Introduction

The following management's discussion and analysis ("MD&A") of the financial condition and results of the operations of Guyana Precious Metals Inc. ("Guyana" or the "Company") (formerly known as Coronation Minerals Inc.) constitutes management's review of the factors that affected the Company's financial and operating performance for the three and six months ended June 30, 2009. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the Company's unaudited interim financial statements and related notes for the three and six months ended June 30, 2009, as well as the audited financial statements for the year ended December 31, 2008, including the related notes, which were prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). All amounts referred to in this MD&A are in Canadian dollars unless otherwise specified. Information contained herein is presented as at August 19, 2009, unless otherwise indicated.

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

Caution Regarding Forward-looking Statements

Except for statements of historical fact relating to the Company, certain information contained in this MD&A constitutes "forward-looking information" under Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the potential of the Company's properties; the future prices of precious metals; success of exploration activities; cost and timing of future exploration and development; requirements for additional capital; and other statements relating to the financial and business prospects of the Company. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, and is inherently subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during permitting; the possibility that future exploration results will not be consistent with the Company's expectations; timing and availability of external financing on acceptable terms and in light of the current decline in global liquidity and credit availability; future prices of precious metals; currency exchange rates; government regulation of mining operations; failure of equipment or processes to operate as anticipated; risks inherent in precious metals exploration and development including environmental hazards, industrial accidents, unusual or unexpected geological formations; and uncertain political and economic environments. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Description of Business

The Company is a Canadian-based mineral exploration company primarily focused on the acquisition, exploration and development of mineral properties in Canada and Guyana. As of August 19, 2009, the Company holds: (i) a 100% interest in the right, title and interest in mining lease number 2797 (the "Coppermine River Project"), located in the Guyana Gulf area, west of the Coppermine River, approximately 60-75 km southwest of Kugluktuk, Nunavut, Canada; (ii) a 100% interest in the Rory Group (as defined herein), consisting of 265 staked claims located in the Yukon Territory, Canada; (iii) 1,000,000 common shares in Northern Platinum Ltd. ("Northern"); and (iv) a 100% interest in the RC Group consisting of 30 staked claims located in Nunavut.

The Company is a reporting issuer in British Columbia, Alberta, and Ontario and trades on the TSX Venture Exchange under the symbol "GPM".

Guyana's goal is to deliver superior returns to shareholders by concentrating on the acquisition of properties prospective for precious metals. The Company plans to do this by focusing on certain properties, as set out below under "Mineral Exploration Properties".

Overall Performance

The Company is taking firm measures in response to the global financial and commodity price crisis. Management is strongly committed to ensuring that the Company survives the current market turmoil and has implemented a strategy to ensure this goal will be achieved by reducing expenditures where possible and temporarily reducing operational activity in Canada. Notwithstanding these measures, however, pursuant to a resolution passed by shareholders on June 18, 2009, the Company changed its name to Guyana Precious Metals Inc., which management believes better reflects the Company's proposed activities of acquiring early stage properties for mineralization in Guyana, South America and surrounding regions. The Company's long-term goal is to develop properties and achieve production on the new acquisitions in Guyana, South America.

Guyana Goldfields Inc. ("GGI") has agreed to provide established logistical and geological support to Guyana in connection with Guyana's new strategic direction. GGI is a significant shareholder of Guyana and four directors act on both the Boards of Guyana and GGI. In addition, the Chief Executive Officer and Chief Financial Officer are common to both companies. GGI and Guyana have signed an "Area of Influence" agreement, which restricts Guyana from participating in property acquisition and development within a defined area of GGI's exploration and development activities in Guyana. In addition, GGI will have a "Right of First Opportunity" to acquire advanced stage properties in which there is a defined resource.

On August 17, 2009, the Company announced that it has filed articles of amendment to change its name to "Guyana Precious Metals Inc." The Company will commence trading under its new name on the TSX Venture Exchange at the open on August 18, 2009, under the new stock symbol "GPM". See "Subsequent events" below.

As at June 30, 2009, the Company had assets of $3,337,619 and a net equity position of $2,007,371. This compares with assets of $3,747,852 and a net equity position of $3,269,186 at December 31, 2008. The Company has $390,660 of liabilities and no debt. The Company spent $34,556 during the six months ended June 30, 2009, on exploration activities on its mineral resource properties. At June 30, 2009, the Company had mineral resource properties of $3, compared to $184,106 at December 31, 2008. The majority of expenditures during the six months ended June 30, 2009, were incurred on the Rory Group, Yukon Property. In June 2009, the Company decided that this property was not appropriate for further exploration and so it was written-off. See "Mineral exploration properties" below. In addition, the

Company purchased a vehicle for $47,398 for general corporate use and to maintain its current properties in Canada.

At June 30, 2009, the Company had working capital of $2,901,335, compared to $3,085,080 at December 31, 2008. The Company had cash and cash equivalents and short-term investment of $3,242,626 at June 30, 2009, compared to $3,233,945 at December 31, 2008, a decrease of about 0%. The nominal change in cash and cash equivalents and short-term investment during the six months ended June 30, 2009, is primarily due to cash expenditures for the Company's exploration activities discussed above, which were offset by a recovery of $30,000 in operating expenses previously expensed, receipt of GST from government authorities in Canada and receipt of interest income from GICs.

The Company expects to explore Canadian mineral properties it has an interest in at a reduced rate in order to concentrate on assessing new properties in Guyana, South America, and will seek to acquire an interest in additional properties if it believes there is sufficient potential and if it has adequate financial resources to do so. The Company anticipates that this focused strategy will enable it to meet the near-term challenges presented by the capital markets as well as to capitalize on knowledge of Guyana held by key personnel in the Company. The Company has sufficient cash on hand to fund its committed and discretionary exploration and operating activities planned for fiscal 2009 at current operating levels. See "Liquidity and financial position" below.

See "Mineral Exploration Properties" below.

Trends

- The global recession that began in 2008 continues to restrict credit markets and contribute to the uncertainty of financing mining projects;

- There are significant uncertainties regarding the price of metals, specifically precious metals, and the availability of equity financing for the purposes of mineral exploration and development. The price of metals have been volatile over the past several months and financial markets have deteriorated to the point where it has become extremely difficult for companies to raise new capital;

- The Company's performance is largely tied to the outcome of future drilling results and the overall financial markets; and

- Current financial markets are likely to be volatile in Canada for the remainder of fiscal 2009 and potentially into 2010, reflecting ongoing concerns about the stability of the global economy and weakening global growth prospects. As well, concern about global growth has led to sustained drops in the commodity markets. Unprecedented uncertainty in the credit markets has also led to increased difficulties in borrowing/raising funds. Companies worldwide have been negatively affected by these trends. As a result, the Company may have difficulties raising equity financing for the purposes of mineral exploration and development, particularly without excessively diluting the interest of present shareholders.

