

## **NEW PACIFIC METALS CORP.**

### **Management's Discussion and Analysis of Financial Condition and Results of Operations**

**Three months ended September 30, 2009**

**(Expressed in Canadian Dollars, except share, per share data)**

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#### **DATE OF REPORT As at November 26, 2009**

*This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the Company's unaudited consolidated financial statements for the three months ended September 30, 2009 and related notes thereto, which have been prepared in accordance with Canadian generally accepted accounting principles. In addition, the following should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2009, the related annual Management Discussion and Analysis, and the related Annual Information Form, as well as other information relating to New Pacific Metals Corp. (the "Company") on file with the Canadian provincial securities regulatory authorities, on SEDAR at [www.sedar.com](http://www.sedar.com) and the Company's website at [www.newpacificmetals.com](http://www.newpacificmetals.com). This Management's Discussion and Analysis contains "forward looking" statements that are subject to risk factors set out in the cautionary note contained herein. All figures are in Canadian ("CAD") dollars unless otherwise noted.*

#### **FORWARD LOOKING STATEMENTS**

*Except for statements of historical fact relating to the Company, certain information contained herein constitutes forward-looking statements. Forward-looking statements are frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", and other similar words, or statements that certain events or conditions "may" or "will" or "can" occur. Forward-looking statements are based on the opinions and estimates of management on the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include the inherent risks involved in the exploration, development, and mining of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of project cost overruns or unanticipated costs and expenses, uncertainties relating to the availability and costs of financing needed in the future and other factors described in this report under the heading "Outlook". There can be no assurance that such forward-looking 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 such statements. Except in accordance with applicable securities laws, the Company expressly disclaims any obligation to update any forward-looking statements or forward-looking statements that are incorporated by reference herein.*

#### **COMPANY OVERVIEW**

New Pacific Metals Corp. ("the Company") is an exploration stage company engaged in the acquisition and exploration of mineral properties in the People's Republic of China ("China"). The Company is a reporting issuer in British Columbia and Alberta and trades on the TSX Venture Exchange under the symbol NUX.

The Company's focus is exploring for gold poly-metallic metals in the Dayao mountain range located in Guangdong Province (the "Huaiji Project") in China.

The Company's strategy is to strengthen and grow through the exploration and development of its current portfolio of China based projects, as well as to acquire further high potential mineral prospects to enhance shareholders value.

#### **EXPLORATIONS**

Exploration expenditures for the three months ended September 30, 2009 totaled \$371,111, of which \$318,694 represented exploration expenditures incurred at the Huaiji Project and \$52,417 represented expenditures incurred at the Sichuan Project.

##### *(a) Huaiji Project*

The Huaiji Project is composed of two gold-poly-metallic exploration permits referred to as "HNK" and

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"XSK", covering a total area of approximately 160 square kilometers, located in Guangdong Province, China.

During the three months ended September 30, 2009, the Company incurred exploration expenditures of \$318,694 and completed 868 meters of underground tunneling.

Up to September 30, 2009, the Company had incurred total exploration expenditures of \$3,507,672 at the Huaiji Project, and had completed a total of 15,279 meters diamond drilling and 2,824 meters of underground tunneling.

For further information about gold mineralization intersected at the HNK project, please refer to the Company's news releases dated on April 29, 2009 and February 16, 2009 on the Company's website.

*(b) Kang Dian Project*

The Kang Dian Project was suspended and written off during the year ended June 30, 2008. During the quarter, the Company continued to pursue the opportunities to dispose the exploration permits.

During the quarter ended September 30, 2009, the Company entered into two agreements to transfer two permits to two third parties for \$310,720 (CNY¥1,900,000) and received refundable deposit of \$100,480 (CNY¥640,000). The transfer is pending for the Chinese regulatory approval.

*(c) Sichuan Project*

Sichuan Project is composed of five exploration permits of copper-poly-metal and nickel-poly-metal, located in Sichuan Province, China.

During the quarter, the Company incurred exploration expenditures of \$52,417 at Sichuan Project mainly for conducting geophysical and geochemical surveys.

