Adex Mining Inc.
Management's Discussion and Analysis
December 31, 2008

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Discussion dated March 13, 2009

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Adex Mining Inc. ("Adex" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2008. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion dated March 13, 2009 should be read in conjunction with the consolidated financial statements as at and for the year ended December 31, 2008 together with the notes thereto. Results are reported in Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles.

Further information about the Company and its operations can be obtained from the offices of the Company, the Company website, www.adexmining.com, or www.sedar.com.

OVERVIEW OF THE BUSINESS AND OVERALL PERFORMANCE

The Company holds 100% of the subsurface mineral rights to approximately 1,600 hectares encompassing the Mount Pleasant mine area of New Brunswick, Canada (the "Property" or "Mount Pleasant"). Within the mineral rights area, the Company owns approximately 405 hectares of land, plus the buildings, machinery and equipment on site which comprise the dormant Mount Pleasant mine. Two distinct poly-metallic mineral deposits have been identified during prior exploration and development programs. The principal metals include tungsten, molybdenum, tin and indium. The Property was mined for tungsten from 1983-85 by Billiton Exploration Canada Limited after which time it was closed due to numerous setbacks, including cost overruns, metallurgical difficulties and a significant decline in world prices of tungsten.

The Company has owned the Property since 1995. During 1995 to 1997 the Company embarked on various development activities. During the period from 1998 to July 2007, the Company kept its claims to the Property in good standing, but limited exploration activities were performed. On August 1, 2006, the Company completed a National Instrument 43-101 ("NI 43-101") compliant technical report (available on SEDAR) on the Property that described the historical exploration and development of the Property since the 1950's along with a resource estimate and proposed a $1.1 million technical evaluation program. In light of improvements in global commodity prices in the period leading up to 2007, the Company initiated a new program of exploration and development.

On July 16, 2007, the common shares of the Company commenced trading on Tier 1 of the TSX Venture Exchange under the symbol "ADE". Also during fiscal 2007, the Company completed three equity financings raising total gross proceeds of $12.5 million.

Using the net proceeds of these equity financings, the Company embarked on an exploration and development program in fiscal 2008 to prepare the Property for a Definitive Feasibility Study ("DFS"). However, given the unprecedented deterioration of the global capital markets over the past few quarters and the growing uncertainty in worldwide demand for commodities, including for the metals hosted at Mount Pleasant, the Company will review the schedule for advancing development of the Property carefully on the basis of prevailing market conditions. Adex expects to initiate feasibility phase studies when market conditions and metal prices return to more favourable levels.

The following is an update of all development activities completed in fiscal 2008 in order to prepare Mount Pleasant for a DFS.

2008 Drill Program

The Company has now completed its 2008 drill program, which comprised a total of 13,300 metres of definition and expansion drilling. The program was carried out in order to upgrade and expand the existing mineral resource estimates for the Property's Fire Tower Zone ("FTZ") and to prepare a NI 43-101 compliant mineral resource estimate for the Property's North Zone ("NZ"). The FTZ hosts a tungsten-molybdenum deposit, while the NZ hosts a tin-indium-zinc-copper deposit

Preparation of NI 43-101 Compliant Technical Reports

Fire Tower Zone

The Company has now completed and filed its NI 43-101 compliant technical report (the "FTZ Technical Report") entitled "A Technical Review of the Mount Pleasant Property, Including an Updated Mineral Resource Estimate on the Fire Tower Zone, Southwestern New Brunswick for Adex Mining Inc." dated December 1, 2008. The FTZ Technical Report was prepared by Paul Dunbar, M.Sc., P.Geo., Senior Associate Geologist of Watts, Griffis and McOuat Limited, Consulting Geologists and Engineers, Dorota A. El-Rassi, M.Sc., P.Eng., Geological Engineer of SRK Consulting, and John S. Rogers, P.Eng., of Aker Metals, a division of Aker Solutions Canada Inc., all under the supervision of Trevor Boyd, P.Geo., the Corporation's geological consultant and a qualified person as defined by NI 43-101 who also supervised the preparation of the technical information in this Management's Discussion and Analysis in compliance with NI 43-101.

The FTZ Technical Report, available on www.sedar.com, provides a resource estimate that includes an "indicated" resource of 13,489,000 tonnes, as well as an "inferred" resource of 841,700 tonnes, for its tungsten – molybdenum bearing FTZ.