See "Risk Factors" below.

Mineral Exploration Properties

The principal mineral assets of the Company as at August 19, 2009, consist of (i) a 100% interest in the Coppermine River Project; (ii) a 100% interest in the Rory Group; and (iii) a 100% interest in the RC Group, all as further described below.

The Company's exploration activities are at an early stage, and it has not yet been determined whether its properties contain an economic mineral reserve. There are no known deposits of minerals on any of the Company's mineral exploration properties and any activities of the Company thereon will constitute exploratory searches for minerals. See "Risk Factors" below.

(a) Coppermine River Project, Kugluktuk, Nunavut

Ownership interest description

Effective August 12, 2002, the Company and Coppercorp Inc. ("Coppercorp"), a wholly-owned subsidiary of GGI, entered into a definitive option agreement (the "option agreement"). Under the terms of the option agreement, the Company may earn a 50% interest in Coppercorp's right, title and interest in mining lease number 2797 located in the Guyana Gulf area, west of the Coppermine River (Coppermine River Property), approximately 60-75 km southwest of Kugluktuk, Nunavut, Canada, in consideration of the following:

- payment of $100,000 in cash (paid) and the issue of 3,000,000 common shares (issued) in the capital of the Company in 2002;
- delivery of 3,000,000 common shares (issued) in the capital of the Company on September 12, 2003, subject to receipt of regulatory and shareholders' approval;
- cash payments of $100,000 on September 12, 2003 (paid) and $100,000 on August 12, 2004 (paid); and
- incurring $1,500,000 in exploration expenditures (incurred) over three years.

On April 29, 2005, the Company and Coppercorp entered into an agreement that allows for the Company to acquire the remaining 50% of the Coppermine River Project. Terms of the agreement call for the Company to issue to Coppercorp 6,000,000 common shares. Coppercorp will retain a 1.5% net smelter royalty.

On June 26, 2008, Guyana and GGI announced that they have entered into an amended agreement that allows for Guyana to acquire the remaining 50% interest of the Coppermine River Project (the "Coppermine agreement"). Guyana had acquired its initial 50% in the Coppermine River Project in 2002. Terms of the Coppermine agreement call for Guyana to issue 5,000,000 common shares to Coppercorp. Coppercorp will retain a 1.5% net smelter royalty over the unpatented claims only, and a right of first refusal to participate in future financing of Guyana.

On November 6, 2008, Guyana acquired the remaining 50% interest in the Coppermine River Project. Guyana issued 5,000,000 common shares to Coppercorp; the shares are subject to a four-month hold period that expired on March 6, 2009.

Management subsequently discontinued all work on the Coppermine River Project and placed it under care and maintenance.

Exploration Program and Results

Guyana did not carry out any significant further work on the Coppermine River Project during the quarter. While it is the intention of management to further develop the project, no work has been planned due to the current turbulent economic environment and low base metal prices (See "Trends" above).

(b) Rory Group, Yukon Territory

Ownership interest description

The Company has a 100% interest in the Rory Group consisting of 265 staked claims located in the Yukon Territory, Canada.

Exploration Program and Results

Guyana did not carry out any significant further work on the Rory Group during the quarter. In June 2009, the Company decided that this property was not appropriate for further exploration and that it would concentrate on exploration activities in Guyana, South America. The Rory Group was placed under care and maintenance. Mineral properties and deferred exploration costs related to the Rory Group in the amount of $218,659 have been written-off.

The Rory Group claims are in good standing until 2013.

(c) RC Group, Nunavut

The Company has a 100% interest in the RC Group consisting of 30 staked claims located in Nunavut, Canada.

Exploration Program and Results

Guyana did not carry out any significant further work on the RC Group during the quarter.

Technical disclosure

The above technical disclosure under the heading “Mineral Exploration Properties” has been prepared under the supervision of Alexander Po, P.Geo, a “qualified person” within the meaning of NI 43-101. Alexander Po is a director of the Company.

Environmental liabilities

The Company is not aware of any environmental liabilities or obligations associated with its mining interests. The Company is conducting its operations in a manner that is consistent with governing environmental legislation.

Overall objective

The Company’s business objective is to discover a viable mineral deposit in Guyana, South America, specifically precious metals. The Company is in the business of exploring its mineral properties and has not yet determined whether these properties contain an economic mineral deposit. The recoverability of the amounts shown for mineral properties is dependent upon: the selling price of precious metals at the time the Company intends to mine its properties; the existence of economically recoverable reserves; the ability of the Company to obtain the necessary financing to complete exploration and development; government policies and regulations; and future profitable production or proceeds from disposition of such properties.

To date, the Company has not discovered an economic deposit. While discovery of ore-bearing structures may result in substantial rewards, it should be noted that few properties that are explored are ultimately developed into producing mines.

The Company notes that although the exploration of its existing projects is positive, mineral exploration in general is uncertain. As a result, the Company believes that by acquiring additional mineral properties, it is able to better minimize overall exploration risk. In conducting its search for additional mineral properties, the Company may consider acquiring properties that it considers prospective based on criteria such as the exploration history of the properties, the location of the properties, or a combination of these and other factors. Risk factors to be considered in connection with the Company's search for and acquisition of additional mineral properties include the significant expenses required to locate and establish mineral reserves; the fact that expenditures made by the Company may not result in discoveries of commercial quantities of minerals; environmental risks; risks associated with land title; the competition faced by the Company; and the potential failure of the Company to generate adequate funding for any such acquisitions. See "Risk Factors" below.

Off-balance sheet arrangements

As of the date of this filing, the Company does not have any off balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed transactions

There are no proposed transactions of a material nature being considered by the Company. However, the Company continues to evaluate properties and corporate entities that it may acquire in the future. See "Overall Objective" above.