*(d) Project Expenditures*

The continuity schedule of mineral property interest acquisition costs and deferred exploration and development expenditures are as follows:

<b>Expenditures</b>	<b>Huaiji</b>		<b>Sichuan</b>		<b>Total</b>
Balance, June 30, 2009	\$	3,188,978	\$	378,898	\$ 3,567,876
Capitalized exploration and development costs					
Drilling and assay		14,039		441	14,480
Geophysical and geochemical surveys		-		51,976	51,976
Site activities		43,820		-	43,820
Tunneling		260,835		-	260,835
<b>Balance, Septembert 30, 2009</b>	<b>\$</b>	<b>3,507,672</b>	<b>\$</b>	<b>431,315</b>	<b>\$ 3,938,987</b>

**RISK FACTORS**

The Company is subject to many risks which are outlined in the Annual Information Form 51-102F2, and the NI 43-101 Technical Reports, which are available on SEDAR at www.sedar.com. In addition, please refer to *Section Financial Instruments* for the analysis of financial risk factors.

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**RESULTS OF OPERATIONS**

*(a) Highlights*

For the three months ended September 30, 2009 ("Q1 2010"), the Company incurred a loss of \$650,967, or \$0.02 per share (three months ended September 30, 2009 or Q1 2009 - \$469,150 or \$0.01 per share). Compared to the same quarter last year, the loss increased by \$181,817 as interest income decreased by \$67,553 and no other income was recorded during the quarter while a total of \$60,000 other income was recorded in the same period last year. The loss increase also resulted from increased expenses of \$52,460.

*(b) Expenses*

In Q1 2010, the Company incurred total expenses of \$668,131, an increase of \$52,460 compared to same period last year (Q1 2009 - \$615,671). The expenses were comprised of:

*(i) General explorations*

In Q1 2010, the Company incurred total \$4,423 (Q1 2009 - \$95,876) general explorations, of which \$2,496 was for the maintenance of Kang Dian Project. A total of \$95,393 general exploration was incurred in the same period last year to wind up Kang Dian Project.

*(ii) Investor relations*

Investor relations was \$39,413, decreased by \$7,960 compared to \$47,373 in the same period last year as the Company reduced its investor relations activity in Q1 2010.

*(iii) Salaries and benefits*

Salaries and benefits of \$80,274 was in line with that of same period last year \$88,270.

*(iv) Office and administration*

Office and administration decreased by \$10,995 to \$30,761 (Q1 2009 - \$41,756) as less government related fees were incurred for Sichuan Project during the quarter.

*(v) Stock-based compensation*

Stock-based compensation increased by \$139,762 to \$365,974 (Q1 2009 - \$226,212) as more employee options were granted.

*(vi) Travel and promotion*

Travel and promotions expenses increased by \$15,520 to \$24,939 (Q1 2009 - \$9,419) due to the travel expenses incurred for HNK project.

*(vii) Foreign exchange loss (gain)*

Foreign exchange loss of \$28,725 was recorded in Q1 2010 due to the weakening of Chinese Yuan, while a foreign exchange gain of \$7,228 was recorded in the same quarter last year.

*(c) Interest Income*

In Q1 2010, interest income decreased by \$67,553 to \$18,968 (Q1 2009 - \$86,521) due to lower interest

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rates compared to the same period last year.

**SUMMARY OF QUARTERLY RESULTS**

	<b>For the Quarters Ended</b>			
	<b>30-Sep-09</b>	30-Jun-09	31-Mar-09	31-Dec-08
Expenses	\$ (668,131)	\$ (643,956)	\$ (18,824)	\$ (423,568)
Other income and expenses	17,164	234,558	82,584	312,510
Net (loss) income	<b>(650,967)</b>	(409,398)	63,760	(111,058)
Basic and diluted earnings (loss) per share	<b>(0.02)</b>	(0.01)	-	-
Total assets	<b>15,373,053</b>	15,376,817	15,630,760	14,821,056

	<b>For the Quarters Ended</b>			
	30-Sep-08	30-Jun-08	31-Mar-08	31-Dec-07
Expenses	\$ (615,671)	\$ (8,130,659)	\$ (478,587)	\$ (453,267)
Other income and expenses	146,521	111,964	160,731	166,702
Net (loss) income	(469,150)	(5,868,727)	(336,910)	(287,987)
Basic and diluted earnings (loss) per share	(0.01)	(0.19)	(0.01)	(0.01)
Total assets	14,964,647	15,193,844	22,862,481	22,851,877

The fluctuation of interest income from quarter to quarter was attributed to the change of cash and cash equivalent and short term investments balances, combined with the fluctuation of interest rate.

