



Adex Mining Inc.
Management's Discussion and Analysis
June 30, 2010

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Discussion dated July 29, 2010

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 three and six month periods ended June 30, 2010. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion dated July 29, 2010 should be read in conjunction with the Company's consolidated financial statements as at and for the year ended December 31, 2009 together with the notes thereto. Results are reported in Canadian dollars and have been prepared in accordance with Canadian generally accepted accounting principles.

The Company trades on the TSX Venture Exchange under the symbol "ADE". Further information about the Company and its operations can be obtained from the offices of the Company, the Company website, www.adexmining.com, or from 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, equipment and tailings impoundment facility which comprise the dormant Mount Pleasant mine. There are two distinct poly-metallic mineral deposits, the Fire Tower Zone ("FTZ") and the North Zone ("NZ"). The principal metals include tungsten and molybdenum in the FTZ and tin, indium and zinc in the NZ. Billiton Exploration Canada Limited started production of tungsten concentrate from the FTZ in 1983, but ceased operations in 1985 when the decreasing price of tungsten metal made it uneconomical to continue. Approximately one million tonnes of tungsten ore was mined and processed during the operation. The price of tungsten had not recovered by 1988, as a result the FTZ mine workings were allowed to flood and the facilities placed on care and maintenance.

The Company has owned the Property since 1995. During the period from 1995 to 1997 the Company embarked on various development activities, including the preparation of a feasibility study on the NZ. 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, provided a resource estimate for the FTZ and proposed a technical evaluation program. Since 2006 the Company has completed many development programs and has developed production scenarios as detailed below.

North Zone

In May 2009, the Company completed and filed a NI 43-101-compliant technical report (the "NZ Technical Report") entitled "A Technical Review of the Mount Pleasant Property, Including an Updated Mineral Resource Estimate on the North Zone, Southwestern New Brunswick for Adex Mining Inc." dated May 6, 2009. The NZ Technical Report was prepared by Paul Dunbar, P. Geo. Senior Associate Geologist of Watts, Griffis, McOuat ("WGM") and Robert de l'Etoile, Eng. Senior Geological Engineer of SGS-Geostat Limited, all under the supervision of Trevor Boyd, P. Geo., the Company's Geological Consultant, and a qualified person as defined by NI 43-101. The NZ Technical Report (available on www.sedar.com) provides a resource estimate for the Property's tin - indium bearing NZ, details of which are as follows:

**NORTH ZONE - MINERAL RESOURCE ESTIMATE,
MOUNT PLEASANT MINE PROPERTY**

Sub-Zones	Tonnes	%Sn	g/t IN	g/t In Capped	% Zn	%As	%WO ₃	%MoS ₂	%Cu	%Bi
Indicated										
Deep Tin	5,006,000	0.39	101.0	95.2	0.86	1.25	0.08	0.06	0.14	0.08
Endogranitic	4,336,000	0.55	21.8	20.3	0.28	0.85	0.12	0.06	0.10	0.09
Upper Deep Tin	838,000	0.22	102.8	94.9	1.36	0.76	0.08	0.06	0.07	0.05
#4 Tin Lode	702,000	0.25	74.1	74.1	1.00	0.19	0.01	0.01	0.09	0.00
Total indicated	10,882,000	0.43	67.8	64.0	0.67	0.98	0.09	0.06	0.11	0.08
Inferred										
#1-3 Tin Lode	2,345,000	0.18	76.8	73.5	1.08	0.28	0.02	0.03	0.09	0.01
#5 Tin Lode	1,267,000	0.15	115.4	111.3	1.5	0.70	0.07	0.04	0.08	0.03
North Adit	3,076,000	0.27	62.1	62.1	0.83	1.16	0.09	0.06	0.09	0.07
North W-Mo	915,000	0.26	54.3	49.8	0.58	1.14	0.25	0.12	0.12	0.10
Total Inferred	7,603,000	0.22	74.6	72.3	0.99	0.80	0.08	0.05	0.09	0.05

The Mineral Resource estimate above was based on an Sn equivalent (“SNEQ%”) cut-off of 0.25%. The SNEQ% value is a combination of Sn and In as follows: SNEQ% = %Sn + 41.67 %In.

The 0.25% SNEQ% cut-off grade was provided by Adex based on a value of the mineralized material of US\$30/tonne derived from the previous six-year price trend and price relationship between tin and indium using an estimated tin price of US\$12.0/kg. Zinc was not incorporated into the estimation of the cut-off grade. In consultation with WGM and SGS Geostat Limited, and based upon these metal prices, Adex has determined that 0.25% SNEQ% is an acceptable cut-off grade to report the resources.