Selected Quarterly Information

Three Months Ended	Net Revenues $	Net Income (Loss) Total $	Net Income (Loss) Per Share $
June 30, 2009	-	(432,460) (1)	(0.00)
March 31, 2009	-	(21,818) (2)	(0.00)
December 31, 2008	-	(7,446,006) (3)	(0.10)
September 30, 2008	-	(4,982,632) (4)	(0.05)
June 30, 2008	-	(1,114,050) (5)	(0.02)
March 31, 2008	-	(253,419) (6)	(0.00)
December 31, 2007	-	(738,301) (7)	(0.01)
September 30, 2007	-	203,294 (8)	0.00

Notes:

(1) Net loss of $432,460 includes stock-based compensation of $132,051, an unrealized loss of $85,000 from a mark to market adjustment using the bid price of Northern on June 30, 2009, professional fees of $50,038, property care and maintenance costs of $29,251 for the

Coppermine River Project, the write-off of the Rory Group Yukon property of $218,659 and operating expenses related to general working capital purposes. These expenses were offset by interest income of $22,619 and other income of $125,057, consisting of a $30,000 cash recovery of operating expenses previously expensed and a write-off of accounts payable of $95,057 as a result of an agreement made with an arm's length vendor.

(2) Net loss of $21,818 principally relates to mineral property care and maintenance costs of $25,000 for the Coppermine River Project and operating expenses related to general working capital purposes. These expenses were offset by an unrealized gain of $75,000 from a mark to market adjustment using the bid price of Northern on March 31, 2009, and interest income of $26,673.

(3) Net loss of $7,446,006 principally related to the write-off of the Wellgreen Project of $266,986, the write down of the Coppermine River Project of $7,113,467 and an unrealized loss of $375,000 from a mark to market adjustment using the bid price of Northern on December 31, 2008. The loss was offset by future income tax recovery of $326,048. All other expenses relate to general working capital purposes.

(4) Net loss of $4,982,632 principally relates to the write-off of the Wellgreen Project of $4,885,342 and stock-based compensation of $53,550 from the issue of 350,000 stock options that vested immediately. The loss also includes an unrealized loss of $10,000 from a mark to market adjustment using the bid price of Northern on September 30, 2008. All other expenses relate to general working capital purposes.

(5) Net loss of $1,114,050 principally relates to professional fees of $131,197, which includes additional fees from previous management's unsuccessful attempt to re-elect the Company's former Board of Directors at a special meeting of Guyana shareholders held on March 3, 2008. The loss also includes an unrealized loss of $90,000 from a mark to market adjustment using the bid price of Northern on June 30, 2008. In addition, net loss includes stock-based compensation of $842,400 from the issue of 3,900,000 stock options that vested immediately. All other expenses relate to general working capital purposes.

(6) Net loss of $253,419 principally relates to professional fees of $212,008 and transfer, listing and filing fees of $20,541, which includes additional fees from previous management's unsuccessful attempt to re-elect the former Board of Directors at a special meeting of Guyana shareholders held on March 3, 2008. All other expenses relate to general working capital purposes.

(7) Net loss of $738,301 principally relates to stock-based compensation of $288,697 from the issue of 1,530,000 stock options that vested immediately, an unrealized loss of $110,000 from a mark to market adjustment using the bid price of Northern on December 31, 2007, and interest expense of $63,036 resulting from Part XII.6 tax (within the meaning of the Income Tax Act (Canada)) on flow through expenditures. All other expenses relate to general working capital purposes.

(8) Net income of $203,294 principally relates to an unrealized gain of $250,000 from a mark to market adjustment using the bid price of Northern on September 30, 2007. All other expenses relate to general working capital purposes.

Results of operations

Six months ended June 30, 2009, compared with six months ended June 30, 2008

Guyana's net loss totaled $454,278 for the six months ended June 30, 2009, with basic and diluted loss per share of $0.00. This compares with a net loss of $1,367,469 with basic and diluted loss per share of $0.02 for the six months ended June 30, 2008. The decrease in net loss of $913,191 was principally due to:

- Professional fees totaled $77,432 for the six months ended June 30, 2009 (six months ended June 30, 2008 - $343,205). Included in the 2008 period are additional fees incurred in connection with a special meeting of Guyana held on March 3, 2008, to replace the former Board of Directors of the Company. The expense for the 2009 period pertained to general corporate matters.

- Office expense increased by $569 for the six months ended June 30, 2009, compared to the same period in 2008. Office expense consisted of telephone, rent, payroll, insurance, postage, bank charges and office supplies. The Company has a cost sharing arrangement with GGI in which the Company pays GGI for its share of rent and payroll. Refer to "Transactions with related parties", below.

- Management fees for the six months ended June 30, 2009, were $72,000 (six months ended June 30, 2008 - $18,000). For the 2009 period, fees were paid to the current Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") to maintain the day to day operations of the Company, while the 2008 period fees were paid to the former CFO, except for $6,000 which was incurred in the three months ended June 30, 2008, by the current CFO. Refer to "Transactions with related parties", below.

- Transfer, listing and filing fees for the six months ended June 30, 2009, were $12,497 (six months ended June 30, 2008 – $30,352). The decrease of $17,855 is attributable to the timing of supplier invoices during the period. In addition, the 2008 charges included additional fees incurred in connection with a special meeting of Guyana held on March 3, 2008.

- Stock based compensation for the six months ended June 30, 2009, was $132,051 (six months ended June 30, 2008 – $842,400). During the six months ended June 30, 2009, the Company issued 3,950,000 options while 3,900,000 were issued in the comparative period. The decrease in stock based compensation of $710,349 is attributable to the date of issue of the options and their vesting terms. The options issued vested in accordance with the stock option plan. Users of the financial statements should be cautious of the valuation of stock based compensation since its calculation is subjective and can impact net income (loss) significantly.

- In June 2009, the Company decided that the Rory Group Yukon property was not appropriate for further exploration. It has decided to concentrate on exploration activities in Guyana, South America. The Rory Group Yukon property was placed under care and maintenance. Mineral properties and deferred exploration costs related to the Rory Group in the amount of $218,659 have been written-off.

- Mineral exploration expenses for the six months ended June 30, 2009, were $54,251 (six months ended June 30, 2008 – $nil). These expenses relate to accrued advance royalty payments of $50,000 and $4,251 of care and maintenance costs related to the Coppermine River Project.

- Other income of $125,057 relates to a $30,000 cash recovery of operating expenses previously expensed and a write-off of accounts payable of $95,057 as a result of an agreement made with an arm's length vendor.

