

# METALEX VENTURES LTD.

## FORM 51-102F1 MANAGEMENT DISCUSSION AND ANALYSIS Three and Six Month Periods Ended October 31, 2008

The following Management Discussion and Analysis (“MD&A”), prepared as of December 29, 2008, of the results of operations and financial position of Metalex Ventures Ltd. (the “Company”) for the three and six month periods ended October 31, 2008 should be read together with the unaudited consolidated financial statements for the three and six month periods ended October 31, 2008 and related notes attached thereto, which are prepared in accordance with Canadian generally accepted accounting principles. All amounts are stated in Canadian dollars unless otherwise indicated.

The reader should also refer to the annual audited consolidated financial statements for the years ended April 30, 2008 and April 30, 2007 and the MD&A for those years as well as the unaudited consolidated financial statements for the six month period ended October 31, 2007, along with the MD&A for that period.

Additional related information is available on the Company’s website at [www.metalexventures.com](http://www.metalexventures.com) or on SEDAR at [www.sedar.com](http://www.sedar.com).

### Forward Looking Statements

Statements in this report that are not historical facts are forward-looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

### Description of Business

The Company's principal business activity is the acquisition, exploration and development of mineral properties and it is considered to be at the exploration stage. The Company has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties, including acquisition costs and related exploration costs, in the financial statements is dependant on the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to discover and complete the development of those reserves and upon future profitable production. The Company trades on the TSX Venture Exchange under the symbol MTX.

The Company’s areas of work are in the James Bay Lowlands area of Northern Ontario, where the company has entered into an option agreement with WSR Gold Inc ( “WSR”) whereby WSR may earn up to a 50% interest in the claims; in the Kyle Lake area of Northern Ontario where the Company has an approximate 91.5% interest in certain mineral claims and in the Attawapiskat area of Northern Ontario where the Company has a 60% contributing interest in the Big Red Diamond Joint Venture and a 50% contributing entitlement in the Dumont Joint Venture. In Wawa, Ontario the Company initially had the right to earn a 60% interest in certain claim units. The Company subsequently assigned 50% of its rights and obligations under the Wawa agreement to Dianor Resources Inc (“Dianor”) and in return Dianor will pay 50% of the Company’s costs pertaining to the agreement. In Quebec, the Company has a 33.3% contributing interest in diamond exploration and a 50% contributing interest in base metal exploration on various mineral claims. The Company also explores in Morocco, where it has completed preliminary exploration and is finalizing a joint venture agreement for further exploration, and in Angola where it has certain rights for kimberlite diamond exploration. In West Greenland, the Company was granted one exploration license and two additional licenses were transferred to the Company by Cantex Mine Development Corp (“Cantex”). In exchange for transferring exploration rights in its licenses, Cantex had the right to purchase a 25% interest in the Greenland licenses by payment to the Company of \$120,000 at any time between January 1, 2008 and January 20, 2008. Cantex did not execute this option and Metalex now has 100% interest in the project. The Company has also conducted some exploration work and recently received additional mineral exploration licenses in the Republic of Mali. Most recently, the Company has entered into an agreement (pending regulatory approval) to acquire certain mineral claims located in the State of Mato Grosso, Brazil. The reader is referred to the relevant sections in this, and previous Management Discussion and Analysis for further details on these projects.

## Performance Summary

The following is a summary of significant events and transactions that occurred during the period:

### *Private Placements*

There were no private placements completed during period

The reader is referred to the Management Discussion and Analysis for the years ended April 30, 2008 and April 30, 2007 for details of private placements made during those periods.

### *Mineral Properties*

Mineral property costs, net of cost recoveries, incurred (paid or payable) during the six month period ended October 31, 2008 were as follows:

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Attawapiskat, Ontario	\$	3,151
James Bay, Quebec		700,170
Kyle Lake, Ontario		636,437
Wawa, Ontario		64,163
Mali		9,439
Angola		1,968,649
Greenland		382
Total	\$	3,382,391

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Details of activities on the properties are provided in the following commentary:

## **Attawapiskat Property, Ontario**

### *Big Red Diamond Joint Venture*

During fiscal 2002, Kel-Ex Development Ltd. (“Kel-Ex”) formed an exploration joint venture with Big Red Diamonds Ltd. (“Big Red”), (the Big Red Diamond Joint Venture) with respect to certain mineral claims in the Attawapiskat area of Ontario, with Kel-Ex having an 80% interest and Big Red, a 20% interest. Also during this period, the Company entered into an agreement with Kel-Ex to acquire Kel-Ex’s 80% interest in these claims in consideration for \$300,000 and the issuance of 1,000,000 common shares of the Company valued at \$225,000. Kel-Ex is controlled by an individual who became a director of the Company subsequent to this agreement.

During fiscal 2003, the Company sold, to Arctic Star Diamond Corp. (“Arctic Star”), a 20% undivided interest in certain mineral claims for proceeds of \$300,000.

As at October 31, 2008 the Company has a 60% working interest in certain mineral claims. These claims are subject to a 7.5% carried interest in favour of Kel-Ex, and the Company is obligated to contribute to the costs of the development program in proportion to its working interest.

### *Dumont Joint Venture*

Pursuant to an agreement between Kel-Ex and Dumont Nickel Inc. (“Dumont”), Kel-Ex and Dumont formed a joint venture to explore certain mineral claims located in the vicinity of the Attawapiskat property. Kel-Ex was granted an option to earn up to a 90% interest in certain mineral claims held by Dumont and a 100% interest in any new claims staked by the joint venture subject to Dumont’s right to receive a 5% interest in the new claims once commercial production is achieved. Under this agreement, Kel-Ex earned a 50% interest by incurring expenditures totaling \$1,500,000. Kel-Ex can earn a further 25% by producing a feasibility study and a final 15% (20% on new claims) by bringing the property to commercial production.

The Company, along with Arctic Star and Oasis Diamond Corp. (“Oasis”), entered into an agreement dated October 23, 2003 with Kel-Ex, whereby the parties acquired Kel-Ex’s interest in the Dumont joint venture in exchange for assuming Kel-Ex’s obligations under the Dumont agreement and reimbursing Kel-Ex for its costs incurred. Under this agreement, the Company acquired 70% of Kel-Ex’s interest in the Dumont joint venture with Arctic Star and Oasis acquiring 20% and 10% interests, respectively. Kel-Ex retains a 10% free carried interest of which the Company’s share is 7.78%. Pursuant to an agreement dated September 21, 2004, Big Red was assigned a 20% working interest of the Kel-Ex interest from the Company in consideration for payment to the Company of \$909,747 comprised of a mineral property expense recovery of \$892,001 and interest of \$17,746. As a result, the Company’s working interest was reduced to 50% of Kel-Ex’s right to earn 90% (95% on new claims) in the Dumont joint venture. It remains to be negotiated between the parties as to which of the Company or Big Red shall be liable for payment of the proportionate share of the Kel-Ex free carried interest.

Since August 2003, work on the Attawapiskat project has focused on follow up of the locations where high counts of diamond indicator minerals were found in a D6 glacial fan. This fan is located less than 10 kilometres from De Beers Victor diamond deposit, lies within the Attawapiskat kimberlite trend and straddles ground subject to both the Big Red and Dumont Joint Ventures.