For the quarter ended September 30, 2009, the Company recorded a loss of \$650,967 as the interest income declined and no other income was recorded.

For the quarter ended June 30, 2009, the Company recorded a gain of \$188,242 on the disposal of an exploration permit of the Kang Dian Project.

For the quarter ended March 31, 2009, the Company recognized a foreign exchange gain of \$474,714.

For the quarter ended December 31, 2008, the Company recognized a gain of \$217,560 on the disposal of two exploration permits of the Kang Dian Project.

For the quarter ended June 30, 2008, the Company recorded a loss of \$5,868,727 or \$0.19 per share, primarily as a result of writing off the mineral property interest in the Kang Dian and the Bingdihong projects due to the unfavorable exploration results.

The expenses incurred by the Company are typical of junior exploration companies that have not yet established mineral reserves. The Company's expenditures fluctuated from quarter to quarter which is mainly related to exploration activities conducted during the respective quarter.

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**SELECTED ANNUAL INFORMATION**

	2009	2008	2007
Expenses	\$ (1,702,019)	\$ (9,492,674)	\$ (1,833,885)
Other income	776,173	595,143	209,278
Net loss	(925,846)	(6,746,348)	(1,606,290)
Basic and diluted loss per share	(0.03)	(0.21)	(0.06)
Total assets	15,376,817	15,193,844	22,926,788

**LIQUIDITY AND CAPITAL RESOURCES**

*(a) Working Capital*

As at September 30, 2009, the Company had a working capital position of \$10,359,584 (June 30, 2009 - \$11,003,475) mainly comprised of cash and cash equivalents \$1,275,072 (June 30, 2009 - \$758,917), short term investments \$9,599,000 (June 30, 2009 - \$10,599,000), receivables and prepaid expenses \$202,251 (June 30, 2009 - \$94,818), offset by current liabilities of \$716,739 (June 30, 2009 - \$449,260).

*(b) Cash and Cash Equivalents*

During the quarter ended September 30, 2009, the Company's cash and cash equivalents increased by \$516,155 to \$1,275,072 (June 30, 2009 - \$758,917) as a result of:

*(i) Operating Activities*

Net cash used by operating activities of \$307,794 (Q1 2009 - \$367,478) mainly resulted from loss of \$650,967 (Q1 2009 - \$469,150) and net changes of non-cash working capital \$31,194 (Q1 2009 - \$130,712), offset by items not affecting cash \$374,367 (Q1 2009 - \$232,384).

The net cash used by operating activities is mainly attributed to the Company's development of its infrastructure and corporate governance to support its acquisition and exploration activities.

*(ii) Investing Activities*

Net cash provided by investing activities of \$834,973 (Q1 2009 - \$45,265) was mainly attributable to the deposit received from customers of \$102,848 (Q1 2009 - \$55,120), redemption of short term investment of \$1,000,000 (Q1 2009 - \$nil), proceeds from disposal of plant and equipment \$14,810 (Q1 2009 - \$nil), and repayment from a related party of \$nil (Q1 2009 - \$452,906), offset by expenditures for mineral property interests \$251,542 (Q1 2009 - \$462,761), and purchase of plant and equipment of \$31,143 (Q1 2009 - \$nil).

*(iii) Financing Activities*

Net cash provided by financing activity of \$13,750 (Q1 2009 - \$11,760) was attributed to the shares issued for cash upon exercise of options.

*(iv) Foreign Exchange Effect*

Foreign exchange rate had a negative effect of \$24,774 (Q1 2009 - \$nil) on cash and cash equivalent.