Details of the FTZ resource estimate are as follows:

FIRE TOWER ZONE - MINERAL RESOURCE ESTIMATE, MOUNT PLEASANT MINE PROPERTY

Area	Tonnes	$\%WO_3$ (tungsten)	$\%MoS_2$ (molybdenum)	%As (arsenic)	%Bi (bismuth)
Indicated					
Fire Tower West	**9,148,900**	**0.32**	**0.21**	**0.29**	**0.04**
Fire Tower North	**4,340,100**	**0.35**	**0.20**	**1.15**	**0.09**
Total Indicated	**13,489,000**	**0.33**	**0.21**	**0.57**	**0.06**
Inferred					
Fire Tower West	**831,000**	**0.26**	**0.20**	**0.21**	**0.04**
Fire Tower North	**10,700**	**0.26**	**0.17**	**0.26**	**0.05**
Total Inferred	**841,700**	**0.26**	**0.20**	**0.21**	**0.04**

The FTZ resource estimate was based on a cut-off grade of 0.3%WO_3 equivalent, equal to %WO_3 + 1.5 x %MoS_2. The 0.3% WO_3 equivalent cut-off grade was based on a value of the mineralized material of US$30/tonne at a tungsten price of US$100/MTU (US$10.0/kg WO_3), a mine life of ten or more years, and the previous ten-year price relationship between W and Mo. In consultation with SRK Consulting and based upon these metal prices, the Company has determined that 0.3%WO_3 equivalent is the minimum acceptable cut-off grade to report.

Updating the FTZ resource estimate to “indicated” status was a necessary prerequisite to advancing the FTZ to the DFS phase.

North Zone

There is a historical non-NI 43-101 compliant total “resource” of 3,645,429 tonnes of 0.80% Sn, 107 parts per million Indium, 0.87% Zn and 0.19 % Cu at the NZ, based upon a 1997 feasibility study completed by Kvaerner Metals Davy Ltd. These historic estimates were prepared prior to the implementation of NI 43-101. A qualified person has not done sufficient work to classify these historical estimates according to NI 43-101 standards or the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards and Adex is not treating these historical estimates as current mineral resources as defined in NI 43-101. They are presented because Adex considers them to be relevant and of historic significance. These historical estimates should not be relied on.

The Company expects that the results of the 2008 drill program will bring the historical non-NI 43-101 compliant mineral resource estimate into NI 43-101 compliance. An updated mineral resource estimate for the NZ is expected to be announced by the Company during the second quarter of 2009, with a NI 43-101 compliant technical report prepared by WGM to be filed on www.sedar.com within 45 days of such announcement. Once the NI 43-101 compliant NZ resource estimate is completed, the Company will evaluate whether scoping level studies are warranted in order to determine an economic production model for the tin-indium-zinc-copper deposit.

Fire Tower Zone Scoping Study

The Company engaged Aker Solutions Canada Inc., part of Aker Solutions ASA, a major multinational engineering consulting firm, to conduct a scoping study on the FTZ. An important step in assessing the economic potential of the FTZ's tungsten-molybdenum mineralization, the scoping study was commenced on June 30, 2008 and completed in December 2008.

The scoping study was designed to generate capital and operating cost estimates for the FTZ at a scoping level of definition. In support of these cost estimates, the study included a mining equipment list and capital cost estimate, proposed tailings management systems and projected additional site infrastructure needs, as well as a number of other deliverables. The FTZ scoping study reached its conclusions on the basis of the “indicated” resource estimates for the FTZ.

The results of the FTZ scoping study indicate an unlevered pre-tax internal rate of return of 27.1% and a pre-tax net present value of $164 million. The FTZ scoping study also indicates that the tungsten-molybdenum FTZ can be brought into production at a capital cost of $130 million, and that the FTZ is capable of generating $1.160 billion in revenue over a 13 year life of mine. A summary of the results of the FTZ scoping study is attached as an appendix to the updated FTZ Technical Report, dated December 1, 2008, which is available on www.sedar.com. The results of the FTZ scoping study may be impacted by declines in metal prices subsequent to the completion of the study.

Given the positive results of the FTZ scoping study, the Company’s next milestone would be to proceed with a DFS on the FTZ. However, given the current uncertainty in the capital markets, the Company will delay initiating DFS until capital markets and metal prices return to more favourable levels.

Metallurgical Testing Program and Environmental Planning

In order to prepare for scoping and pre-feasibility level activities at the Property, the Company has completed initial metallurgical testing to optimize the extraction and recovery of the four primary metals being tungsten, molybdenum, tin and indium, that are hosted at Mount Pleasant in the two mineralized zones. The Company awarded its initial gravity separation test work to SGS Lakefield Research Europe, a leading multinational metallurgical testing facility located in the United Kingdom.