Results from power auger sampling show that the D6 diamond indicator fan is more than 3.6 km long and 3.5 km wide. Within the D6 fan there are 18 separate interpreted glacial trains of diamond indicator minerals within the joint venture claims, which do not appear to originate from any of the known kimberlite pipes. The presence of multiple sources within the D6 fan is further supported by the high counts ( $\leq 6 - 564$  grains (Av 19) per 20 kg) of diamond indicator minerals present in 856 samples occurring throughout the D6 fan. These trains are characterized by varying amounts of fresh (near source) grains of pyrope and eclogitic garnets, chrome diopside, microilmene and olivine contained within glacial deposits. The freshness of many of the grains suggests that their source is nearby and this is supported by the discovery of an angular fragment of kimberlite, containing purple pyrope garnets, in one of the trains. As many of the diamond indicator grains have chemistries analogous to those minerals that grow with diamonds in commercial diamond deposits (e.g. Orapa), it is inferred that the source of the grains may contain significant diamond grades.

There are several sites within the D6 indicator fan containing strong diamond indicator counts (e.g. OT 134 which contains 44 diamond indicator and 466 kimberlite indicator grains per 20 kg) and during the period November 1, 2004 to January 31, 2005, a further 46 power auger holes, totaling 236 metres were drilled. Results for 557 samples of basal till show that 514 contain diamond indicator (“DI”) minerals (i.e. minerals that grow with diamond). The average DI count is 18 grains per 20 kg and some samples contain more than 50 DI grains per 20kg. Many of the diamond indicator grains are fresh and

occasionally angular and friable showing they are close to their source. Moreover, some of the garnets have kelyphite rims and some of the picroilmenite grains (picroilmenite is considered a kimberlite indicator not a diamond indicator although it can be used to forecast preservation of diamonds within a kimberlite pipe) have leucogene coatings, again indicating a proximal source.

All samples have now been processed. Future work will be determined from a review of these results, and research currently in progress to discriminate the sources of the diamond indicator minerals. Field work will focus on power augering and drilling aimed at locating the source(s) of the best of these trains.

### **Wemindji James Bay Property, Quebec**

During fiscal 2003, the Company acquired a 33.3% interest in various mineral claims located in the Wemindji James Bay region of Quebec, Canada from Kel-Ex in consideration for 200,000 common shares of the Company valued at \$80,000.

During fiscal 2007, the Company received notification from one joint venture party that they did not wish to participate in non-diamond related exploration on these claims. The Company is finalizing a joint venture agreement with the other party for the exploration of various base metals within the same claim area in the Wemindji James Bay region. The Company will hold a 50% interest in this joint venture while retaining its 33.3% share in the original project which will explore solely for diamonds.

On August 9, 2005, the Quebec Joint Venture announced that it had discovered anomalous concentrations of 28 metals within the reconnaissance area. In addition to analysis for diamond indicator minerals, the heavy mineral concentrates were also geochemically analyzed for copper, cobalt, nickel, silver, zinc and molybdenum by atomic absorption and for gold, silver, arsenic, barium, bromine, calcium, cobalt, chromium, cesium, iron, hafnium, mercury, iridium, molybdenum, sodium, nickel, rubidium, antimony, scandium, selenium, strontium, tantalum, thorium, uranium, tungsten, zinc and eight rare earth elements by neutron activation.

Anomalous gold concentrations were found in more than 400 samples, anomalous copper values were found in 109 samples and anomalous uranium values were found in 173 samples. As the Archaean shield of eastern Canada contains a number of world-class metal mines, e.g. gold in the Val d'Or region of Quebec, nickel - copper - cobalt at Sudbury and Voisey Bay, and Uranium at Blind River, the geochemical results obtained above are regarded as most encouraging; particularly since they are spread throughout the regional area. A follow up program of priority results was conducted during 2006.

On March 3, 2008 the Quebec Joint Venture announced the discovery of a diamond bearing conglomerate. The conglomerate appears to extend for four kilometres along strike and is up to 500 meters wide. 772 claims have been staked covering 39,472 hectares. One hundred and eleven samples collected from the conglomerate totalling kilograms have been processed and fifty four of these samples contained a total of 1,717 diamonds. One hundred and six rare purple diamonds were amongst these diamonds recovered. In the sampling completed to date the Ekomiak V conglomerate appears to have the greatest potential with 1,672 diamonds being recovered from 923 kilograms. Autogenous milling of selected conglomerate samples recovered diamond and kimberlite indicator minerals including olivine, chromite, picroilmenite, clinopyroxenes, pyrope and eclogitic garnets.

Future work will include more detailed sampling of the diamond bearing conglomerates and exploration for the primary kimberlite sources of the diamonds.

### **Kyle Lake Property, Ontario**

The Kyle Lake area is located approximately 200 km west of James Bay in Northern Ontario and about 100 km west of the Company's Attawapiskat project and De Beers' Victor Mine.

The Company acquired, by staking, a 100% interest in certain mineral claims located in the Kyle Lake area of Ontario, Canada. The Company then entered into an agreement effective June 30, 2004 with Arctic Star to sell a 20% contributing interest in the property to Arctic Star for proceeds of \$100,000, reimbursement of 20% of previous staking and exploration costs incurred on the property and an agreement to pay 20% of on-going exploration costs.

During fiscal 2005, Arctic Star advised the Company that it declined to contribute financially to exploration of the Kyle Lake project and the Company elected to increase its interest in the project by funding Arctic Star's contribution. At October 31, 2008, the working interest of the Company in the project was approximately 91.5%.

The property is subject to a 10% free carried interest in favour of Kel-Ex. This interest is financed on a pro-rata basis by the Company and Arctic Star and will be carried through to commercial production. Funds expended by the Company and Arctic Star in financing this interest will be repaid out of 90% of Kel-Ex's share of mine profits.

#### *Technical Rationale*

The Kyle lake region is considered prospective for commercial diamond bearing kimberlite pipes as all five of the previously known kimberlite pipes in the area contain diamonds. This percentage (100%) of diamond bearing to non-diamond bearing kimberlite pipes is much higher than the global average of 14% and indicates that this part of the Superior craton is extremely fertile for diamonds. The kimberlites are spread over a north – south distance of more than 100 km and, based on empirical observation of kimberlite fields elsewhere, this indicates potential for discovery of additional diamond bearing kimberlites. The known kimberlites were discovered by drilling aeromagnetic anomalies and are overlain by a layer of Paleozoic sedimentary rocks.

#### *Discovery of T1*

On April 29, 2005 the Company announced that it had drilled into a diatreme breccia, subsequently called T1, at a vertical depth of 138.6 metres continuing to the end of the hole at 167.1 metres. Subsequently the breccia was identified as kimberlite. Forty-eight kg of kimberlite from this 35 mm core hole was analyzed and 35 diamonds were recovered at various stages of the processing. Seven out of the 35 diamonds exceed 0.5 mm in one dimension and are classified as macrodiamonds. Six stones exceed 0.5 mm in two dimensions. All of the macrodiamonds are white stones.

#### *T1 Mineral Chemistry*

Microprobe analyses was performed on 2,912 mineral grains recovered from kimberlite drill core collected from T1. The purpose of the microprobe analyses are to identify minerals that grow with diamond ("diamond indicator minerals") as well as to determine the diamond potential of T1. The diamond indicator results are summarized below:

<b>Mineral</b>	<b>Number of analyses</b>
G10 peridotitic garnets	306
Diamond stability field chromite	194
Diamond stability field olivine	219
Diamond stability field clinopyroxene	2
Diamond stability field orthopyroxene	2

The G10 garnets, which comprise a highly anomalous proportion (29.5%) of the garnet analyses, include five G10 tens and seven G10 nines. These G10 ten and G10 nine garnets indicate exceptionally favourable physical conditions for the formation of diamonds and are therefore normally associated with kimberlites that contain high diamond grades. The clinopyroxenes include a grain whose composition equates to the composition of clinopyroxenes found in large (greater than 100 carat) diamonds from the Ekati and Premier Diamond Mines.