On January 25, 2010, the Company reported the results of a Preliminary Economic Assessment (the “PA”) indicating that there are two potentially viable production options for the NZ, including the production of tin concentrate, indium sponge and zinc metal, and the production of tin concentrate and zinc-indium concentrate. Based on a 10-year projected life for the NZ and a production rate of 850 tonnes per day (“tpd”), the PA shows pre-tax internal rates of return (“IRR”) for the tin concentrate, indium sponge and zinc metal production option and the tin concentrate and zinc-indium concentrate production option of 28.87% and 23.49%, respectively. The PA also indicates an after-tax NPV and IRR for the tin concentrate, indium sponge and zinc metal production option of \$47.2 million and 22.55%, respectively, and an after-tax NPV and IRR for the tin concentrate and zinc-indium concentrate production option of \$18.1 million and 18.0%, respectively as highlighted in the following table.

North Zone Processing Options – Preliminary Assessment – January 10, 2010

Processing option	Production of tin concentrate, indium sponge and zinc metal	Production of tin concentrate and zinc-indium concentrate
Estimated mine life	10 years	10 years
Production rate	850 tpd	850 tpd
Pre-production capital	\$71.1 million	\$41.1 million
Internal rate of return	28.87%	23.49%
Net present value	\$79.9 million	\$32.7 million
After-tax internal rate of return	22.5%	18.0%
After-tax net present value	\$47.2 million	\$18.1 million

During the fourth quarter of 2009 the Company successfully developed a process for the production of high purity zinc metal and indium sponge in its bench scale hydrometallurgical process (the “hydromet process”) development program. The bench scale process development work completed to date indicates that the unique hydromet process technology is capable of producing indium in excess of 88% purity.

The hydromet process, developed by Thibault & Associates Inc. of Fredericton, an Adex consultant, involves leaching base metal sulphide concentrate containing approximately 4,500 ppm indium and recovering the indium and zinc through a series of solvent extraction and solution purification processes. Adex is considering patent applications with respect to certain aspects of this hydromet process technology. Indium production potential at Mount Pleasant is about 40 tonnes per year (“tpy”) based on processing 850 tpd of mill feed. Adex is considering two commercial production scenarios for Mount Pleasant. Under the tin concentrate, indium and zinc metal production model, there is also potential to produce about 4,000 tonnes of zinc metal and 3,200 tonnes of tin concentrate per year from the North Zone (“NZ”). Under the tin concentrate and zinc-indium concentrate production model, there is potential to produce about 8,500 tonnes of indium rich zinc concentrate and 3200 tonnes of tin concentrate from the NZ.

Adex engaged SGS Lakefield to perform bench scale performance, locked cycle testing and pilot plant operations to produce tin concentrate and zinc-indium concentrates. The test program has been completed with the program running approximately 60 tonnes of NZ resource material through the pilot plant over an 120 hour period, the reporting of results is pending. Adex has also engaged Thibault & Associates Inc. of New Brunswick to continue development of a comprehensive flow sheet of its hydrometallurgical process for the production of zinc metal and indium sponge metal. This program includes extensive pilot plant test work with results expected by mid-summer 2010. These programs, if positive, will lead directly to a definitive feasibility study (“DFS”), which will initially run concurrently with the final stages of the pilot plant programs. Positive results from the DFS as well as government regulatory approvals and project financing are expected to lead to a production decision before the end of 2010 or early 2011.

During the first quarter of 2010, the Company completed a Tailings Leachability and Wastewater Treatability Study involving a concept for the treatment of tailings and wastewater from both metallurgical and hydrometallurgical operations as defined by the PA. The study defines a water and tailings management concept for the North Zone based on sub-aerial disposal of tailings, multi-stage wastewater treatment and reclaim of water from the tailings polishing pond. Results of the test program indicate that the overall management concept is technically viable and provides measures to control and treat high concentrations of fluoride and heavy metals.

The Company is actively seeking a combination of strategic partners, off-take sales partnerships for its products and other financing mechanisms to ready the NZ for a production decision. Pending the developments referred to above Adex expects to be positioned to construct an access decline and begin engineering and procurement of processing equipment by early 2011. Concentrator production is targeted for late 2011.

The PA and the economic analyses contained therein are preliminary in nature and contain some “Inferred” mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the PA will be realized with more detailed work. Mineral resources that are not mineral reserves do not have demonstrated economic viability.