The results of the initial gravity separation test work will enable the Company to develop a conceptual, metallurgical flow sheet design for the separation, extraction and recovery of the metals hosted at Mount Pleasant.

Pursuant to an Approval to Operate granted by the New Brunswick Ministry of Environment in November 2007, the Company has completed an upgrade of its existing tailings impoundment facility located at the Property. Although the Approval to Operate does not currently permit mining operations at the Property, the Company expects that once it completes a DFS, it will commence the process of obtaining regulatory approval for a mining license which would be necessary for resumption of mineral production. Adex expects to initiate a DFS when market conditions and metal prices return to more favourable levels.

Status of the Development of Mount Pleasant

The Company is focused on simultaneously developing both the FTZ and NZ, with a view to strategically moving forward on each element of the pathway leading to resumption of mineral production at Mount Pleasant. To date, the Company has completed all of the elements necessary to prepare the FTZ for a DFS, including the completion of a definition and expansion drill program, an updated NI 43-101 compliant “indicated” mineral resource estimate and Technical Report, and a Scoping Study. The Company estimates that carrying out a DFS on the FTZ may cost upwards of $5 million and may take between nine and 12 months to complete. The estimated cost of completing a DFS on the FTZ includes the costs of carrying out additional metallurgical test work in order to further refine a metal extraction and recovery process.

With respect to the NZ, the Company expects the completion of a NI 43-101 compliant mineral resource estimate and Technical Report during the second quarter of 2009. Following the completion of those steps, the Company will consider carrying out a scoping-level study, similar to that completed on the FTZ , in order to assess the economic potential for mineral production at the NZ zone. A scoping-level study on the NZ may cost upwards of $500,000, and may take between four and six months to complete. Should the results of a scoping-level study on the NZ be positive, the Company will consider moving forward on a DFS for the NZ.

As discussed above, the Company’s decision to move forward on a scoping-level study on the NZ or a DFS on either or both of the FTZ or NZ will be dependent on a number of factors, including, but not limited to, current and future market conditions, the demand for and price of the metals hosted at Mount Pleasant, and the ability of the Company to raise additional capital to fund further development. As a result of the current decline in and uncertainty impacting global markets, Adex will delay initiating a DFS on the FTZ until capital markets and metal prices return to more favourable levels.

SELECTED ANNUAL INFORMATION

Year ended December 31,	**2008** **$**	**2007** **$**	**2006** **$**
Net loss	1,850,519	1,248,773	579,216
Basic and diluted loss per share	(0.02)	(0.03)	(0.03)
Total assets (1)	10,510,179	10,421,854	1,361,920
Total long term liabilities (1)	-	-	158,504
Dividends	-	-	-

(1) As at December 31

RESULTS OF OPERATIONS

The Company’s net loss for the year ended December 31, 2008 was $1,850,519 or $0.02 per share ($1,248,773 or $0.03 per share for the year ended December 31, 2007). The principal components of net loss during the year were administrative and general expenses of $942,696 ($1,194,425 for the year ended December 31, 2007), stock based compensation of $532,152 ($678,355 for the year ended December 31, 2007) and mineral properties expenses of $502,592 ($360,363 for the year ended December 31, 2007).

Interest earned on funds on deposit for year ended December 31, 2008 for the Company was $128,097 ($139,683 for the year ended December 31, 2007).

ADMINISTRATIVE AND GENERAL EXPENSES

The major changes to administrative and general expenses between the year ended December 31, 2008 and the year ended December 31,2007 have been due to reduced costs for financing and regulatory compliance activities. During the year ended December 31, 2008, the Company was not required to undertake efforts to obtain equity financing and obtain a listing on a Canadian stock exchange, as these efforts and expenses were completed during the year ending December 31, 2007.

Wages, benefits and consulting costs decreased as a result of reduced compensation costs to management and consultants to the Company.

Shareholder communications, advertising and promotion expenses of $181,123 ($68,419 for the year ended December 31, 2007) increased during the year ended December 31, 2008 as the Company increased efforts to raise and communicate awareness of its activities and project performance. Legal and audit fees of $91,376 ($212,314 for the year ended December 31, 2007) and regulatory and filing fees of $58,621 ($81,740 for the year ended December 31, 2007) decreased from 2007 due to a reduction of activities required for regulatory compliance, financing and obtaining a stock exchange listing.