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*(c) Liquidity and Capital Requirements*

The Company's cash and cash equivalent as at September 30, 2009 was \$1,275,072, increased by \$516,155 compared to \$758,917 on June 30, 2009. The increase mainly resulted from: redemption of short term investment of \$1,000,000; deposit of \$102,848 received from transfer of exploration permits; proceeds of 14,810 from disposal of plant and equipment; and cash from issuance of shares of \$13,750. Those funds were used to meet the requirement of the general operating activities of \$307,794, expenditures for mineral property interest of \$251,542, and purchase of plant and equipment \$31,143. Based on the expenditures during the quarter as well as in the fiscal 2009, the management believes that the working capital of the Company is sufficient to discharge liabilities as they come due and to fund planned project explorations in the foreseeable future.

The Company is in the exploration stage and does not generate revenues. The Company relies on equity financing for its working capital requirements to fund its exploration activities. The Company has no long-term debt and does not anticipate that it will require debt financing for current planned expenditures.

The Company has no purchase commitments and contractual obligations as at September 30, 2009.

**FINANCIAL INSTRUMENTS**

The Company manages its exposure to financial risks, including liquidity risk, foreign exchange rate risk, interest rate risk, and credit risk in accordance with its risk management framework. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework and reviews the Company's policies on an ongoing basis.

*(a) Fair value*

The fair value of financial instruments represents the amounts that would have been received from or paid to counterparties to settle these instruments. The carrying amount of all financial instruments classified as current approximates their fair value because they are short term in nature.

*(b) Liquidity risk*

The liquidity risk is the risk that the Company will not be able to meet the obligations associated with its financial liabilities. The Company's financial liabilities mainly include accounts payable and accrued liabilities, deposit received, and due to related parties, and are current in nature. As at September 30, 2009, the Company has sufficient funds to meet its short term financial liabilities. The Company handles liquidity risk through the management of its capital structure.

*(c) Exchange risk*

The Company undertakes transactions denominated in foreign currencies and as such is exposed to risks due to fluctuations in foreign exchange rates.

The Company conducts certain of its operations in China and thereby a portion of the Company's assets, liabilities, revenues and expenses are denominated in Chinese Yuan, which was tied to the U.S. Dollar until July 2005 and is now tied to a basket of currencies of China's largest trading partners. The CNY¥ is not a freely convertible currency.

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The Company doesn't hedge its foreign currency risk, and the exposure of the Company's financial assets and financial liabilities to foreign exchange risk is summarized as follows:

The amounts are expressed in CAD equivalents	<b>September 30, 2009</b>		June 30, 2009
Canadian Dollar	\$	<b>10,284,781</b>	\$ 10,922,538
United States Dollar		<b>286,568</b>	209,595
Chinese Yuan		<b>478,240</b>	301,024
Total financial assets	\$	<b>11,049,589</b>	\$ 11,433,157
Canadian Dollar	\$	<b>277,884</b>	\$ 103,792
Chinese Yuan		<b>438,855</b>	345,468
Total financial liabilities	\$	<b>716,739</b>	\$ 449,260

As at September 30, 2009, with other variables unchanged, a 5% strengthening (weakening) of the Chinese Yuan relative to the Canadian dollar would have decreased (increased) net loss by approximately \$1,969.

As at September 30, 2009, with other variables unchanged, a 5% strengthening (weakening) of the U.S. Dollar relative to the Canadian dollar would have decreased (increased) net loss by approximately \$14,328.

*(d) Interest rate risk*

Interest risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company's cash equivalents and short term investments primarily includes highly liquid investments that earn interests at market rates that are fixed to maturity. The Company also holds a portion of cash and cash equivalents in bank accounts that earn variable interest rates. Because of the short-term nature of these financial instruments, fluctuations in market rates do not have significant impact on the fair values of the financial instruments as of September 30, 2009.

*(e) Credit risk*

The Company is exposed to credit risk primarily associated to cash and cash equivalents, short term investments, and interest receivable from the financial institutions, as well as other receivables from various customers. The carrying amount of assets included on the balance sheet represents the maximum credit exposure.

None of the cash and cash equivalents were invested in asset backed commercial paper. The Company has deposits of cash equivalents that meet minimum requirements for quality and liquidity as stipulated by the Company's Board of Directors. Management believes the risk of credit loss to be remote.