- For the six months ended June 30, 2009, the above cost increases/decreases were offset by an increase in interest income of $26,025 resulting from the Company's bank backed guaranteed certificates of deposit.

- Under the terms of the 2004 agreement with Northern to purchase a 100% interest in Northern's Wellgreen Project, the Company purchased a $1 million private placement of Northern capital stock in the form of 1,000,000 units. Each unit consisted of one common share and one half share purchase warrant, with each full warrant giving the holder the right to purchase an additional share of Northern for $1.50 for a period of 24 months. These warrants expired unexercised during 2007. The quoted market value of the shares of Northern at June 30, 2009, using the bid price was $205,000, resulting in a $10,000 write-down during the six months ended June 30, 2009 (six months ended June 30, 2008 – $100,000).

- All other expenses relate to general working capital purposes.

Three months ended June 30, 2009, compared with three months ended June 30, 2008

Guyana's net loss totaled $432,460 for the three months ended June 30, 2009, with basic and diluted loss per share of $0.00. This compares with a net loss of $1,114,050 with basic and diluted loss per share of $0.02 for the three months ended June 30, 2008. The decrease in net loss of $681,590 was principally due to:

- Professional fees totaled $50,038 for the three months ended June 30, 2009 (three months ended June 30, 2008 - $131,197). Included in the 2008 period are additional fees incurred in connection with a special meeting of Guyana held on March 3, 2008, to replace the former Board of Directors of the Company. The expense for the 2009 period pertained to general corporate matters.

- Office expense decreased by $17,843 for the three months ended June 30, 2009, compared to the same period in 2008. Office expense consisted of telephone, rent, payroll, insurance, postage, bank charges and office supplies. The Company has a cost sharing arrangement with GGI in which the Company pays GGI for its share of rent and payroll. GGI has agreed to a reduced rate of rent and payroll expense to be recovered due to Guyana's reduced activity. Refer to "Transactions with related parties", below.

- Management fees for the three months ended June 30, 2009, were $36,000 (three months ended June 30, 2008 - $6,000). For the 2009 period, fees were paid to the current Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") to maintain the day-to-day operations of the Company. Refer to "Transactions with related parties", below.

- Transfer, listing and filing fees for the three months ended June 30, 2009, were $5,279 (three months ended June 30, 2008 – $9,811). The decrease of $4,532 is attributable to the timing of supplier invoices during the period.

- Stock based compensation for the three months ended June 30, 2009, was $132,051 (three months ended June 30, 2008 – $842,400). During the three months ended June 30, 2009, the Company issued 3,950,000 options, while 3,900,000 were issued in the comparative period. The decrease in stock based compensation of $710,349 is attributable to the date of issue of the options and their vesting terms. The options issued vested in accordance with the stock option plan. Users of the financial statements should be cautious of the valuation of stock based compensation since its calculation is subjective and can impact net income (loss) significantly.

- In June 2009, the Company decided that the Rory Group Yukon property was not appropriate for further exploration and decided instead to concentrate on exploration activities in Guyana, South America. The Rory Group Yukon property was placed under care and maintenance. Mineral properties and deferred exploration costs related to the Rory Group in the amount of $218,659 have been written-off.

- Mineral exploration expense for the three months ended June 30, 2009, was $29,251 (three months ended June 30, 2008 – $nil). These expenses relate to accrued advance royalty payments of $25,000 and $4,251 of care and maintenance costs related to the Coppermine River Project.

- Other income of $125,057 relates to a $30,000 cash recovery of operating expenses previously expensed and a write-off of accounts payable of $95,057 as a result of an agreement made with an arm's length vendor.

- For the three months ended June 30, 2009, the above cost increases/decreases were offset by an increase in interest income of $9,095 resulting from the Company's bank backed guaranteed certificates of deposit.

- Under the terms of the 2004 agreement with Northern to purchase a 100% interest in Northern's Wellgreen Project, the Company purchased a $1 million private placement of Northern capital stock in the form of 1,000,000 units. Each unit consisted of one common share and one half share purchase warrant, with each full warrant giving the holder the right to purchase an additional share of Northern for $1.50 for a period of 24 months. These warrants expired unexercised during 2007. The quoted market value of the shares of Northern at June 30, 2009, using the bid price was $205,000, resulting in an $85,000 write-down during the three months ended June 30, 2009 (three months ended June 30, 2008 – $90,000).

- All other expenses relate to general working capital purposes.

Liquidity and Financial Position

The activities of the Company, principally the acquisition and exploration of properties prospective for precious metals, are financed through the completion of equity transactions such as equity offerings and the exercise of stock options and warrants. For the six months ended June 30, 2009, the Company did not have any equity transactions. There is no assurance that future equity capital will be available to the Company in the amounts or at the times desired by the Company or on terms that are acceptable to the Company, if at all. See "Risk Factors" below.

At June 30, 2009, the Company had working capital of $2,901,335, compared to $3,085,080 at December 31, 2008. The Company had cash and cash equivalents and short-term investment of $3,242,626 at June 30, 2009, compared to $3,233,945 at December 31, 2008, a decrease of about 0%. The nominal change in cash and cash equivalents and short-term investment during the six months ended June 30, 2009, is primarily due to cash expenditures for the Company's exploration activities discussed above, which were offset by a recovery of $30,000 in operating expenses previously expensed, receipt of GST from government authorities in Canada and receipt of interest income from GICs.

The Company has no operating revenues and therefore must utilize its current cash reserves, funds obtained from the exercise of warrants and stock options and other financing transactions to maintain its capacity to meet ongoing operating activities. As of June 30, 2009, the Company had 104,295,690 common shares issued and outstanding, 28,662,665 warrants outstanding which would raise $8,598,800 and 8,220,000 options outstanding which would raise $1,436,200 if exercised in full. This is not anticipated until the financial markets recover. See "Trends" above.

Accounts payable and accrued liabilities decreased to $390,660 at June 30, 2009, compared to $478,666 at December 31, 2008, primarily due to payments related to accruals for exploration expenditures. In addition, the Company wrote off accounts payable of $95,057 as a result of an agreement made with an arm's length vendor. The Company's cash and cash equivalents and short-term investment at June 30, 2009, are sufficient to pay these material liabilities.