	2008 **$**	2007 $
Wages, benefits and consulting	**439,937**	717,520
Shareholder communications, advertising and promotion	**181,123**	68,419
Professional fees (legal & audit)	**91,376**	212,314
Directors fees	**72,000**	54,000
Regulatory and filing fees	**58,621**	81,740
Office costs	**54,598**	34,532
Insurance	**29,481**	16,213
Travel	**15,561**	9,687
	942,696	1,194,425

MINERAL PROPERTY EXPENDITURES

The major changes to mineral property expenses between the year ending December 31, 2008 and the year ended December 31,2007 have been as a result of increased activity in 2008 related to the exploration and development programs, metallurgical studies, remediation of the tailings impoundment facility at the Property, and care and maintenance activities.

As a result of equity financings completed during the year ending December 31, 2007, interest generated on cash deposits for the year ending December 31, 2008 increased in comparison to the year ending December 31, 2007.

	2008	2007
	$	$
Drilling and exploration	**2,973,933**	126,286
Technical reports	**673,095**	26,440
Tailings dam upgrade	**656,166**	99,355
Metallurgical studies	**489,996**	-
Additions to mineral properties	**4,793,190**	252,081
Wages and consulting	**267,571**	257,759
Maintenance and equipment rental	**196,178**	107,137
Other	**64,868**	2,377
Utilities	**48,388**	35,396
Property taxes	**22,946**	22,853
Environmental compliance	**14,067**	14,789
Travel, meals & entertainment	**13,845**	-
Depreciation	**8,039**	-
Interest income	**(109,310)**	(55,948)
Rental income	**(24,000)**	(24,000)
Mineral property expenses	**502,592**	360,363
Total mineral property expenditures	**5,295,782**	612,444

FOURTH QUARTER

The Company's net loss for the three months ended December 31, 2008 was $449,606 or $0.01 per share (loss of $592,871 or $0.01 per share for the three months ended December 31, 2007).

General and administrative expenses for the three months ended December 31, 2008 were $301,477, ($334,926 for the three months ended December 31, 2007) and included stock option compensation expense of $100,376 ($120,030 for the three months ended December 31, 2007).

Mineral property expenses of $190,337 ($177,880 for the three months ended December 31, 2007) were mainly comprised of property taxes, property maintenance and security.

SUMMARY OF QUARTERLY RESULTS

A summary of the eight most recent quarters is as follows:

	December 31, 2008	**September 30, 2008**	**June 30, 2008**	**March 31, 2008**
	$	$	$	$
Net income (loss) for the period	(449,606)	(402,150)	(498,325)	(500,438)
Net income (loss) per share - basic and diluted	0.01	(0.01)	(0.01)	(0.01)

	December 31, 2007	**September 30, 2007**	**June 30, 2007**	**March 31, 2007**
	$	$	$	$
Net income (loss) for the period	592,871	(797,360)	(798,603)	(245,680)
Net income (loss) per share - basic and diluted	0.01	(0.01)	(0.02)	(0.01)

The changes in net income per quarter are reflective of increased expenditures related to the listing of the common shares of the Company on the TSX Venture Exchange and the completion of the equity financings by the Company in 2007, as well as the ongoing administrative and general costs, and mine site care and maintenance costs that result from the current efforts aimed at moving the Property towards production.

- The net losses of the Company for the three months ended March 31, 2007, June 30, 2007 and September 30, 2007 reflect administrative, legal and audit expenditures related to the Company's activities in relation to having the cease trade orders applicable to the Company revoked and the listing of the common shares of the Company on the TSX Venture Exchange, as well as financing and marketing activities.
- The net income of the Company for the three months ended December 31, 2007 was as a result of an income tax gain of $1,050,000 resulting from the tax treatment of the renunciation to the holders of the Company's flow through common shares of Canadian Exploration Expenses incurred by the Company.
- The net loss of the Company for the each of the three months ended March 31, 2008, June 30, 2008 September 30, 2008 and December 31, 2008 reflect administrative and marketing activities as well as non-deferred care and maintenance costs related to the Property.

The Company does not consider the effects of seasonality to be significant.

LIQUIDITY, CAPITAL RESOURCES AND BUSINESS PROSPECTS

As at December 31, 2008, the Company had net working capital of $3,848,053 ($8,645,669 as at December 31, 2007) and no long term liabilities.