**RELATED PARTY TRANSACTIONS**

Related party transactions not disclosed elsewhere in the financial statements are as follows:

<b>Transactions with related parties</b>	<b>Three months ended September 30,</b>	
	<b>2009</b>	<b>2008</b>
Silvercorp Metals Inc. (a)	\$ <b>52,241</b>	\$ 55,745
R. Feng Consulting Ltd. (b)	<b>18,000</b>	18,000
079952 BC Ltd.(c)	<b>31,500</b>	31,500
	\$ <b>101,741</b>	\$ 105,245

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The transactions with related parties during the period were measured at the exchange amount, which is the amount of consideration established and agreed by the parties.

As at September 30, 2009, the balances with related parties, which are unsecured, non-interest bearing, and due on demand, are as follows:

<b>Amount due to related parties</b>	<b>September 30, 2009</b>		<b>June 30, 2009</b>
Silvercorp Metals Inc. (a)	\$	<b>128,706</b>	\$ 30,288
R. Feng Consulting Ltd. (b)		<b>18,000</b>	-
	\$	<b>146,706</b>	\$ 30,288

- (a) Silvercorp Metals Inc. ("SVM") has a director and an officer in common with the Company and shares office space and provides various general and administrative services to the Company. During the three months ended September 30, 2009, the Company recorded total expenses of \$52,241 (same period last year - \$55,745) for services rendered and expenses incurred by SVM on behalf of NUX.
- (b) During the three months ended September 30, 2009, the Company incurred \$18,000 (Q1 2009 - \$18,000) consulting fees for consulting services rendered by R. Feng Consulting Ltd., a company controlled by a director of the Company.
- (c) During the three months ended September 30, 2009, the Company paid \$31,500 (Q1 2009 - 31,500) to 0799952 BC Ltd., a company controlled by a director and an officer of the Company, for consulting services.

**OFF-BALANCE SHEET ARRANGEMENTS**

The Company does not have any off-balance sheet financial arrangements.

**PROPOSED TRANSACTIONS**

There are no proposed acquisitions or disposal of assets or businesses, other than those in the ordinary course, that have been approved by the board of directors as at the date of this MD&A.

**INITIAL ADOPTION AND CHANGE IN ACCOUNTING POLICIES**

The significant accounting policies outlined in the Company's audited consolidated financial statements for the year ended June 30, 2009 have been applied consistently for the three months ended September 30, 2009, except below listed in (a) Initial Adoption.

(a) *Initial Adoption*

(i) *Goodwill and Intangible Assets*

In February 2008, the Canadian Institute of Chartered Accountants ("CICA") issued Section 3064, "Goodwill and Intangible Assets", which replaces Section 3062, "Goodwill and Other Intangible Assets" and Section 3450, "Research and Development Costs". This new standard provides guidance on the recognition, measurement, presentation and disclosure of goodwill and intangible assets. Concurrent with the adoption of this standard, CICA Emerging Issues Committee Abstract 27 "Revenues and Expenditures in the Pre-operating Period" ("EIC-27") was withdrawn.

The standard is effective for the Company's fiscal year beginning July 1, 2009. Adoption of this



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standard did not have a significant effect on the unaudited consolidated financial statements.

*(ii) Financial Instruments – Recognition and Measurement*

On June 17, 2009, the Accounting Standards Board of Canada (“AcSB”) released Embedded Derivatives on Reclassification of Financial Assets, amending Section 3855, Financial Instruments – Recognition and Measurement. The amendment indicates that contracts with embedded derivatives cannot be reclassified out of the held for trading category if the embedded derivative cannot be fair valued. The standard is effective for reclassifications made on or after July 1, 2009. The adoption of this standard did not have a significant effect on the unaudited consolidated financial statements.

*(b) New Canadian Accounting Pronouncements*

*(i) Convergence with IFRS*

In February 2008, the Canadian Accounting Standards Board confirmed that publicly accountable enterprises will be required to adopt International Financial Reporting Standards (“IFRS”) for fiscal years beginning on or after January 1, 2011, with earlier adoption permitted. Accordingly, the Company plans to adopt IFRS for fiscal years beginning July 1, 2011.