Cash provided by operating activities was $100,635 for the six months ended June 30, 2009. Operating activities were affected by the net change in non-cash working capital balances of $192,426 because of an increase in prepaid expenses and other receivable and GST receivable over the prior year. This was offset by a decrease in accounts payable and accrued liabilities over the prior year. The Company also recorded a write-off of a mineral property (Rory Group Yukon) of $218,659 and stock-based compensation of $132,051. In addition, the quoted market value of the shares of Northern at June 30, 2009, using the bid price, was $205,000, resulting in a $10,000 write-down during the six months ended June 30, 2009.

Cash used by investing activities was $81,954 for the six months ended June 30, 2009, which relates to additions to mineral properties of $34,556 and additions to fixed assets of $47,398.

Cash provided by financing activities was $nil for the six months ended June 30, 2009.

To date, the cash resources of Guyana are held with one major Canadian chartered bank. The Company has no debt and its credit and interest rate risk is minimal. Accounts payable and accrued liabilities are short-term and non-interest bearing.

The Company's liquidity risk from financial instruments is minimal as excess cash is invested in investment grade short-term deposit certificates. As of June 30, 2009, excess cash was invested in bank banked guaranteed investment certificates that amounted to $2,888,200, which was included in cash and cash equivalents.

The market value of the Company's short-term investment as of June 30, 2009, was $205,000 using the bid price at that date. The Company can sell the short-term investment to access funds to settle its obligations as they arise. However, management intends to maintain the Company's short-term investment until it becomes advantageous to sell these shares or liquidity concerns necessitate such sale.

In addition, other receivables and GST receivable are composed of sales tax receivable from government authorities in Canada. These are in good standing as of June 30, 2009.

The Company's liabilities and committed and discretionary obligations at June 30, 2009 are as follows:

Table – Liabilities and committed and discretionary obligations

	Total
Accounts payable and accrued liabilities (a)	$390,660
Mineral properties – Coppermine River, Nunavut (b)	15,000
Corporate expenses (c)	600,000
	$1,005,660

(a) Accounts payable and accrued liabilities as at June 30, 2009. These expenditures are committed.

(b) Holding costs for the Coppermine River Project. These expenses are committed as the Company wishes to keep the property in good standing.

(c) The Company plans to incur approximately $600,000 per year in corporate expenses. These expenditures are generally discretionary in nature. The Company will continue to monitor the global market situation and may adjust its expenditures, depending on future market conditions.

Management believes the Company has sufficient cash on hand to fund its operating costs for fiscal 2009, given that it can reduce its discretionary operating expenses. The Company will attempt to acquire properties in Guyana, South America, but future exploration programs for property acquisitions will have to be determined. This may affect the future cash flows of the Company. Management cannot determine the effect of this at the date of this MD&A.

Transactions with related parties

The Company had the following related party transactions:

	Three months ended June 30, 2009 $	Three months ended June 30, 2008 $	Six months ended June 30, 2009 $	Six months ended June 30, 2008 $
Management fees accrued/paid	36,000 (1)	6,000 (2)	72,000 (3)	18,000 (4)
Consulting fees (included in deferred exploration costs) accrued to the CEO	nil	22,207 (5)	nil	38,065 (5)
Office expenses paid to GGI	10,160 (6)	25,051 (6)	17,164 (6)	25,051 (6)
Professional fees paid/accrued	26,939 (7)	nil	40,197 (8)	nil
Total	**73,099**	**53,258**	**129,361**	**81,116**

(1) $30,000 pertains to CEO fees (J. Patrick Sheridan), and $6,000 pertains to CFO fees paid to Marrelli CFO Outsource Syndicate Inc. ("Marrelli"). Carmelo Marrelli, the CFO of Guyana, is the president of Marrelli;
(2) $6,000 pertains to CFO fees paid to Carmelo Marrelli;
(3) $60,000 pertains to CEO fees (J. Patrick Sheridan), and $12,000 pertains to CFO fees paid to Marrelli. Carmelo Marrelli, the CFO of Guyana, is the president of Marrelli;
(4) $12,000 pertains to Edward J. Badida, (former CFO of the Company), for services provided, and $6,000 pertains to CFO fees paid to Carmelo Marrelli;
(5) All fees pertain to J. Patrick Sheridan for services provided;
(6) Recovery of administrative costs from GGI, a related company;
(7) $22,747 pertains to Bruce Rosenberg for legal services provided. Bruce Rosenberg is a director of the Company. $800 pertains to Alexander Po, a director of the Company, for services provided, and $3,392 pertains to Marrelli Support Services Inc. ("MSSI"), which provides accounting services to Guyana. Carmelo Marrelli, the CFO of Guyana, is the president of MSSI; and
(8) $22,747 pertains to Bruce Rosenberg for legal services provided. Bruce Rosenberg is a director of the Company. $4,400 pertains to Alexander Po, a director of the Company, for services provided, and $13,050 pertains to MSSI, which provides accounting services to Guyana. Carmelo Marrelli, the CFO of Guyana, is the president of MSSI.

Included in accounts payable and accrued liabilities is $1,961 (December 31, 2008 - $6,897) payable to GGI. The balance pertains to office expenses paid on behalf of Guyana by GGI. The balance is non-interest bearing and is payable on demand.

Included in accounts payable and accrued liabilities is $221,301 (December 31, 2008 - $221,301) payable to a former officer of the Company for services provided. This amount is unsecured, non-interest bearing and has no specific terms of repayment.

The Chief Financial Officer of Guyana is the president of a company providing accounting services to Guyana. Included in accounts payable and accrued liabilities is $1,693 (December 31, 2008 - $nil) payable to this company. The balance is non-interest bearing and is payable on demand.

Included in accounts payable and accrued liabilities is $5,521 (December 31, 2008 - $nil) payable to a director of Guyana. The balance pertains to legal services provided to the Company by the director. The balance is non-interest bearing and is payable on demand.

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

Critical accounting estimates

The preparation of the Company’s unaudited interim financial statements requires management to make certain estimates that affect the amounts reported in the financial statements. The accounting estimates considered significant are the valuation of the Company’s mineral properties and deferred exploration costs and stock-based compensation.

The policy of capitalizing exploration costs to date does not necessarily relate to the future economic value of the exploration properties. The valuation of mineral properties is dependent entirely upon the discovery of economic mineral deposits.

The Company uses the Black-Scholes model to determine the fair value of options and warrants. The main factor affecting the estimates of stock-based compensation is the stock price volatility used. The Company uses historical price data and comparables in the estimate of the stock price volatility.