The Company expended $6,238,479 on the exploration and development of the Property during the year ending December 31,2008. Of the $6,238,479 spent, $2,973,933 was spent on the now completed exploration program. A further $942,696 was spent on the administrative requirements of the Company and $2,321,850 was spent on the preparation of the two technical reports and the associated scoping study, improved mine site infrastructure, metallurgical test work and environmental compliance, including remediation of the tailings impoundment facility at the Property

Further development work, which may include a DFS and de-watering activities, will commence if and when the Company deems such expenditures prudent and beneficial based on results from its exploration and development program and prevailing market conditions. The Company may require additional capital in order to undertake such further development work which will be raised by issuing debt and/or equity or entering into a joint venture to pursue the project with a third party. There is no assurance that the Company will be successful in raising additional capital or entering into a joint venture to pursue the project with a third party.

FINANCIAL INSTRUMENTS

The carrying amount of financial instruments approximates fair value unless otherwise noted. The Company's financial assets include the reclamation bond and interest receivable on the reclamation bond. As this bond and interest accrued are on deposit with the province of New Brunswick, the Company does not consider these assets to be subject to credit risk.

SHARE CAPITAL

The Company is authorized to issue an unlimited number of common shares and an unlimited number of preference shares.

The following table provides the details of changes in the number of issued common shares.

	Number of shares	Amount $
Balance December 31, 2006	21,019,973	26,280,571
Equity portion of convertible debentures issued	-	317,581
Conversion of debentures	16,173,696	464,327
Exercise of Subscription Receipts	30,000,000	9,000,000
Issue of Flow Through Common Shares	5,000,000	3,000,000
Exercise of warrants	2,465,346	334,520
Share issue expenses	-	(1,321,908)
Tax benefits renounced on flow through shares	-	(1,005,000)
Balance December 31, 2007	74,659,015	37,070,091
Warrants exercised	13,458,346	1,789,232
Balance December 31, 2008 and March 13, 2009	88,117,361	38,859,324

The Company has no preference shares outstanding.

On January 30, 2008, the Company granted 50,000 common share stock options with an exercise price of $0.33 per common share pursuant to its stock option plan to a consultant providing project management services to the Company. The options vested in equal quarterly installments over the twelve month period from the date of the grant and expire on January 30, 2013.

On May 24, 2008, 1,800,000 common share purchase broker compensation warrants, exercisable at $0.30 per common share, expired.

On June 11, 2008, the Company granted an aggregate of 1,600,000 common share stock options with an exercise price of $0.30 per common share pursuant to its stock option plan to directors, officers, certain employees and consultants of the Company. The options vest in equal quarterly installments over the twelve month period from the date of the grant and expire on June 11, 2013.

On August 8, 2008, 190,000 common share stock options expired.

As of December 31, 2008, the Company had 250,000 common share purchase warrants, 350,000 common share purchase broker compensation warrants and 5,700,000 common share stock options issued pursuant to the Company’s stock option plan outstanding. Each of the outstanding common share purchase warrants, common share purchase broker compensation warrants and common share stock options are exercisable to purchase one common share. The number of common shares outstanding on a fully-diluted basis as at December 31, 2008 was 94,417,361.

On January 31, 2009, 240,000 common share stock options with an exercise price of $0.30 per common share were cancelled.

On March 13, 2009, 350,000 common share purchase broker compensation warrants with an exercise price of $0.60 per common share expired.

As of March 13, 2009, the Company had 250,000 common share purchase warrants and 5,460,000 common share purchase options issued pursuant to its stock option plan outstanding. Each of the outstanding warrants and options are exercisable to purchase one common share. The number of common shares outstanding on a fully-diluted basis as at March 13, 2009 is 93,827,361.

RELATED PARTY TRANSACTIONS

During the year ended December 31, 2008, the Company incurred expenses of $312,000 (2007 - $613,000), related to the payment of management fees to the Company's senior officers, being Kabir Ahmed, the President and Chief Executive Officer; Errol Farr, the Chief Financial Officer; and William C. Burton, the Corporate Controller. $18,500 of this expense was due and payable at December 31, 2008.

These amounts were expensed in the period incurred as administrative and general expenses. Expenses and amounts paid and owing are measured at the exchange amount.

ACCOUNTING POLICIES CHANGES

Change in accounting policy – capital disclosures

Canadian Institute of Chartered Accountants ("CICA") Handbook Section 1535 - Capital Disclosures requires 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 the entity has not complied with any capital requirements, the consequences of such non-compliance. This new section places increased emphasis on disclosures about the nature and extent of risks and as such did not have an impact on the Company's financial results or position.

