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes.

Additional disclosures pertaining to the Company's technical report, management information circulars, material change reports, press releases and other information are available on the SEDAR website at www.sedar.com.

On behalf of the Board of Directors, thank you for your continued support.

"Peeyush Varshney"

Peeyush Varshney
Director
February 25, 2008