Other items requiring estimates for the unaudited interim financial statements are prepaid expenses and other receivables, accounts payable and accrued liabilities and future income taxes.

Change in accounting policies

During the six months ended June 30, 2009, the Company adopted the following new accounting policies:

Goodwill and Intangible Assets
In February 2008, the Canadian Institute of Chartered Accountants ("CICA") approved Handbook Section 3064, “Goodwill and Intangible Assets”, which replaces the existing Handbook Sections 3062, “Goodwill and Other Intangible Assets” and 3450 “Research and Development Costs”. This standard is effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The adoption of this standard had no impact on the Company's presentation of its financial position or results of operations as at June 30, 2009.

Credit Risk and the Fair Value of Financial Assets and Financial Liabilities
In January 2009, the Emerging Issues Committee of the CICA issued EIC-173, Credit Risk and the Fair Value of Financial Assets and Financial Liabilities, which applies to interim and annual financial statements for periods ending on or after January 20, 2009. The adoption of this standard had no impact on the Company's presentation of its financial position or results of operations as at June 30, 2009.

Fixed assets - Vehicles
Vehicles are recorded at cost and amortized at a rate of 30% per year on the declining-balance basis. In the year of acquisition only one-half of the normal amortization is recorded and no amortization is recorded in the year of disposal.

Future accounting changes

International Financial Reporting Standards ("IFRS")
The Canadian Accounting Standards Board ("AcSB") has confirmed that IFRS will replace current Canadian GAAP for publicly accountable enterprises, including Guyana, effective for fiscal years beginning on or after January 1, 2011. Accordingly, the Company will report interim and annual financial statements (with comparatives) in accordance with IFRS beginning with the quarter ended March 31, 2011.

The Company has developed an IFRS implementation plan to prepare for this transition. To date, the Company has engaged third party advisers to assist with the transition and has completed an assessment of the key areas where changes to current accounting policies may be required. Analysis will be required for all current accounting policies; however, the initial key areas of assessment include:

- Exploration and development expenditures,
- Stock-based compensation,
- Accounting for income taxes, and
- First-time adoption of International Financial Reporting Standards (IFRS 1)

As the analysis of the each of the key areas progresses, other elements of the IFRS implementation plan will also be addressed including: the implication of changes to accounting policies, processes or financial statement note disclosures on information technology, internal controls, contractual arrangements and employee training. The table below summarizes the expected timing of activities related to the Company's transition to IFRS.

Initial analysis of key areas for which changes to accounting policies may be required.	Completed during Q1 2009
Detailed analysis of all relevant IFRS requirements and identification of areas requiring accounting policy changes or those with accounting policy alternatives.	Throughout 2009
Assessment of first-time adoption (IFRS 1) requirements and alternatives.	Throughout 2009
Final determination of changes to accounting policies and choices to be made with respect to first-time adoption alternatives	Q4 2009 – Q1 2010
Resolution of the accounting policy change implications on information technology, internal controls and contractual arrangements	Q4 2009 – Q2 2010

Management and employee education and training	Throughout the transition process
Quantification of the Financial Statement impact of changes in accounting policies	Throughout 2010

Business Combinations, Consolidated Financial Statements and Non-Controlling Interests
The CICA issued three new accounting standards in January 2009: Section 1582, "Business Combinations", Section 1601, "Consolidated Financial Statements" and Section 1602, "Non-Controlling interests". These new standards will be effective for fiscal years beginning on or after January 1, 2011. Section 1582 replaces section 1581 and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to IFRS 3 - “Business Combinations”. Sections 1601 and 1602 together replace section 1600, “Consolidated Financial Statements”. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of IFRS lAS 27 - “Consolidated and Separate Financial Statements”. The Company is in the process of evaluating the requirements of the new standards.

Management of capital

The Company defines capital that it manages as its shareholders equity. When managing capital, the Company’s objective is to ensure the entity continues as a going concern as well as to achieve optimal returns to shareholders and benefits for other stakeholders. Management adjusts the capital structure as necessary in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management team to sustain the future development of the business. As at June 30, 2009, total shareholders' equity (managed capital) was $2,007,371 (December 31, 2008 - $3,269,186).

The properties in which the Company currently has an interest are in the exploration stage. As such the Company is dependent on external financing to fund its activities. In order to carry out exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management has chosen to mitigate the risk and uncertainty associated with raising additional capital in current economic conditions by:

(i) maintaining a liquidity cushion in order to address any potential disruptions or industry downturns;
(ii) minimizing discretionary disbursements; and
(iii) reducing or eliminating exploration expenditures that are of limited strategic value.

In light of the above, the Company will continue to assess new properties and seek to acquire an interest in additional properties if it believes there is sufficient potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is appropriate. There were no changes in the Company's approach to capital management during the three and six months ended June 30, 2009.

The Company is not subject to any externally imposed capital requirements. The Company believes that its current capital resources will be sufficient to discharge its liabilities as at June 30, 2009.

Financial instruments

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including interest rate, foreign exchange rate, and commodity and equity price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

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

Liquidity risk
Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital markets is hindered, whether as a result of a downturn in stock market conditions generally or of matters specific to the Company. As at June 30, 2009, the Company had a cash balance of $3,037,626 (December 31, 2008 - $3,018,945) to settle current liabilities of $390,660 (December 31, 2008 - $478,666). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

Market risk

Interest rate risk
Interest rate risk is the risk that the fair value of future cash flows of financial instruments will fluctuate due to changes in market interest rates. The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by banks with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the creditworthiness of its banks. The Company regularly monitors its cash management policy.

Foreign currency risk
Foreign exchange risk arises from future commercial transactions and recognized assets and liabilities denominated in a currency that is not the entity's functional currency. The risk is measured using cash flow forecasting. The Company's functional and reporting currency is the Canadian dollar and major purchases are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Commodity and equity price risk
The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatility. The Company closely monitors commodity prices, particularly as they relate to precious metals, individual equity movements, and the stock market in general to determine the appropriate course of action to be taken.

The Company's short-term investment in common shares of Northern is subject to fair value fluctuations arising from changes in the equity and commodity markets.

As of June 30, 2009, both the carrying and fair value amounts of the Company's financial instruments are approximately equivalent.