Change in accounting policy – financial instruments – disclosure and presentation

CICA Handbook Sections 3862 - Financial Instruments – Disclosure and 3863 Financial Instruments – Presentation have been adopted for interim and annual financial statements for the Company's reporting period, beginning on or afterJanuary 1, 2008. The new 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 and as such did not have an impact on the Company's financial results or position.

Change in accounting policy - general standards of financial statement presentation

The CICA amended Handbook Section 1400 - General Standards of Financial Statement Presentation to include requirements to assess and disclose an entity's ability to continue as a going concern. The main features of the changes are as follows:

- management is required to make an assessment of an entity's ability to continue as a going concern;
- in making its assessment, management takes into account all available information about the future, which is at least, but is not limited to, twelve months from the balance sheet date;
- financial statements must be prepared on a going concern basis unless management intends to liquidate the entity, to cease trading or cease operations, or has no realistic alternative but to do so;
- disclosure is required of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern; and
- when financial statements are not prepared on a going concern basis, that fact should be disclosed, together with the basis on which the financial statements are prepared and the reason the entity is not regarded as a going concern.

The adoption of this change in accounting policy had no impact on the Company's financial results or position.

FUTURE CHANGES IN ACCOUNTING POLICIES

International financial reporting standards:

The CICA has released an exposure draft for the full adoption of International Financial Reporting Standards (IFRS) for all Canadian publicly accountable enterprises for fiscal years beginning on or after January 1, 2011, representing a final mandate from the CICA. The Company has initiated plans to convert its basis of accounting to IFRS and is in the process of evaluating the impact that this conversion will have on the results of the Company. A project team has been engaged under the direction of an internal project manager. During 2008, the Company focused on the identification of differences in the basis of accounting in areas determined to be material to the Company's operations. With this review complete, the Company is currently focusing on the development of specific accounting policies and implementation plans. This process will continue throughout 2009. Current areas of focus for the Company include accounting for exploration and development costs and intangible assets, impairment of long-lived assets, provisions. contingent liabilities, and stock-based compensation. Further disclosures as to the nature of financial and operational impacts on the Company will be made as identified during the transition process.

Goodwill and other intangible assets and financial statement concepts

In November 2007, the CICA: Accounting Standards Board ("AcSB"):

- issued amendments to Handbook Section 1000 - Financial Statement Concepts and AcG 11 - Enterprises in the Development Stage;
- issued a new Handbook Section 3064 - Goodwill and Intangible Assets to replace Handbook Section 3062 - Goodwill and Other Intangible Assets; and
- withdrew Handbook Section 3450 - Research and Development Costs and amended EIC 27 - Revenues and Expenditures During the Pre-operating Period to not apply to entities that have adopted Section 3064.

These amendments provide guidance for the recognition of internally developed intangible assets, including assets developed from research and development activities, ensuring consistent treatment of all intangible assets, whether separately acquired or internally developed. The amendments are effective for annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008 and, therefore, the Company will implement them in the first quarter of 2009, retroactively with restatement of the comparative periods for the current and prior year. The impact of implementing these amendments on the Company's financial statements is currently being assessed.

RISK FACTORS

Given the Company's current status as an exploration stage company, there are numerous risk factors that could affect the Company's business prospects and future performance, including the following. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known to the Company, or that the Company currently deems immaterial, may also affect the Company's business prospects and future performance.

Operating History
The Company has a very limited history of operations and must be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and an absence of revenues. There is no assurance that the Company will be successful in achieving a return on shareholder investment and the likelihood of success must be considered in light of its early stage of operations. The Company has no intention of paying any dividends in the foreseeable future.

Highly speculative business
The nature of the Company's business is highly speculative due to its proposed involvement in the exploration, development and production of minerals. Exploration for minerals involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There is no assurance that any commercial quantities of ore will be discovered by the Company. The commercial viability of a mineral deposit, if discovered, depends upon a number of factors including the particular attributes of the deposit (principally size and grade), the proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by various levels of government and the competitive nature of the industry which causes base metal prices to fluctuate substantially over short periods of time. Most of these

factors are beyond the control of the Company. Mineral exploration and development are highly speculative and few properties that are explored are ultimately placed into commercial production.

Insufficient resources or reserves

Substantial additional expenditures will be required to establish either resources or reserves on mineral properties and to develop processes to extract the minerals. No assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis or at all.