The above conclusion is reinforced from a study of the geotherm as determined by analysis of chrome diopside and the temperatures of formation of the diamond indicator minerals, as determined by the nickel content of harzburgitic garnets and the zinc content of chromites. These results confirm that many of the diamond indicator minerals originate at temperatures and pressures at which diamond is stable.

The absence of eclogitic garnets indicates that T1 is peridotitic in nature and that the contained diamonds will be derived from peridotite rather than from group 1 eclogite.

#### *T1 Mini Bulk Sampling*

In view of the encouraging results obtained from the discovery drill hole mentioned above, it was elected to collect a series of minibulk samples. Five of these samples were collected from holes collared in the geophysical center of the body, with one of these 5 holes drilled vertically and the remaining holes being inclined and drilled north, west, south and east respectively. These holes also broadly delineate the deposit at depth as well as providing minibulk samples.

On November 3, 2005, the Company reported that 1,573 kg of kimberlite had been processed from the first two minibulk holes and 288 diamonds had been recovered (i.e. an average of 18 diamonds per hundred kg). Forty-five diamonds exceed 0.5 mm on one dimension, and are classified as macrodiamonds, whilst 33 diamonds exceed 0.5 mm in two dimensions. The sample is dominated by white diamonds, (188 stones - 65%), with no inclusions.

On February 8, 2006, a total of 339 diamonds were recovered from a 1,745 kg of kimberlite sample (19.4 diamonds per 100 kg). White diamonds comprise 73.7% of the sample.

On April 7, 2006, a total of 243 natural diamonds were recovered from processing 190.49 kg of kimberlite drill core from drill hole T1-4.(127 diamonds per 100kg). Drill hole T1-4 was drilled due north at an angle of 76 degrees to determine the northern boundary of the T1 kimberlite pipe. It intersected kimberlite from 260 to 291 metres. Two high chrome G10 ten and 8 other G10 peridotitic garnets were also recovered.

On April 27, 2006, the Company reported that processing of a second sample from drill hole T1-4 had recovered 289 natural diamonds from 271.62 kg of kimberlite. Two of the three largest diamonds recovered, measuring 1.5 x 1.3 and 0.6 mm and 1.4 x 1.3 x 0.5 mm are chip fragments from larger stones, probably broken during core drilling. 201 of the 289 (69.55%) diamonds are white diamonds. When normalized to 100 kg, this result is very similar to the first sample reported from T1-4 and appears to demonstrate continuity of grade and stone size in this part of T1. The very high proportion of white diamonds is entirely consistent with other minibulk holes drilled in T1.

On August 27, 2006, the Company reported that processing of 1,992.8 kg of kimberlite drill core from mini-bulk sample holes T1-5, T1-6 and the lower part of T1-3, drilled in diamondiferous kimberlite T1, was been completed and 896 natural diamonds were recovered. Approximately 70% of these are white diamonds.

#### *T1 Bulk Sampling*

In January 2006, the collection and processing of a 200 to 300 tonne bulk sample from T1 was commissioned. The purpose of the bulk sample was to determine the likely diamond grade and indicative diamond values of T1.

The high proportion (65 – 70%) of pristine white micro and macrodiamonds recovered in T1 from a minibulk sample appear similar in colour to a 243.52 carat parcel of commercial size diamonds recovered from the Victor kimberlite, 80 km east of T1. If the quality of the T1 diamonds obtained so far from T1 are representative of those that would be obtained in a production situation, then the value of the T1 diamonds might be similar to the Victor diamonds at over US\$400/ct. Currently the Victor diamonds are thought to have the highest average price ("run of mine") for kimberlite diamonds in the world.

In addition to a favourable size distribution of the diamonds as well as favourable numbers of pristine diamonds recovered from T1, the chemical compositions of diamond indicator minerals, including diamond stability field chromites, olivines, G10 garnets and chrome diopsides, are similar to the chemical compositions of the same minerals found in commercial kimberlites. The G10 garnets include seven G10-9's and a G10-10. These are the very best of the G10 garnets and, according to geologist Charles Fipke, occur in peridotitic kimberlite pipes containing high diamond grades. These are favourable factors and led the directors of Metalex and Arctic Star to commission the 200 to 300 tonne sample, which is the minimum size necessary to determine the grade of production diamonds and their indicative value. Should potentially commercial diamond grades and values be found from the bulk sample, then additional delineation drilling and further sampling will be carried out as part of a staged evaluation program which may lead to mine feasibility studies.

On April 17, 2006 the Company announced that the first of 16 bulk sample holes has been completed. This vertical drill hole intersected kimberlite at 137 metres (450 feet) and, after passing through a granite xenolith, bottomed in kimberlite at 295 metres (990 feet). A total of 5,942 kg (13,074 pounds) of plus 0.425 mm kimberlite was collected. This kimberlite was shipped to the CF Mineral Research Laboratory for recovery of diamonds and assessment of the metallurgical characteristics of the kimberlite so that optimal treatment protocol for the remaining samples can be determined.

Metallurgical testing of the 6 tonne sample from the first hole has been completed by CF Mineral Research Ltd and the optimal diamond recovery circuit developed.

On August 17, 2006, the Company announced that, to-date, 8 core holes have been drilled in T1 of which diamond results are available for 6. A total of 4,201 kg of kimberlite core has been processed and 1,768 diamonds have been recovered. The high proportion of white diamonds within T1 and the average diamond count of 420 diamonds per 1,000 kg are most encouraging.

Also, in August 2006, collection of the 200 tonne bulk sample from T1 was suspended pending extension of the bulk sampling permit granted by the Ministry of Northern Development and Mines (“MNDM”). The Company was advised that the MNDM have a duty to consult with the affected First Nations and that they met with the Marten Falls First Nation and the Attawapiskat First Nation on September 6, 2006.

The Ministry is continuing discussions with both Attawapiskat First Nation and Marten Falls First Nation. Discussions have centered on what is reasonable consultation for the T1 project as related to the communities to assist them with an appropriate and meaningful consultation process. The Company has initiated consultation with the affected First Nations on its own initiative in parallel with those of the MNDM.

The bulk sample will be processed in a timely manner once the full tonnage has been recovered.

#### *First Nation Policy*

The Company has a policy of working with relevant First Nation members. The Company started discussions in regard to the T1 bulk sample with the Attawapiskat First Nation in February 2006 and with the Marten Falls First Nation in March 2006. To date, no agreement with either First Nation party has been reached. However, favourable meetings have been held with both First Nations and a site visit was hosted by the Company. The Company remains committed to ongoing discussions provided all parties respect the rights of the other party and that each party brings reasonable expectations to the table. The board has been augmented with the addition of Glenn Nolan, Chief of the Missinaibie First Nation. Chief Nolan’s extensive experience with relations between First Nations and industry will provide substantial assistance to the negotiations.