The conversion to IFRS will impact the Company’s accounting policies, information technology and data systems, internal control over financial reporting, and disclosure controls and procedures. A diagnostic assessment of the Company’s current accounting policies, systems and processes to identify the differences between current Canadian GAAP and IFRS is in progress and the impact on our consolidated financial position and results of operations has not yet been determined. The Company intends to update the critical accounting policies and procedures to incorporate the changes required by a conversion to IFRS and the impact of these changes on its financial disclosures.

*(ii) Business Combinations and Related Sections*

In January 2009, the CICA issued Section 1582 “Business Combinations” to replace Section 1581 to harmonize the business combinations standard under Canadian GAAP with IFRS. The new standard revises guidance on the determination of the carrying amount of the assets acquired and liabilities assumed, goodwill and accounting for non-controlling interests at the time of a business combination.

The CICA concurrently issued Section 1601 “Consolidated Financial Statements” and Section 1602 “Non-controlling Interests”, which replace Section 1600 “Consolidated Financial Statements”. Section 1601 provides revised guidance on the preparation of consolidated financial statements and Section 1602 addresses accounting for non-controlling interests in consolidated financial statements subsequent to a business combination.

These sections will be applied to the Company’s financial statements for the fiscal year beginning July 1, 2011. The Company is currently assessing the impacts to its consolidated financial statements upon adoption of this new accounting guidance.

*(iii) Financial Instruments - Disclosures*

In June 2009, the AcSB amended Section 3862, Financial Instruments – Disclosures, to converge with Improving Disclosures about Financial Instruments (Amendments to IFRS 7). The amendments expand the disclosures required in respect of recognized fair value measurements and clarify existing principles for disclosures about the liquidity risk associated with financial instruments. This standard will be effective for the annual consolidated financial statements of the Company for the annual period

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ending June 30, 2010. It is not anticipated that the impacts of adopting this standard will be significant, as many of the expanded disclosure requirements are already provided as part of the Company's existing financial instrument disclosures.

#### **OUTSTANDING SHARE DATA**

As at the date of this MD&A, the following securities were outstanding:

##### *(a) Share Capital*

Authorized - unlimited number of common shares without par value

Issued and outstanding - 31,904,988 common shares with a recorded value of \$16,707,223

Shares subject to escrow or pooling agreements is nil.

##### *(b) Options*

The outstanding options as at the date of this MD&A are summarized as follows:

<b>Options outstanding</b>	<b>Exercise prices \$</b>	<b>Expiry Date</b>
<b>380,000</b>	0.56	March 8, 2011
<b>24,143</b>	0.88	August 28, 2011
<b>287,000</b>	1.25	November 30, 2011
<b>450,000</b>	1.55	July 16, 2012
<b>82,572</b>	1.55	January 30, 2013
<b>200,000</b>	1.85	March 25, 2013
<b>200,000</b>	3.05	May 12, 2013
<b>1,189,000</b>	0.50	January 18, 2014
<b>2,812,715</b>		

#### **ADDITIONAL INFORMATION IN RELATION TO THE COMPANY**

Additional information relating to the Company:

- may be found on SEDAR at [www.sedar.com](http://www.sedar.com);
- may be found at the Company's web-site [www.newpacificmetals.com](http://www.newpacificmetals.com);
- may be found in the Company's annual information form; and,
- is also provided in the Company's annual audited consolidated financial statements for the years ended June 30, 2009 and June 30, 2008.

#### **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the interim consolidated financial statements for the three months ended September 30, 2009.

The management of the Company has filed the Venture Issuer Basic Certificate with the Annual Filings on SEDAR at [www.sedar.com](http://www.sedar.com).

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In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("MI 52-109"), the venture issuer 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 MI52-109. In particular, the certifying officers filing certificates for venture issuers 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 generally accepted accounting principles.

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 their certificates(s).

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 MI 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.

**OUTLOOK**

The Company's strategy is to strengthen and grow through the exploration and development of its current portfolio of China based projects, as well as to acquire further high potential mineral prospects to enhance shareholders value.

Based on the significant drilling results during fiscal 2009, the Company will continue with the extensive underground tunneling program at the Huaiji Project in order to advance the mineralized zones to mineral resources or reserves.

At Sichuan Project, the Company will conduct soil geochemical survey for gold while further evaluating the results from previous exploration programs.