Barriers to commercial production

The Company will rely upon consultants and others for construction and operating expertise. The economics of developing mineral properties are affected by many factors including, but not limited to, the cost of operations, grade of ore, fluctuating mineral markets, costs of processing equipment, competition, extensions on licenses and other factors such as government regulations, including regulations relating to title to mineral concessions, royalties, allowable production, importing and exporting of minerals and environmental protection. Many of the above factors are beyond the control of the Company. Depending on the price of minerals produced, the Company may determine that it is impractical to either commence or continue commercial production.

Additional capital

The exploration and development of the Property will require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on the Property. The Company will also require additional funding to acquire further property interests. The ability of the Company to arrange such financing in the future will depend, in part, upon the prevailing capital market conditions as well as the business performance of the Company. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. If additional financing is raised by the issuance of shares from treasury of the Company, control of the Company may change and security holders may suffer additional dilution.

Commodity price and exchange rate fluctuations

The feasibility of mineral exploration is significantly affected by changes in the market price of the minerals expected to be produced. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control. The level of interest rates, the rate of inflation, world supply of minerals and stability of exchange rates can all cause significant fluctuations in mineral prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

Key officers, consultants and employees

The success of the Company will be largely dependent upon the performance of its key officers, consultants and employees. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Failure to retain key individuals or to attract or retain additional key individuals with necessary skills could have a materially adverse impact upon the Company’s success. The Company has not purchased any key-man insurance with respect to any of its directors, officers or consultants and has no current plans to do so.

Title

No assurances can be given that title defects to the Property do not exist. The Property may be subject to prior unregistered agreements, interests or land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its right, title, estate and interest in and to the Property to which the title defect relates.

Title to mineral interests in some jurisdictions is often not susceptible to determination without incurring substantial expense. In accordance with industry practice, the Company conducts such title reviews in connection with its properties as it believes are commensurate with the value of such properties. The actual interest of the Company in certain properties may vary from the Company’s records.

Maintaining interests in mineral properties
The Company's continuing right to maintain its ownership in its mineral property interests will be dependent upon compliance with applicable laws and with agreements to which it is a party. There is no assurance that the Company will be able to obtain and/or maintain all required permits and licences to carry on its operations. Additional expenditures will be required by the Company to maintain its interests in its properties. There can be no assurance that the Company will have the funds, will be able to raise the funds or will be able to comply with the provisions of the agreements relating to its properties which would entitle it to an interest therein and if it fails to do so its interest in certain of these properties may be reduced or be lost.

External market factors
The marketability and price of minerals which may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. The Company will be affected by changing production costs, the supply or/and demand for minerals, the rate of inflation, the inventory levels of minerals held by competing companies, the political environment and changes in international investment patterns.

Governmental and regulatory requirements
Government approvals and permits are currently, and may in the future, be required in connection with the Company's operations. To the extent that such approvals are required and not obtained, the Company may be restricted or prohibited from proceeding with planned exploration or development activities. 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, which may include requirements for the Company to take corrective measures requiring capital expenditures, installation of additional equipment, or other remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may be liable for civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permitting requirements, or more stringent application of existing laws, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in the development of properties.

Environmental regulations
All phases of the Company's operations are subject to environmental regulation. Environmental legislation is becoming more strict, with 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 can be no assurance that environmental regulation will not adversely affect the Company's operations. Environmental hazards may exist on a property in which the Company holds an interest which are unknown to the Company at present which have been caused by previous or existing owners or operators of the property. The Company has in place a program of regular environmental monitoring to ensure compliance with existing environmental regulations.

Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means standards, and enforcement, fines and penalties for non-compliance are more stringent.

Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The Company intends to fully comply with all environmental regulations in all of the countries in which it is active.

Conflicts of interest
Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the *Business Corporations Act*

(Ontario), directors who have a material interest in any person who is a party to a material contract or a proposed material contract with the Company are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors and the officers are required to act honestly and in good faith with a view to the best interests of the Company. The directors and officers of the Company have either other full-time employment or other business or time restrictions placed on them and, accordingly, the Company will not be the only business enterprise of these directors and officers.

Uninsured risks
The Company currently has liability insurance in an amount which management considers adequate. However, in the future, the costs of such insurance may become prohibitive. The nature of the risks for mining companies is such that liabilities might exceed policy limits, certain liabilities and hazards might not be insurable, or the Company might, in the future, elect not to insure itself against such liabilities due to high premium costs or other reasons. Should such liabilities occur, the Company would incur significant costs that would have a material adverse effect upon its financial condition.