#### *Conclusion*

The Company is most encouraged by the quality and appearance of the diamonds it has recovered so far although it is too early to tell if this quality is indicative of the quality of diamonds that will be recovered in a production situation. The Company is also most encouraged by the excellent mineral chemistry of the G10 ten and G10 nine garnets as these indicate exceptionally favourable physical conditions for the formation of diamonds and are therefore normally associated with kimberlites that contain high diamond grades. The clinopyroxenes include a grain whose composition equates to the composition of clinopyroxenes found in large (greater than 100 carat) diamonds from the Ekati and Premier Diamond Mines. The Company eagerly awaits the results of the 200 to 300 tonne bulk sample.

#### *Discovery of New Kimberlites at the Kyle Project*

A 28,620 line kilometre airborne geophysical survey was flown in late 2006. A total of 34 targets were identified by the survey and have been staked. Priority targets are in the process of being drilled.

On December 13, 2006 the Company reported the drill intersection of a new kimberlite (U1) on its T1 project. The new kimberlite is located in between the soon to be Victor Diamond Mine and the Company’s prospective T1 diamond project.

Drilling intersected kimberlite at a depth of approximately 10 metres. Geophysical surveys indicate that U1 is a small pipe (less than one hectare). Continued drilling to a depth of 90 metres recovered a sample of about 108.42 kilograms which was air freighted to the CF Mineral Research laboratory for extraction of contained diamonds and analysis of indicator minerals. The diamond indicator minerals found within the sample are similar to those of samples from De Beers’ Victor Mine 40 kilometers away. Diamond indicator minerals recovered include 59 Group I eclogitic garnets, 17 olivines, 6 clinopyroxenes, 3 chromites and 1 peridotitic G10 garnet. Three microdiamonds were recovered.

On January 30, 2007 the Company reported the drill intersection of a second new kimberlite, U2, at a depth of 17 meters. An 87.88 kilogram sample of kimberlite from the discovery hole was processed for indicator minerals and microdiamonds by attrition milling. Two micro-diamonds were recovered. Diamond indicator minerals recovered from this sample include 67 Group I eclogitic garnets, 20 clinopyroxenes, 16 olivines, 9 orthopyroxenes, 5 chromites and 3 peridotitic G10 garnets.

The diamondiferous nature of U2 was confirmed on May 23, 2007 when 17 diamonds were recovered from 142.82 kg of drill core from 71.3 to 99.1 meters in hole U2-2. The diamonds have a coarse size distribution and are predominantly gem quality, similar to those recovered from DeBeers’ Victor Mine.

The Company has completed four NQ (4.76 cm diameter) inclined delineation holes in U2 to intersect additional kimberlite phases that occur as breccia clasts in the discovery hole. This delineation drilling indicates that the U2 kimberlite is approximately 9 hectares in size.

Drilling has shown that, like Victor, U2 contains varying diamond contents. Diamond contents range from nearly barren to values approaching those expected from Victor. Combining samples U2-2-234-325 and U2-3-198-300 yields 77 diamonds greater than 106 microns per 1000 kilograms. The percentage of gem quality diamonds greater than 106 microns for the two aforementioned samples is 78% while the average for all of the samples from U2 is 74%. The presence of high grade regions with a high proportion of gem quality diamonds, as evidenced by the current results, supports the continued processing of the delineation drill core.

The Company has also discovered a third new kimberlite. U2NW is just to the northwest of U2 and is approximately 1 hectare in size. Processing of the discovery hole confirmed that the kimberlite is diamondiferous.

The small sample of U2-NW processed does not allow an accurate estimation of the diamond count of the pipe. However, the diamond indicator minerals and microdiamonds recovered from the discovery hole indicate that the U2 NW kimberlite warrants additional testing. Delineation drilling (5.61cm core) of U2-NW has been completed.

The diamond results of the delineation drilling will be used to assess the potential of the kimberlites. Should there be sufficient potential U2 and/or U2-NW will be bulk sampled.

### **James Bay Lowlands Property, Ontario**

During fiscal 2008, the Company acquired, by staking, an interest in several claims located in the James Bay lowlands area of Northeastern Ontario. The Properties are strategically located on and around the "Ring of Fire" and cover approximately 36 square kilometres (8,944 acres) of ground. Based on geophysical work completed by Metalex and Arctic Star, there are 33 high priority Volcanic Massive Sulphide ("VMS") drill ready targets that have been identified and staked.

In March 2008, the Company and Arctic Star entered into a farm-in agreement whereby WSR Gold Inc. ("WSR") can earn up to a 50% interest in certain mineral claims (regulatory approval subsequently granted in May 2008). Certain of these claims were previously included as part of the Kyle Lake project. Under the terms of the agreement, WSR has the right to earn up to a 50% interest in the project by funding up to \$20,000,000 in expenditures on the property over a 4 year period. For each \$5,000,000 in expenditures, WSR will acquire a 12.5% interest in the property.

By mid 2008, an aggressive exploration program was underway. An airborne helicopter magnetic and electromagnetic geophysical survey was completed over most of the joint venture's claims. Ground geophysical studies over anomalies identified on the airborne survey have been conducted and 21 electromagnetic anomalies with a sympathetic magnetic response have been identified, as well as 19 with just electromagnetic anomalies.

Drilling commenced on the targets that have been refined by ground geophysics in mid-May 2008. Anomaly number 5.01 was the first tested and several holes have intersected significant widths of sulphide mineralization. The best intercept to date is in hole number six which intersected 95 meters of semi-to-near-massive sulphides from 72.7 meters. Visible copper, zinc, lead and iron sulphide mineralization is typical of the deposit.

Analysis of the mineralized core at ALS Chemex confirmed the significant mineralization seen visually. Significant intersections include:

- DDH5.01-06 intersected near-massive to massive sulphides from 65-167m downhole for a length of 102m averaging 6.5% Zn, 0.44% Cu, 0.19% Pb, and 3 g/t Ag. Included within this section, from 99.7-125.7m, for a length of 26m, the zone averaged 13.8% Zn, 0.50% Cu, 0.05%Pb, and 2 g/t Ag.
- DDH5.01-14 intersected similar near-massive to massive sulphides from 83.0-120.0m downhole for a length of 37.0m, averaging 6.0% Zn, 0.34% Cu, 0.05% Pb and 6 g/t Ag. Included in this section, from 103.0-111.0m, for a length of 8m, the zone averaged 17.4% Zn, 0.24% Cu, 0.04% Pb and 5 g/t Ag.
- DDH5.01-15 intersected similar near-massive to massive sulphides from 158.8-184.2m downhole, for a length of 25.4m, averaging 7.6% Zn, 0.35% Cu, 0.36% Pb, and 8 g/t Ag.

A second phase of drilling comprising 17 holes totaling 5,095.5m has been completed. To date 42 holes totaling 10,785.9 meters have been drilled on the 5.01 project. 719 samples from the second phase of drilling have been sent for analysis and the results are awaited.

Mineralization, alteration and the geological environment at the 5.01 anomaly appears to be typical of a Noranda-Mattabi-style VMS (Volcanogenic Massive Sulphide) deposit. The mineralized zone appears to subcrop beneath approximately 15 meters of glacial till. The massive sulphide occurrence is still open up and down dip in areas, as drilling has failed to close off the upper or lower plunge of the deposit. The strike length has been extended to almost 200 meters, with a vertical depth extension of 275 meters from a near surface depth of 10 meters. The width of the zone varies from 3 to 22 meters with an approximate average of 12 to 15 meters.

Additional ground and airborne geophysical studies are planned over the 5.01 project area. The results of these surveys, in conjunction with the results of the completed drilling will guide future work.