The Fire Tower Zone

In December 2008, Company completed and filed an updated 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 McQuat Limited (“WGM”), Dorota A. El-Rassi, M.Sc., P.Eng., Geological Engineer of SRK Consulting (“SRK”) 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 Company’s Geological Consultant and a qualified person as defined by NI 43-101, who also supervised the preparation of the technical information contained in this MD&A in compliance with NI 43-101. The FTZ Technical Report (available on www.sedar.com) provides a resource estimate for the Property’s tungsten – molybdenum bearing FTZ, the details of which 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%WO₃ equivalent, equal to %WO₃ + 1.5 x % MoS₂. The 0.3% WO₃ 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 WO₃), 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 WGM and based upon these metal prices, the Company has determined that 0.3%WO₃ equivalent is the minimum acceptable cut-off grade to report.

The Company engaged Aker Solutions Canada Inc., part of Aker Solutions ASA, 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 generated capital and operating cost estimates for the FTZ. 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 FTZ Technical Report.

The results of the FTZ scoping study may be impacted by declines in metal prices subsequent to the completion of the study. In addition, mineral resources that are not mineral reserves do not have demonstrated economic viability.

Given the positive results of the FTZ scoping study, the Company's next milestone is to commence detailed metallurgical test work on the proposed ammonium para tungstate (tungsten), molybdenum concentrate flow sheet and proceed with a definitive feasibility study ("DFS") on the FTZ. The Company is examining plans to commence this program sometime in 2010, subject to adequate financing.

The Company currently has sufficient financial resources to complete its current development programs in 2010; however additional financings will be required to ensure the completion of the definitive feasibility study and mine permitting and construction.

The fundamental philosophy of the Company is to maximize shareholder value by maximizing the future value of its resources. To this extent, the Company is developing the capability to process its metals beyond the traditional ore stage and sell higher valued products such as indium metal, zinc metal and ammonium paratungstate.

RESULTS OF OPERATIONS

The Company's net loss for the three month period ended June 30, 2010 was \$387,471 or \$0.00 per share (loss of \$413,951 or \$0.00 per share for the three month period ended June 30, 2009). The principal components of net loss during the three month period ended June 30, 2010 were administrative and general expenses of \$267,411 (\$246,224 for the three month period ended June 30, 2009), mineral property expenses of \$64,104 (\$95,565 for the three month period ended June 30, 2009) and stock based compensation of \$58,723 (\$85,069 for the three month period ended June 30, 2009).

The Company's net loss for the six month period ended June 30, 2010 was \$763,052 or \$0.01 per share (loss of \$768,680 or \$0.01 per share for the six month period ended June 30, 2009). The principal components of net loss during the six month period ended June 30, 2010 were administrative and general expenses of \$510,121 (\$441,833 for the six month period ended June 30, 2009), mineral property expenses of \$136,801 (\$182,150 for the six month period ended June 30, 2009) and stock based compensation of \$120,421 (\$171,001 for the six month period ended June 30, 2009).

Interest earned on funds on deposit for the three and six month periods ended June 30, 2010 were \$3,460 and \$5,678 respectively. (\$13,587 and \$27,571 for the respective three and six month periods ended June 30, 2009). The reduced interest income for the three and six month periods ended June 30, 2010 as compared to the same periods in 2009 is primarily due to the reduced balance of funds on deposit during 2010 compared to the same period in 2009 as well as reduced interest rates paid by financial institutions.

ADMINISTRATIVE AND GENERAL EXPENSES

Changes in the results of administrative and general expenses for the three and six month periods ended June 30, 2010, as compared to the same periods in 2009 are reflected in the following table.

Consulting fees have decreased and Director's fees have increased as Kabir Ahmed, formerly President and Chief Executive Officer of the Company, was receiving compensation solely for duties performed as a director of the Company and not in a management capacity. The new expenditure, termed "Business development" consists of general expenditures for the development of strategic relationships in China and North America. Communications costs have increased in the comparative three month period, but are consistent with the six month periods ended June 30, 2010 and 2009. This is due to the timing of the expenditures related to the Company's annual general meeting. Office costs have increased due to the increased marketing and administrative activity during the three-month period ended June 30, 2010, as compared to the same period in 2009.

	Three months ended June 30		Six months ended June 30	
	2010 \$	2009 \$	2010 \$	2009 \$
Wages, benefits and consulting	72,306	140,343	188,584	214,328
Business development	68,483	-	91,300	-
Shareholder communications & promotion	50,031	27,164	75,350	75,141
Directors fees	25,567	22,000	50,567	40,000
Professional fees (legal & audit)	12,143	21,323	32,568	39,965
Office rent	12,078	12,951	25,029	25,903
Office costs	10,150	9,569	21,648	14,016
Insurance	7,719	7,749	15,439	15,498
Travel	4,518	3,361	7,474	7,705
Regulatory and filing fees	4,415	1,764	11,635	9,277
	267,411	246,224	510,121	441,833

MINERAL PROPERTY EXPENDITURES

Deferred expenditures added to the carrying value of mineral properties relates to the metallurgical studies and production process development as described in *Overview of the business and overall performance* above.