Sensitivity analysis

The sensitivity analysis shown in the notes below may differ materially from actual results.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a six month period:

(i) Interest rate risk is minimal as cash and cash equivalents include investment-grade short-term deposit certificates with fixed interest rates. In addition, the Company does not hold significant balances in foreign currencies to give rise to exposure to foreign exchange risk.

(ii) The Company's short-term investment in the common shares of Northern is subject to fair value fluctuations. As at June 30, 2009, if the bid price of Northern had decreased/increased by 10% with all other variables held constant, net loss for the six months ended June 30, 2009, would have been $20,500 higher/lower. Similarly, as at June 30, 2009, reported shareholders' equity would have been $20,500 lower/higher as a result of the 10% decrease/increase in the bid price of Northern.

(iii) Commodity price risk could adversely affect the Company. In particular, the Company’s future profitability and viability of development depends upon the world market prices of precious metals. Precious metal prices have fluctuated widely in recent years. There is no assurance that, even if commercial quantities of precious metals can be produced in the future, a profitable market will exist for them. A decline in the market price of precious metals may also require the Company to reduce the value of its mineral resources, which could have a material and adverse effect on the Company’s value. As of June 30, 2009, the Company was not a precious metals producer. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

(iv) Mineral property risk is significant. In particular, if an economic ore body is not found, the Company cannot enter into commercial production and generate sufficient revenues to fund its continuing operations. There can be no assurance that the Company will generate any revenues or achieve profitability or provide a return on investment in the future from any of the properties it may have an interest in.

Subsequent events

(a) On July 13, 2009, the TSX Venture Exchange consented to the extension of the expiry date to June 30, 2011, of 21,620,277 (Series 2008-I) and 7,042,388 (Series 2008-II) warrants exercisable at $0.30 per share with an original expiry date of December 5, 2009, and December 27, 2009, respectively.

The amended warrants will expire at 5:00 p.m. (Toronto time) on June 30, 2011, provided that if the closing price of the common shares for any 20 consecutive trading days exceeds $0.50, the Company may accelerate the expiry time to the date which is the later of (A) 30 days following the date of mailing of written notice of the accelerated expiry time to the holders, and (B) 30 days following the date a press release is issued by the Company announcing the accelerated expiry time. The exercise price for both series of warrants will remain the same.

The warrant amendments have been approved by the board of directors of the Company, but in the case of the Series 2008-I warrants, the warrant amendment remains subject to warrant holder approval, which the Company expects in the near term.

(b) On August 17, 2009, the Company announced that it has filed articles of amendment to change its name to "Guyana Precious Metals Inc." The Company will commence trading under its new name on the TSX Venture Exchange at the open on August 18, 2009, under the new stock symbol "GPM".

Outlook

The Company changed its name to Guyana Precious Metals Inc., which management believes better reflects the proposed activities of the Company of acquiring early stage properties for mineralization in Guyana, South America, and surrounding regions. The Company's long-term goal is to develop properties and achieve production on the new acquisitions in Guyana, South America.

The Company's Canadian properties are under care and maintenance.

There is no guarantee that the Company will discover a viable mineral deposit.

Share capital

As at August 19, 2009, the Company had 104,295,690 issued and outstanding common shares.

Warrants outstanding for the Company at August 19, 2009, were as follows:

Warrants	Expiry Date	Exercise Price
21,620,277	December 5, 2009 (1)	$0.30
7,042,388	June 30, 2011 (1)	$0.30
28,662,665		

(1) On July 13, 2009, the TSX Venture Exchange consented to the extension of the expiry date to June 30, 2011, of 21,620,277 (Series 2008-I) and 7,042,388 (Series 2008-II) warrants exercisable at $0.30 per share with an original expiry date of December 5, 2009, and December 27, 2009, respectively. The fair value of the extended warrants was $nil.

The amended warrants will expire at 5:00 p.m. (Toronto time) on June 30, 2011, provided that if the closing price of the common shares for any 20 consecutive trading days exceeds $0.50, the Company may accelerate the expiry time to the date which is the later of (A) 30 days following the date of mailing of written notice of the accelerated expiry time to the holders, and (B) 30 days following the date a press release is issued by the Company announcing the accelerated expiry time. The exercise price for both series of warrants will remain the same.

The warrant amendments have been approved by the board of directors of the Company, but in the case of the Series 2008-I warrants, the warrant amendment remains subject to warrant holder approval, which the Company expects in the near term.

Stock options outstanding for the Company at August 19, 2009, were as follows:

Options	Expiry Date	Exercise Price
3,950,000	May 11, 2012	$0.10
3,900,000	June 24, 2013	$0.25
350,000	August 26, 2013	$0.18
20,000	October 3, 2013	$0.16
8,220,000		

Risks Factors

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations of metal prices, the proximity and capacity of milling facilities, mineral markets and equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

Current global financial conditions
Current global financial conditions have been characterized by increased volatility, and several financial institutions have either gone into bankruptcy or have been rescued by governmental authorities. Access to public financing has been constrained by both the rapid decline in value of sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Company to obtain equity or debt financing in the future on favourable terms or at all. In addition, general economic indicators, including employment levels, corporate earnings, economic growth and consumer confidence, have deteriorated. Any or all of these economic factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the Company’s operations could be hurt and the trading price of its common shares may be adversely affected.

Securities of mining and mineral exploration companies, including the common shares of the Company, have experienced substantial volatility in the past, especially during the fourth quarter of 2008 and first and second quarter of 2009, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in Canada and globally, and market perceptions of the attractiveness of particular industries. The price of the Company’s securities is also significantly affected by short-term changes in commodity prices, base and precious metal prices or other mineral prices, currency exchange fluctuations and the political environment in the countries in which the Company does business.

Exploration and Development Efforts May Be Unsuccessful
There is no certainty that the expenditures to be made by the Company on the exploration of its properties as described herein will result in discoveries of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable ore deposits, and no assurance can be given that any particular level of recovery of ore reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) ore body that can be legally and economically exploited. Estimates of reserves, mineral deposits and production costs can also be affected by such factors as environmental permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and

work interruptions. In addition, the grade of ore ultimately mined may differ from that indicated by drilling results. Short-term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. Material changes in ore reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Lack of Cash Flow
None of the Company's properties has advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company does not expect to generate material revenue from mining operations or to achieve self-sustaining commercial mining operations for several years. The Company has paid no dividends on its shares since inception and does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company is through the sale of its securities. Future additional equity financing would cause dilution to the interests of current shareholders.