### **Wawa Property, Ontario**

In July 2005, the Company executed an agreement with Mori Diamonds Inc (“Mori”) that allows the Company to earn a 60% interest in certain claim units by solely funding the first diamond deposit discovered in the claim units to bankable feasibility. The Company paid \$229,500 to Mori during fiscal 2006 and agreed to pay \$100,000 annually until it earns its interest or withdraws from the venture. The minimum spending requirement of \$400,000 to have been incurred by May 31, 2006 was met. The claim units are subject to a 2% net smelter royalty.

In August 2005 the Company assigned certain rights and obligations under the Mori agreement to Dianor Resources Inc. (“Dianor”). Under the agreement, Dianor will pay 50% of all of the Company’s costs pertaining to the Mori agreement and will receive 50% of the Company’s entitlements and obligations. Dianor will also allow the Company access to its technical data base covering certain claims at Wawa.

On August 10, 2005 the Company announced that reconnaissance sampling has been completed over the Wawa claims with 130 drainage and rock samples collected. These samples were analyzed by the CF Mineral Research laboratory and the largest diamond recovered was a 0.093 carat, brown crystal measuring 2.87 x 2.51 x 1.85 millimetres. It was also reported that the diamondiferous conglomerate had been geologically mapped and had a strike length of three kilometres and a breadth of up to 180 meters.

Results of a further nine conglomerate grab samples were reported on April 27, 2007. In the eastern part of the conglomerate (Mori East Block), 119 diamonds were recovered from 79.60 kg. Analysis of 112.63 kg of conglomerate from the western part (Mori West Block) returned 18 diamonds.

In 2007, a 13 hole drill program was completed on the joint venture’s Mori East Block to determine the subsurface extent of the outcropping diamond bearing conglomerates. Results of the drill program recovered 5,234 diamonds from 8,078 kilograms of conglomerate drill core. Of interest is the discovery that over half of the diamonds in the core are coloured. The coloured diamonds range from brown (26.8%), grey (13.9%), yellow (5.7%), green (5.1%), orange (0.8%), purple (0.1%), amber (0.1%) and black (0.1%). One pink diamond was also recovered. Photos of some of these coloured stones are contained on Metalex’s website ([www.metalexventures.com](http://www.metalexventures.com)).

Although the quantities of diamonds present in the conglomerates of the Mori East Block are comparable to those from Dianor Resources Inc’s Leadbetter conglomerate, the Leadbetter conglomerate does not contain the abundant coloured stones. The Leadbetter conglomerate is the fault offset extension of the conglomerate on Dianor’s adjacent property where Dianor is about to undertake a 6,000 meter drill program and conduct a 34,000 tonne bulk sampling program.

A three hole drill program on the Mori West Block recovered 137 diamonds from 975 kilograms of conglomerate of core. This suggests that the conglomerate of the Mori West Block is more distal to the diamond source. This is further supported by the abundance and nature of the diamond indicator minerals found within the conglomerates.

### **Mali**

The Company acquired an Authority to Prospect in 2004 over an area in northeastern Mali. In exploring the area the Company found exceptionally anomalous gold values (6 to 77 ppm) in reconnaissance heavy mineral concentrates and the Company announced that approximately 1,000 follow up samples have been collected from anomalous areas and have been sent to Australia for gold analysis by bulk cyanide leach. The results of these samples indicated that a portion of the Authority to Prospect was prospective for metal mineralization and the Company applied for two exploration licences to cover these anomalous areas.

In May 2007, the Company was granted an exploration license covering 490 square kilometers. The license covers a period of three years and is renewable twice for a total of nine years.

The annual exploration commitment in CFA Francs ("CFA"), with Canadian Dollar equivalents using exchange rates at October 31, 2008 is as follows:

Fiscal		
2009	121,000,000 CFA	\$284,592
2010	103,000,000 CFA	\$242,256

The fiscal 2008 exploration commitment was not been met due to circumstances beyond the Company's control. However, a work program is planned for early in calendar 2009 which will satisfy the commitment. The Company has received written confirmation from Malian government officials that the license remains in good standing.

In June 2008, the Company was granted an additional exploration license covering 500 square kilometers. The license covers a period of three years.

The annual exploration commitment in CFA Francs ("CFA"), with Canadian Dollar equivalents using exchange rates at October 31, 2008 is as follows:

Fiscal		
2009	75,000,000 CFA	\$176,400
2010	136,000,000 CFA	\$319,872
2011	212,000,000 CFA	\$498,624

## Angola

The Company entered into an agreement for kimberlite diamond exploration in Angola pursuant to an agreement executed by the Angolan Council of Ministers in April 2005. Under the terms of the agreement, the Company contributes 100% of all costs incurred by the project up to the end of feasibility studies. These costs are repaid out of future profits and during the period the costs are being repaid, the Company's interest in the project is 55-60%. After the Company's costs have been repaid, the Company's interest in the project is 25%. Under the terms of the kimberlite license, the Company was required to spend US\$10,000,000 by April 29, 2008. This commitment has not been met as of October 31, 2008. The license is twice renewable for one year periods and the Company has applied to have the license extended to April 29, 2009. To date, the Company has not received an extension in writing, although it has been given verbal assurance that an extension will be granted. The Company's ability to meet this expenditure commitment will be dependent upon its success in raising additional financing.

A heavy mineral survey has been carried out over the entire Chitamba license. Kimberlite indicator minerals with diamond inclusion composition occur at seven drainage sites and three auger sites. At one drainage site six diamond inclusion composition G10 garnets were found and this result upgrades the priority of nearby aeromagnetic anomalies.

Interpretation of aeromagnetic data over the 3,000 km<sup>2</sup> Angola kimberlite license was completed by Scott Hogg and Associates, geophysicists, and 127 anomalies were identified. There were thirteen known kimberlites within the Chitamba licence at the start of the joint venture and, in November 2005, the Company announced that it had discovered three new kimberlites. The kimberlites were found by follow up of aeromagnetic anomalies using ground magnetic surveys and shallow auger drilling. The modelled sizes of the kimberlites, based on a re-interpretation of aeromagnetic data in 2006, are 164 by 248 metres (1.64 ha); 150 by 150 metres (1.76 ha) and 200 by 82 metres (1.3 ha). Auger samples were collected and were processed by the CF Mineral Research laboratory.

The three kimberlites discovered by the Company in 2007 are either diamondiferous or show potential for being diamondiferous. Two microdiamonds were found in 26.7 kg of weathered rock taken from the Caicala kimberlite, one of minus 0.15 mm plus 0.106 mm, the other minus 0.106 mm plus 0.074mm. A 10.5 kg sample of kimberlite 14032A contained one minus 0.15 mm plus 0.106 mm microdiamond and one diamond inclusion composition garnet. The Company proposes to collect a 200 kg sample from each kimberlite phase within these deposits to determine their commercial diamond potential.

As the existing aeromagnetic data was found not to be detailed enough to position drill locations a high resolution helicopter borne magnetic survey was undertaken in 2007. This survey refined the results of the previous survey and drilling of the

resultant geophysical anomalies commenced early in 2008. To date, 22 kimberlites have been discovered on the property by drilling or pitting. In excess of 200 kilograms of kimberlite has been collected from each of these discoveries and has been shipped to CF Mineral Research Ltd for the recovery of diamond indicator minerals and microdiamonds. The first kimberlite results are expected shortly.