There has been no major changes to the nature of mineral property expenses between the three and six month period ended June 30, 2010 and the comparable period in 2009. Expenses incurred during the three and six month period ended June 30, 2010 were primarily related to care and maintenance activities required to ensure environmental compliance, safety and security at the Property. Depreciation expense increased and equipment rental expense decreased as a result of a new capital agreement for the major equipment for use at the mine site. In the comparable period in 2009, this equipment was a under an operating lease.

The reduced interest income for the six month periods ended June 30, 2010 as compared to the same period in 2009 is primarily due to the reduced balance of funds on deposit during 2010 compared to the same period in 2009 as well as reduced interest rates paid by financial institutions.

For the three month period ended	For the three months ended		For the six months ended	
	2010	June 30 2009	2010	June 30 2009
	\$	\$	\$	\$
Metallurgical studies	65,712	-	365,618	-
Production development	182,927	-	245,793	-
Technical reports	-	195,552	-	286,858
Tailings impoundment facility	4,190	1,160	4,740	3,860
NRC-IRAP funding	(43,300)	-	(43,300)	-
Additions to mineral properties	209,529	196,712	572,851	290,718
Wages and consulting	28,164	36,486	61,763	90,666
Utilities	6,505	8,560	25,714	23,698
Environmental compliance	17,007	17,988	29,508	28,699
Maintenance and equipment rental	16,264	29,526	25,819	46,285
Depreciation	6,434	2,082	12,869	4,164
Property taxes	5,594	5,460	11,187	11,516
Other	2,126	11,915	6,413	15,499
Travel, meals & entertainment	531	2,373	1,194	3,715
Rental income	(5,220)	(6,000)	(12,000)	(12,000)
Interest income	(13,301)	(12,825)	(25,666)	(30,092)
Mineral property expenses	64,104	95,565	136,801	182,150
Total mineral property expenditures	273,633	292,277	709,652	472,868

The Company has been approved for funding by The National Research Council of Canada – Industrial Research Assistance Program (“NRC-IRAP”) related to it’s zinc-indium hydrometallurgical flowsheet pilot program. NRC-IRAP will provided funding of a maximum of \$186,000 in the form of a 50% cost subsidy on the Company’s contractor incurred expenses related to the approved program.

SUMMARY OF QUARTERLY RESULTS

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

	June 30 2010 \$	March 31 2010 \$	December 31 2009 \$	September 30 2009 \$
Net loss for the period	(387,471)	(375,582)	(8,244)	(330,549)
Net loss per share - Basic and diluted	(0.00)	(0.00)	(0.00)	(0.00)

	June 30 2009 \$	March 31 2009 \$	December 31 2008 \$	September 30 2008 \$
Net loss for the period	(413,951)	(354,729)	(449,606)	(401,194)
Net loss per share - Basic and diluted	(0.00)	(0.00)	(0.01)	(0.00)

The Company does not consider the effects of seasonality to be significant. The primary drivers for large variations in quarterly results are:

- The net loss of the Company for the three months ended December 31, 2009 was effected by a future income tax recovery of \$292,378 from the renunciation of Canadian Exploration Expenses incurred by the Company to the holders of the Company's flow through common shares.
- The net loss of the Company for the each of the seven periods ended, September 30, 2008, December 31, 2008, March 31, 2009, June 30, 2009, September 30, 2009, March 31, 2010 and June 30, 2010 reflect administrative and marketing activities as well as care and maintenance costs related to the Property.

LIQUIDITY, CAPITAL RESOURCES AND BUSINESS PROSPECTS

As at June 30, 2010, the Company had net working capital of \$1,362,196 (\$2,601,793 as at December 31, 2009).

The Company is currently completing two metallurgical pilot programs on the NZ. The Company currently has the necessary resources to complete these programs based on current estimates.

Full scale mine development, which would include a DFS on either the NZ, the FTZ, or both could commence if and when the Company deems such expenditures prudent and beneficial, which could be based on results from its current evaluation program and prevailing market conditions. The Company will require additional capital in order to undertake full scale development work which could 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. As at June 30, 2010 and July 29, 2010, the Company had 96,526,026 common shares issued and outstanding.