Competition in acquiring additional properties
Significant and increasing competition exists for mineral acquisition opportunities throughout the world. As a result of this competition, some of which is with large, better established mining companies with substantial capabilities and greater financial and technical resources, the Company may be unable to acquire rights to exploit additional attractive mining properties on terms it considers acceptable.

Dividend policy
No dividends on the common shares of the Company have been paid by the Company to date. The Company intends to retain its earnings, if any, to finance the growth and development of its business and has no present intention of paying dividends or making any other distributions in the foreseeable future.

COMMITMENTS, CONTINGENCIES AND GUARANTEES

In the normal course of operations, the Company executes agreements that provide for indemnification and guarantees to third parties in transactions such as equity and debt issuances. The nature of substantially all of the indemnification undertakings prevents management from making a reasonable estimate of the maximum potential amount the Company could be required to pay third parties as the agreements do not specify a maximum amount and the amounts are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time.

As the owner of the land which the Property is located, which includes a dormant mine, the Company is obliged to comply with an environmental reclamation plan which is in effect for the Property. This obligation is secured by a collateral mortgage to the Province of New Brunswick for $2 million on 22 hectares of land on which the primary buildings are located.

Reclamation bonds consist of Province of New Brunswick 8.5% bonds maturing June 28, 2013. The bonds are pledged to the Province of New Brunswick as security under environmental regulations to ensure adequate funding is available in perpetuity to treat the acid water run-off from the abandoned Mount Pleasant mine shafts. The bonds are held for the benefit of the Company, and interest is accrued bi-annually, as long as the Company continues to treat the acid water run-off appropriately. Accrued interest on deposit is disbursed at the discretion of the Ministry of Finance of the Province of New Brunswick.

The Company has a contractual lease obligation related to its corporate premises that requires a minimum total lease payment of $203,982 until September 2012. The Company has the right to renew the lease for an additional three years and must provide written notice six months prior to the expiration of the current lease term if it intends to renew the lease agreement.

The following table shows the minimum total lease payments in respect of the Company's corporate premises in each fiscal year from 2009 to 2012.

	$
2009	54,395
2010	54,395
2011	54,395
2012	40,796
	203,982

The Company has a contractual lease obligation related to its equipment at the Mount Pleasant property that requires a minimum total lease payment of $31,670 until October 2009.

The Company has a $15,000 cash deposit on account with a consulting firm contracted to prepare a technical report. The contract is in force at December 31, 2008. The project is expected to be completed during the second quarter of 2009.

SUBSEQUENT EVENTS

On January 6, 2009, an additional $28,000 of $1,000 par value Province of New Brunswick, 8.5% bonds maturing June 28, 2013 were purchased. The bonds were purchased at a premium of $122.75/100 for a total cost of $34,448.25 including accrued interest using proceeds from our interest received account on hand with the Province of New Brunswick Department of Finance

On January 31, 2009 240,000 common share stock purchase options with an exercise price of $0.30 were renounced.

On March 13, 2009, 350,000 common share purchase broker compensation warrants, exercisable at $0.60, expired.

OUTLOOK

As a result of its completion of various development activities, including the completion of a 13,300 metre definition and expansion drill program at Mount Pleasant, the Company is well-positioned to advance its Property to the next stage of development, being the completion of a DFS on the FTZ. However, given the unprecedented deterioration of the global capital markets over the past few quarters and growing uncertainty in worldwide demand for commodities, including for the metals hosted at Mount Pleasant, the Company will review the schedule for advancing development of the Property carefully on the basis of prevailing market conditions. Adex expects to initiate feasibility phase studies when market conditions and metal prices return to more favourable levels.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A may constitute "forward-looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and its subsidiary, or the industry in which they operate, to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this report, the words "estimate", "believe", "anticipate", "intend", "expect", "plan", "may", "should", "will", the negative thereof or other variations thereon or comparable terminology are intended to identify forward-looking statements. Such statements reflect the current expectations of the management of the Company with respect to future events based on currently available information and are subject to risks and uncertainties that could cause actual results, performance or achievements to differ materially from those expressed or implied by those forward-looking statements, including the risk factors summarized above under the heading "Risk Factors". New risk factors may arise from time to time and it is not possible for management of the Company to predict all of those risk factors or the extent to which any factor or combination of factors may cause actual results, performance or achievements of the Company to be materially different from those expressed or implied in such forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Although the forward-looking statements contained in this MD&A are based upon what management believes to be reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained in this MD&A speak only as of the date hereof. The Company does not undertake or assume any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.