All of the aeromagnetic anomalies referred to above, and about 70 other kimberlites within and to the east of the Chitamba license (the Chitamba – Lulo kimberlite cluster), are drained by the aforementioned Cuango River and its tributaries. The Company believes it is well placed to discover the source of the abundant alluvial diamonds found downstream in the Cuango River by follow up of the aeromagnetic anomalies referred to above.

## **Morocco**

In May 2004, the Company entered into an agreement with the Office National de Hydrocarbures et des Mines (“ONHYM”) to conduct preliminary exploration work in Southern Morocco in order to identify areas on which to undertake further exploration work. In May 2005, the Company added additional areas for exploration work on the same terms and conditions as the first agreement. The agreements were governed by the laws and regulations of the Kingdom of Morocco and were valid until November 2006. The reconnaissance mineral sampling program over these areas is complete and, based on the positive results of this work, the Company is negotiating a joint venture agreement with the ONHYM for further exploration of the claim areas. Although the Company has every intention of reaching an agreement with the ONHYM, due to the length of time elapsed during negotiations, capitalized costs of \$2,551,890 were written off to operations during fiscal 2008 in order to comply with accounting guidelines.

The concessions cover part of an Archaean craton and are considered highly prospective for diamond bearing kimberlite, base and precious metals. Follow up work of geochemical and geophysical anomalies discovered from earlier reconnaissance sampling commenced in late 2005 with 389 heavy mineral samples, 50 bleg samples and 60 rock samples having been collected for analysis. An additional 1,000 follow up samples were also taken in 2006.

Sample results announced on June 27, 2006 indicated that G10 peridotitic garnets occur in 6 drainage/loam samples collected over an area of approximately 1,000 km<sup>2</sup>. One of these samples contained an outstanding result of three G10 garnet grains comprising one G10 - 9, one G10 - 5 and one G10 - 3. Many of the G10 grains are fresh, and they are interpreted to be derived from nearby diamond bearing kimberlite(s). Additionally, 17 sample sites contain microilmenite grains clustered over an area of 1,000 km<sup>2</sup>. Several samples sites also contain pyrope garnet and a diamond stability field olivine has been found at one location. These results are interpreted to reflect an undiscovered kimberlite field.

First pass field follow up of the encouraging diamond indicator results was complete in mid 2006 and the samples collected were sent to the CF Mineral Research Laboratory for analysis. The Company is particularly encouraged by both the diamond indicator results and metal results of the Morocco project. Follow up work on these results will commence once the joint venture with ONHYM is formalized.

## **Greenland**

In December 2003, the Company applied for an exploration license in the Umiiviit area of West Greenland. The license was granted in May 2004 and is effective to December 31, 2008. Kel-Ex was granted a 10% free carried interest.

In January 2005, the Company entered into an agreement with Cantex Mine Development Corp. (“Cantex”), whereby two exploration licenses held by Cantex in Greenland were transferred and assigned to the Company. In return, the Company will solely fund exploration of these licenses until January 20, 2008 and Cantex was granted an option to purchase a 25% interest in these licenses, and the Company’s Umiiviit license, for \$120,000. Cantex declined to execute the option in January 2008, relinquishing all interests in the project. Cantex is related to the Company by virtue of directors in common.

In December 2006, portions of the exploration licenses were relinquished and the remaining ground was amalgamated into a single license.

The annual exploration commitment in Danish Kroners (“DKK”), with Canadian Dollar equivalents using exchange rates at October 31, 2008 is as follows:

Calendar		
2008	7,082,460 DKK	\$1,466,777

The expenditure commitments are based on a fixed amount plus a sliding scale based on the surface area of the license. The commitment will be reduced if certain ground is relinquished. As confirmed by the Greenland Bureau of Minerals and Petroleum, the Company has already incurred 4,708,322 DKK in expenditures towards this commitment as at October 31, 2008.

Diamond indicator sampling around the shores of the lake returned largely negative results and this is entirely consistent with a diamond source being located within the 5 km by 500 – 1000 metre lake.

Interpretation of the ground geophysics, carried out by Scott Hogg and Associates, had identified 14 magnetic targets ranging in size from 50 metres to 250 metres in diameter. Two of these, located in the lake, are coincident with ground gravity anomalies.

Sixteen shallow drill holes were drilled in a broadly north-south section across the lake to collect basal till samples to assist in determining the ice direction. The drill holes continued into bedrock and several holes intersected thin kimberlite-like sills. However, as no significant amounts of pyrope garnet have been found in these rocks, the sills are not the source of the exceptional diamond indicator minerals discovered.

The coincident magnetic and gravity anomalies remain high priority drill targets because they are up ice (first glaciation) from the two samples containing exceptional diamond indicators considered to be derived from nearby diamond bearing kimberlite pipes.

## **Brazil**

In May 2007, the Company announced that it has entered into a letter of intent with Kel-Ex Development Ltd. to acquire certain mineral claims located in the State of Mato Grosso, Brazil in consideration for the issuance of 10,000,000 common shares of the Company. The mineral claims are subject to a 10% Net Profits Interest (“NPI”) retained by Kel-Ex and two 5% NPI’s held by two individuals. The Company has entered into agreements with each of the two individuals to acquire their 5% NPI’s in consideration for the issuance of 500,000 common shares of the Company to each individual. The Company also announced that it had entered into an agreement with a third party under which the third party would have an option to acquire an interest in these claims by incurring certain exploration expenditures. These transactions received shareholder approval subject to regulatory approval. Subsequent to such shareholder approval, the third party decided not to proceed with the agreement. The Company is currently negotiating a similar transaction with another third party and if an agreement is reached, will require regulatory approval before the agreement can be finalized.

The claims area has been the focus of historical work conducted previously by several other companies. Prior work has discovered at least eight untested kimberlite pipes, of which, three have been recently sampled with results pending as well as numerous high quality diamond indicator mineral anomalies from alluvial heavy mineral samples derived from as of yet undiscovered source kimberlites.

An airborne survey completed by Kel-Ex covers the most significant diamond indicator anomalies received from bulk (~ 10kg of material smaller than 1 mm) stream sediment samples sieved from alluvial gravels that have contained many large diamonds reportedly up to 300 carats in size recovered by garimpeiros mining the gravels. These samples contained not only Group I eclogitic garnets but also diamond inclusion composition chrome diopsides with angular near source textures. Chrome diopside is a soft mineral that normally does not survive alluvial transport in tropical conditions more than 2 to 3 kilometers from source. Several of the near source chrome diopsides have compositions equivalent to those from large (50+ carat) diamonds from Ekati and from chrome diopsides from kimberlites which contain large diamonds such as Premier and Jagersfontein.

An airborne magnetic and electromagnetic geophysical survey has been completed using a helicopter over the postulated (3.4 by 3.7km) source area of these high quality indicator minerals. Interpretation of the magnetic portion of the survey is now complete and 5 targets potentially reflecting kimberlites have been modelled to have widths of up to 300 meters. These targets have been identified in areas upstream of the aforementioned diamond inclusion indicators.

Interpretation of the electromagnetic results of the survey is currently underway. Upon completion of this geophysical interpretation a program will be undertaken to test the anomalies.

## **General**

Certain Metalex exploration projects are managed by Kel-Ex Development Ltd., a company owned by Dr. Charles Fipke, an internationally recognized diamond geologist. Dr. Fipke is the Chairman of Metalex. Kel-Ex provides Metalex with access to its advanced proprietary databases and interpretational techniques. In return Kel-Ex receives a 10% administration fee on certain projects to cover costs and, in the case of certain projects, a 10% interest carried to production. Dr. Fipke also owns the CF Mineral Research (“CF Minerals”) laboratory where samples collected in certain exploration programs are analyzed. Metalex’s management is satisfied that all such related party transactions are entered into on terms that are reflective of current market conditions.