On February 4, 2019, the Company granted an aggregate of 1,750,000 common share stock options with an exercise price of \$0.15 per common share pursuant to its stock option plan to directors, officers, 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 February 3, 2015.

On June 21, 2010, the Company granted 200,000 common share options with an exercise price of \$0.12 per common share to a director of the Company. The options vest quarterly in equal amounts over a twelve month period from the date of the grant and expire on June 20, 2015.

As of June 30, 2010 and July 29, 2010, the Company had 4,204,332 common share purchase warrants, 8,860,000 common share purchase options issued pursuant to its stock option plan and 816,665 compensation unit options outstanding. Each of the outstanding common stock options is exercisable to purchase one common share. Each of the outstanding compensation unit option is exercisable to purchase one common share and one half common share purchase warrant. The number of common shares outstanding on a fully-diluted basis as at June 30, 2010 and July 29, 2010 is 110,407,023.

RELATED PARTY TRANSACTIONS

During the three and six month periods ended June 30, 2010, the Company incurred related party expenses of \$43,500 and \$87,000 respectively. These expenses related to the payment of management fees to the Company's senior officers, Errol Farr, President and Chief Executive Officer and William C. Burton, Chief Financial Officer. These amounts were expensed in the period incurred as administrative and general expenses.

During the three and six month periods ended June 30, 2009, the Company incurred related party expenses of \$119,800 and \$172,500 respectively. These expenses related to the payment of management fees to the Company's senior officers at the time, Kabir Ahmed, President and Chief Executive Officer, Errol Farr, Chief Financial Officer and William C. Burton, Corporate Controller. Included in the three and six months related party expenses for 2009 was a one-time retiring bonus in the amount of \$75,000 to Kabir Ahmed upon his retirement as President and Chief Executive Officer effective April 22, 2009.

These amounts were expensed in the period incurred as administrative and general expenses. There are no amounts payable to these related parties at June 30, 2010. The amounts paid and owing are measured at the exchange amount, are non-interest bearing and due on demand.

ACCOUNTING POLICIES CHANGES

Business Combinations

In January 2009, the CICA issued Section 1582, Business Combinations, replacing Section 1581 of the same name. The new section will apply prospectively to business combinations for which the acquisition date is on or after January 1, 2011. Section 1582, which provides the Canadian equivalent to International Financial Reporting Standard 3, Business Combinations (January 2008), establishes standards for the accounting for a business combination. Section 1582 requires business acquisitions (including non-controlling interests and contingent consideration) to be measured at fair value on the acquisition date, generally requires acquisition-related costs to be expensed, requires gains from bargain purchases to be recorded in net earnings, and expands the definition of a business. As Section 1582 applies only to future business combinations, it has not had a significant effect on the Company's consolidated financial statements.

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 on 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 2009, 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 2010. Current areas of focus for the Company include accounting for exploration and development costs and intangible assets, impairment of long-lived assets, provisions and contingent liabilities, and accounting for stock based compensation. Further disclosures as to the nature of financial and operational impacts to the Company will be made as available during the transition process.

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, 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 there under, 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 on the Property 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 \$131,715 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 demonstrates the full year commitments.

	\$
2010	29,270
2011	58,540
2012	43,905
	<u>131,715</u>

The Company has a contractual lease obligation related to its equipment at the Mount Pleasant property that requires a minimum total lease payment of \$58,044 until September 2012.

The following is a schedule of future minimum lease payments under the capital lease expiring August 31, 2012 together with the balance of the obligation under capital lease.

	\$
2010	13,396
2011	26,789
2012	17,859
Total minimum lease payments	58,044
Amount representing interest at 7%	(4,330)
Balance of the obligation	<u>53,714</u>

OUTLOOK

The Company has completed a number of development activities, including Preliminary Economic Assessments on the NZ and FTZ. The Company is undertaking detailed metallurgical test work on the North Zone resources, including the recovery of tin and zinc-indium concentrates as well as using the zinc-indium concentrate to

produce high purity zinc metal and indium sponge. Successful completion of this test work (summer 2010) will lead to the preparation of a definitive feasibility study and a production decision. The Company continues to evaluate production options for its Fire Tower Zone and has commenced a bench scale test program to produce a high value molybdenum oxide product through a hydrometallurgical process. The Company may also consider other development activities in the near future. The Company is also evaluating the next steps in financing options that may include partnerships, production off-take contracts and/or equity financings. The Company believes in a staged approach to the development of the Mount Pleasant Property and plans to put it into production in a prudent and conservative manner as conditions warrant, while continuing to build shareholder value.

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.