No Proven Reserves
The properties in which the Company has an interest or the right to earn an interest are in the exploratory stage only and are without a known body of ore in commercial production.

No Guarantee of Clear Title to Mineral Properties
While the Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties and properties in which it has the right to acquire or earn an interest are in good standing, this should not be construed as a guarantee of title. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects.

Uncertainty of Obtaining Additional Funding
Programs planned by the Company may necessitate additional funding, which could dilute the value of the investment of the Company's shareholders. The recuperation value of mining properties indicated on the balance sheet depends on the discovery of mineralization that can be profitably exploited and on the Company's capacity to obtain additional funds in order to realize these programs.

The Company's exploration activities could therefore be interrupted at any moment if the Company is incapable of obtaining the necessary funds in order to continue any additional activities that are necessary and that are not described in the exploration programs outlined in the Company's geological report for its properties.

Mineral Prices May Not Support Corporate Profit
The mining industry in general is intensely competitive and there is no assurance that, even if commercial quantities of mineral resources are developed, a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The price of minerals is volatile over short periods of time, and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining techniques.

Competition
The mining industry is intensely competitive in all its phases. The Company competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral interests as well as for the recruitment and retention of qualified employees.

Environmental Regulations
The current and future operations of the Company, including further exploration, development activities and commencement of production on its properties, require permits from various federal and state governmental authorities.

Such operations are subject to various laws governing land use, the protection of the environment, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, mine safety and other matters. There can be no assurance, however, that all permits which the Company may require for construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or 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 have civil or criminal fines or penalties imposed for violation of applicable laws or regulations.

Uncertainty of Reserves and Mineralization Estimates
There are numerous uncertainties inherent in estimating proven and probable reserves and mineralization, including many factors beyond the control of the Company. The estimation of reserves and mineralization is a subjective process and the accuracy of any such estimates is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may justify revision of such estimates. No assurances can be given that the volume and grade of reserves recovered and rates of production will not be less than anticipated. Assumptions about prices are subject to greater uncertainty and metal prices have fluctuated widely in the past. Declines in the market price of base or precious metals also may render reserves or mineralization containing relatively lower grades of ore uneconomic to exploit. Changes in operating and capital costs and other factors including, but not limited to, short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades, may materially and adversely affect reserves.

Operating Hazards and Risks Associated with the Mining Industry
Mining operations generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Hazards such as unusual or unexpected geological formations and other conditions are involved.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious and base metals, any of which could result in work stoppages, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage. The Company may become subject to liability for cave-ins and other hazards for which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration activities.

The Ability to Manage Growth
Should the Company be successful in its efforts to develop its mineral properties or in raising capital for other mining ventures, it will experience significant growth in operations. If this occurs management anticipates that additional expansion will be required in order to continue development. Any expansion of the Company's business would place further demands on its management, operational capacity and financial resources. The failure to manage growth effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Lack of a Dividend Policy
The Company does not intend to pay cash dividends in the foreseeable future, as any earnings are expected to be retained for use in developing and expanding its business. However, the actual amount of dividends received from the Company will remain subject to the discretion of the Company's board of directors and will depend on results of operations, cash requirements and future prospects of the Company and other factors.

Possible Dilution to Present and Prospective Shareholders
The Company's plan of operation, in part, contemplates the accomplishment of business dealings by the issuance of cash, securities of the Company, or a combination of the two, and possibly, incurring debt.

Any transaction involving the issuance of previously authorized but unissued common shares, or securities convertible into common shares, would result in dilution, possibly substantial, to the interests of present and prospective holders of common shares.

Dependence on Key Personnel
The Company strongly depends on the business and technical expertise of its management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional management resources will be required, especially since the Company may encounter risks that are inherent in doing business in several countries.

Conflict of Interest
Certain directors of the Company are also directors, officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict must disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Lack of Trading Volume
The lack of trading volume of the Company's shares reduces the liquidity of an investment in them.

Volatility of Share Price
Market prices for shares of early stage companies are often volatile. Factors such as announcements of mineral discoveries and financial results could have a significant effect on the price of the Company's shares.

Contingency

Effective January 1, 2008, the former president of the Company signed a Consulting Agreement ("Agreement") with the Company which provided for a compensation settlement of $8,000 per month for a period of 24 months if there was a change in control of the Company. On March 3, 2008, a special meeting of the shareholders of the Company was held. During the meeting, there was a change in the composition of the board of directors which, under the Agreement, constituted a change in control.

The current board of directors of the Company disputes the validity of the Agreement and as such has not accrued any liability in these unaudited interim financial statements.

Additional disclosure for Venture Issuers without significant revenue

The following table sets forth a breakdown of material components of mining interests:

Coppermine River, Nunavut	June 30, 2009	December 31, 2008
Beginning balance	**$1**	**$4,935,503**
Consulting	-	388,940
Expediting	-	20,767
Advance royalty payments	-	441,667
Acquisition costs	-	1,250,000
Government filing fees & property tax	-	76,591
Total costs incurred	**-**	**2,177,965**
Write-off of mineral property	**-**	**(7,113,467)**
Ending balance	**$1**	**$1**

Wellgreen, Yukon	June 30, 2009	December 31, 2008
Beginning balance	**$-**	**$1,887,072**
Consulting	-	345,197
Geologist	-	506,331
Drilling and supplies	-	1,553,850
Assaying	-	163,639
Expediting	-	446,494
Management fees	-	113,923
Miscellaneous	-	18,875
Acquisition costs	-	-
Equipment	-	91,611
Filing & license fee	-	25,336
Total costs incurred	**-**	**3,265,256**
Write-off of mineral property	**-**	**(5,152,328)**
Ending balance	**$-**	**$-**

Rory Group, Yukon	June 30, 2009	December 31, 2008
Beginning balance	**$184,104**	**$-**
Consulting	-	159,833
Geologist	1,300	17,646
License fee	-	6,625
Miscellaneous	33,256	
Total costs incurred	**34,556**	**184,104**
Write-off of mineral property	**(218,659)**	**-**
Ending balance	**$1**	**$184,104**

RC Group, Nunavut	June 30, 2009	December 31, 2008
Beginning balance	**$1**	**$1**
Ending balance	**$1**	**$1**

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the unaudited interim financial statements; and (ii) the unaudited interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.