## Results of Operations

### For the six month period ended October 31, 2008

The Company's principal sources of income during the six month period ended October 31, 2008 were administration fees earned pursuant to the agreement with WSR Gold Inc. (who recently changed their name to White Pine Resources Inc.) as operator of the James Bay, Ontario project and from interest on bank deposits. Administration fees totalled \$783,012 compared to \$Nil in 2007 and bank interest amounted to \$26,641 compared to \$71,320 in 2007. The decrease in interest income reflects the lower average cash balances during the current period.

Net earnings for the six month period ended October 31, 2008 amounted to \$312,780 (\$0.00 per share) compared to a net loss of \$177,290 (\$0.00 per share) for the comparable period in 2007.

Earnings before income taxes increased by \$1,059,908 to \$395,849 in the six month period ended October 31, 2008. This difference is largely due to administration fees of \$783,012 earned during the period. Also, increases in foreign exchange gain and decreases in amortization, consulting fees, management fees, office and administrative expenses, professional fees, transfer agent fees and travel costs were offset by decreases in interest income and increases in property investigation and stock based compensation.

Consulting fees of \$45,145 incurred in 2007 decreased to \$Nil in 2008 as no financial consulting services were contracted during the current period.

Management fees, representing payments to directors and a company controlled by a director, decreased from \$150,275 in 2007 to \$84,975 in 2008 as senior management spent more time in the field on project related work.

Office and administrative expenses of \$157,576 in 2007 did not change significantly to \$151,875 in 2008.

Professional fees decreased from \$81,019 in 2007 to \$69,929 in 2008 as a result of decreases in legal fees related to the preparation of various agreements in 2007.

Stock based compensation increased from \$17,306 in 2007 to \$19,331 in 2008 due to the value of stock options granted and vested in 2008.

Transfer agent and filing fees decreased slightly from \$15,414 in 2007 to \$12,384 in 2008 due to general fee reductions.

Travel and promotion expenses decreased from \$178,111 in 2007 to \$51,204 in 2008 primarily due to decreased capital raising activity.

Mineral property costs, net of cost recoveries, incurred (paid or payable) during the six month period ended October 31, 2008 and October 31, 2007 were as follows:

	2008	2007
Attawapiskat, Ontario	\$ 3,151	\$ 196
James Bay, Quebec	700,170	125,722
Kyle Lake, Ontario	636,437	3,183,258
Wawa, Ontario	64,163	196,505
Mali	9,439	-
Angola	1,968,649	1,327,553
Morocco	-	77,696
Greenland	<u>382</u>	<u>104</u>
Total	\$ 3,382,391	\$ 4,911,034

## Summary of Quarterly Results

	Three Months Ended October 31, 2008	Three Months Ended July 31, 2008	Three Months Ended April 30, 2008	Three Months Ended January 31, 2008
Total revenues	\$ -	\$ -	\$ -	\$ -
Loss before other items	(186,801)	(272,044)	(634,839)	(226,022)
Earnings (loss) for the period	232,471	80,309	(3,390,182)	(123,034)
Basic and diluted earnings (loss) per share	0.00	0.00	(0.05)	(0.00)

  

	Three Months Ended October 31, 2007	Three Months Ended July 31, 2007	Three Months Ended April 30, 2007	Three Months Ended January 31, 2007
Total revenues	\$ -	\$ -	\$ -	\$ -
Loss before other items	(270,513)	(431,688)	(247,638)	(544,992)
Earnings (loss) for the period	140,587	(317,877)	75,242	(579,016)
Basic and diluted earnings (loss) per share	0.00	(0.00)	0.01	(0.01)

The earnings for the three month periods ended October 31 and July 31, 2008 were largely a result of administration fees earned on a joint venture project. The loss for the three months ended April 30, 2008 included the write-off of mineral properties in the amount of \$5,679,596, with respect to exploration costs in Morocco and Angola (alluvial project) offset, in part, by a future income tax recovery of \$2,684,420. The earnings for the three months ended October 31, 2007 resulted solely from the recording of a future income tax recovery in the amount of \$386,727. With the exception of the items noted above, other fluctuations in operating results for the four quarters ending October 31, 2008 reflect the timing of various normal business transactions.

The earnings for the three months ended April 30, 2007 resulted solely from the recording of a future income tax recovery in the amount of \$278,512. The loss for the three months ended January 31, 2007 included the write-off of mineral properties in the amount of \$306,835 with respect to exploration costs in New Liskeard, Ontario. With the exception of the items noted above, other fluctuations in operating results for the four quarters ending July 31, 2007 reflect the timing of various normal business transactions.

## Liquidity and Capital Resources

The Company has financed its operations to date primarily through the issuance of common shares and the exercise of stock options. The Company continues to seek capital through various means including the issuance of equity and/or debt.

The financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

As at October 31, 2008, the Company had cash of \$772,193 and had made exploration advances of \$131,417, representing funds to be applied to future exploration work. As at April 30, 2008, the Company had cash of \$1,477,634 and had made exploration advances of \$118,191.

Working capital and exploration advances at October 31, 2008 amounted to a deficit of \$2,456,220 compared to a surplus of \$420,604 at April 30, 2008.

Liquidity at October 31, 2008 has been provided as a result of proceeds from the private placement equity financing completed in August 2007 and from financing received on behalf of the WSR joint venture. The Company also received advances from related parties of \$234,142 (2007 – \$Nil) used for mineral property expenditures. In order to service its

significant working capital deficit and continue as a going concern, the Company must continue to rely on financial support from related parties until additional liquidity can be generated through a private placement financing or shares for debt settlement.

During the six month period ended October 31, 2008, the Company expended \$201,891 (2007 – \$74,767) for payments on capital leases.

During the six month period ended October 31, 2008, the Company expended \$7,453,039 on mineral properties and recovered \$6,182,911 compared to net expenditures of \$4,265,613 during the comparable period in 2007. Other mineral property costs for the period were financed through non-cash transactions.

## Contractual obligations

Effective November 2006, the Company completed a sale-leaseback transaction with Kel-Ex Development Ltd (“Kel-Ex”), a company controlled by C.Fipke, involving field equipment with an original cost of \$448,604 and net book value of \$371,816. The field equipment was sold for proceeds of \$448,604 and then leased back under a capital lease obligation of \$448,604. The lease obligation is non-interest bearing and for a term of 30 months.

Future minimum lease payments under the capital lease are as follows:

	October 31, 2008	April 30, 2008
Total minimum lease payments	\$ 448,604	\$ 448,604
Less: payments made	(373,837)	(299,069)
Balance of obligation	74,767	149,535
Less: current portion	(74,767)	(149,535)
Non-current portion	\$ -	\$ -

Effective February 2008, the Company entered into another capital lease with Kel-Ex involving field equipment with a cost of \$508,492.38. The lease obligation carries an imputed interest rate of 5% and a term of 24 months.

Future minimum lease payments under the capital lease are as follows:

	October 31, 2008	April 30, 2008
Total minimum lease payments	\$ 533,917	\$ 533,917
Less: imputed interest	(25,425)	(25,425)
Less: payments made	(190,684)	(63,561)
Balance of obligation	317,808	444,931
Less: current portion	(254,246)	(254,246)
Non-current portion (due fiscal 2010)	\$ 63,562	\$ 190,685

## Off-Balance Sheet Arrangements

The Company has not entered into and off-balance sheet transactions.

## Related Party Transactions

During the six month period ended October 31, 2008, the Company entered into the following transactions with related parties:

- a) Paid or accrued either, directly or indirectly, sampling, laboratory and mineralogical costs of \$327,095 (2007 - \$181,800) to CF Mineral Research Ltd (“CF Minerals”), a company controlled by C.Fipke; and a 10% administration fee of \$92,631 (2007 - \$69,265), geological consulting fees of \$113,175 (2007 - \$72,963) and drilling and equipment rental charges of \$110,146 (2007 - \$81,701) to Kel-Ex Development Ltd (“Kel-Ex”), another company controlled by C.Fipke and Copper Consulting, a company controlled by C.Ulansky.
- b) Paid or accrued management fees of \$35,475 (2007 - \$104,900) to Kel-Ex.
- c) Paid or accrued office expenses of \$Nil (2007 - \$500) to Dimac Capital Corp, a company controlled by K.MacDonald.
- d) Paid or accrued a 10% administration fee of \$4,834 (2007 - \$3,060), interest on equipment leases of \$6,356 (2007 - Nil) and shared office and administrative costs of \$10,680 (2007 - \$7,269) to Kel-Ex.
- e) Recorded recoveries, which were netted against various expenses, for shared office and administrative costs of \$34,106 (2007 - \$12,227) and for shared field expenditures of \$142,346 (2007 - \$13,228) from Kel-Ex and from Cantex Mine Development Corp (“Cantex”), a company with common directors and management.

Included in accounts payable is \$575,113 (April 30, 2008 - \$231,664) for laboratory and mineralogical costs, \$1,880,019 (April 30, 2008 - \$874,327) for project payroll and camp supplies costs, \$62,370 (April 30, 2008 - \$25,121) for management fees, \$98,930 (April 30, 2008 - \$25,493) for shared office and administrative costs and \$393,016 (April 30, 2008 - \$39,305) for exploration work completed on certain properties and \$234,142 (April 30, 2008 - \$Nil) for cash advances for exploration work owing to CF Minerals, Kel-Ex, Cantex and Copper Consulting.

Included in receivables is \$35,331 (April 30, 2008 - \$327) for shared equipment and camp supplies costs and \$24,178 (April 30, 2008 - \$14,269) for shared office and administrative costs due from Kel-Ex and Cantex.

These transactions were in the normal course of operations and measured at the exchange value which represented the amount of consideration established and agreed to by the related parties. Management strives to ensure that the exchange value reflects market rates.

## Outstanding share data

The authorized share capital of the Company consists of an unlimited number of common shares without par value.

As at December 29, 2008, the Company had outstanding 93,791,578 common shares, 6,568,000 stock options with a weighted average exercise price of \$0.22 per share, 8,522,500 share purchase warrants with a weighted average exercise price of \$0.75 per share and 1,604,500 agent’s warrants with a weighted average exercise price of \$0.50 per share.

## Financial instruments

The Company's financial instruments consist of cash, receivables, accounts payable and accrued liabilities, and capital lease obligations to related parties. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The Company is exposed to a variety of financial risks by virtue of its activities including currency, credit, interest rate, liquidity and commodity price risk.

a) Currency risk

While the Company's capital is raised in Canadian dollars, the Company is conducting business in Angola, Mali and Greenland whose currencies are the Rand, the Franc and the Krone. As such, the Company is subject to risk due to fluctuations in the exchange rates for those currencies as well as the United States and Canadian dollar. The Company does not use derivative financial instruments to reduce its exposure to foreign currency risk.

b) Credit risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations.

The Company's cash and cash equivalents are in large Canadian financial institutions and it does not have any asset-backed commercial paper. The Company's receivables consist mainly of mineral property recoveries due from joint venture partners and GST receivable due from the Federal Government of Canada. The Company is subject to the risk that its joint venture partners will default on amounts owing for their portion of exploration expenditures.

c) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. There is a very limited interest rate risk as the Company holds no interest bearing financial obligations or assets.

d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

e) Price risk

The ability of the Company to explore its mineral properties and the future profitability of the Company are directly related to the market price of diamonds and other minerals. The Company's input costs are also affected by the price of fuel. Management monitors diamond, precious metal and fuel prices to determine the appropriate course of action to be taken by the Company.

## **Risks and uncertainties**

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. Certain of the Company's mineral properties are also located in emerging nations and consequently may be subject to a higher level of risk compared to developed countries. Operations, the status of mineral property rights, title to the properties and the recoverability of amounts shown for mineral properties in emerging nations can be affected by changing economic, regulatory and political situations. Other risks facing the Company include competition, environmental and insurance risks, fluctuations in metal prices, share price volatility and uncertainty of additional financing.

## **Capital risk management**

The Company includes cash and cash equivalents and equity, comprising of issued common shares, contributed surplus and deficit, in the definition of capital.

The Company's objectives when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company expects its current capital resources will not be sufficient to complete its exploration and development plans and operations through its current operating period and will be required to raise additional funds through future equity issuances or secure other financing. Recently, the Company has relied on extended credit terms and/or advances from related parties to fund its operations and expects continued financial support through the current fiscal year. The Company is currently not subject to externally imposed capital requirements. The Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in secure deposits in large Canadian financial institutions.

The Company's primary objective with respect to capital management is to ensure adequate liquid capital resources are in place to fund the exploration and development of its mineral properties while maintaining its ongoing operations. To secure the additional capital to pursue these plans, the Company may attempt to raise additional funds through the issuance of debt and or equity.

## **Change in accounting policies**

Effective May 1, 2008, the Company adopted the following new standards issued by the Canadian Institute of Chartered Accountants ("CICA"). These policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

### *Assessing Going Concern*

The Canadian Accounting Standards Board ("AcSB") amended CICA Handbook Section 1400, to include requirements for management to assess and disclose an entity's ability to continue as a going concern.

### *Financial Instruments*

The AcSB issued CICA Handbook Section 3862, Financial Instruments – Disclosures, which requires entities to provide disclosures in their financial statements that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. The principles in this section complement the principles for recognizing, measuring and presenting financial assets and financial liabilities in Section 3855, Financial Instruments – Recognition and Measurement, Section 3863, Financial Instruments – Presentation, and Section 3865, Hedges.

The AcSB issued CICA Handbook Section 3863, Financial Instruments – Presentation, which is to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset.

### *Capital Disclosures*

The AcSB issued CICA Handbook Section 1535, which establishes standards for disclosing information about an entity's capital and how it is managed.

## **Recent accounting pronouncements**

### *International Financial Reporting Standards ("IFRS")*

In 2006, the AcSB published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended April 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

## Subsequent Events

Subsequent to October 31, 2008, the Company:

- a) granted an aggregate of 5,088,000 options to certain officers, directors, employees and consultants (subject to regulatory approval). Each of these options vest immediately and allow the holder to purchase one common share in the Company at a price of \$0.10 until November 13, 2013. As a condition of these new grants, an aggregate of 3,820,000 options, originally granted to those certain officers, directors, employees and consultants with a weighted average exercise price of \$0.65, were cancelled.
- b) issued 402,505 common shares, with a deemed price of approx \$0.153 per share, to a past director as compensation which was accrued under the deferred share unit plan.