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**Delta Uranium Inc.**  
(an exploration stage company)  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**

For the Year Ended February 28, 2009

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This Management's Discussion and Analysis ("MD&A") of Delta Uranium Inc. is dated May 14, 2009 and should be read in conjunction with the Company's audited financial statements for the year ended February 28, 2009, including the related note disclosure, both of which are prepared in accordance with generally accepted accounting principles in Canada. All amounts are in Canadian dollars unless otherwise specified.

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**OVERALL PERFORMANCE**

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**PRINCIPAL BUSINESS AND CORPORATE HISTORY**

Originally incorporated in 1988 as Whitney Porcupine Resources Ltd., the Company was involved in the acquisition, exploration and development of mining properties in Northern Ontario. In 1993, the Company changed its name to Birch Capital Inc. and became involved in the development and distribution of computer software before changing its name again to Breckenridge Technologies Inc. in April 1996. On October 23, 1996, the Company changed its name to Breckenridge Minerals Inc. and returned the business focus to the acquisition, exploration and development of mining properties, this time in Mexico and the Great Basin area in the state of Nevada in the United States. In 2005, the Company changed its name to Wavepower Systems International Inc. and on May 31, 2007, the shareholders approved a name change to Delta Uranium Inc.

On November 9, 2007, the Company completed its acquisition of 4316282 Canada Inc. and 4316282 Canada Inc. became a wholly-owned subsidiary of the Company. On June 12, 2008, 4316282 Canada Inc. changed its name to Delta Uranium Canada Inc. The Company continues the businesses of the Numbered Company and began trading on November 12, 2007, as a Mining Issuer on TSX Venture Exchange under the symbol "DUR". Shortly thereafter, on May 20, 2008, the Company graduated to Toronto Stock Exchange and started to trade under the same symbol.

The Company is engaged in the exploration of uranium in Canada. The Company acquired 100% interest in 330 claims in Northwestern Ontario comprising over 70,000 hectares, 100% interest in 277 claims in Northeastern Ontario comprising over 66,000 hectares and 60% interest in 34 claims in the Deer Lake Basin in western Newfoundland comprising over 85,000 hectares.

**PROJECT ACTIVITY**

For the first time in the history of exploration in this part of Ontario, one company controls nearly all of the significant uranium occurrences as well as a large lake bottom sediment uranium anomaly. Historically there were 42 uranium occurrences known in this part of Ontario and their location coincides with that of a large uranium anomaly in lake-bottom sediments; current drilling has identified an additional twelve anomalies in this area.

The Kenora properties are considered to have moderate potential to host uranium deposits because: known basement lithologies are favourable (leucogranitic peraluminous bodies); previous exploration has revealed the presence of uranium bearing rocks and one area has been the focus of diamond drilling and drifting in the mid 50's and 70's to evaluate a uranium bearing zone; anomalous uranium values in lake bottom sediments and soil were discovered by the OGS in 2004. Exploration work in the mid 70's has outlined a small uranium deposit.

The Company has completed follow-up ground geophysics and scintillometer surveys on the Kenora properties.

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### **Richard Lake**

The drilling program, comprising 20 holes totalling 2,151 m, was designed to confirm historic drill results as well as testing for possible strike extensions of the mineralized horizon to the northeast and southwest. The program was successful in both respects, identifying the uranium mineralized pegmatite within previously reported zones, as well as extending mineralization along strike to the northeast and southwest. For complete drill results on the Richard Lake Uranium Deposit please refer to the Company's news releases dated May 26, 2008 and April 17, 2008.

### **Bee Lake**

Twelve holes totalling 1,070 metres were drilled at Bee Lake. The Bee Lake occurrence is located in Tustin Township and was discovered in the early 1950's. Radioactive mineralization is associated with an irregular pegmatite mass that has a reported thickness of up to 30 m and length of 820 m and is in contact with intermediate to mafic metavolcanics and gneissic granodiorite of the Feist Lake Pluton.

### **Petursson Lake**

To the southeast of the Bee Lake occurrence is the Petursson Lake uranium showing, which has been interpreted to represent a strike extension of the Bee Lake Zone. Dimensions of the radioactive zone have been reported in excess of 400m in length and up to 10m wide. Historical results for this zone include up to 42 lbs/ton  $U_3O_8$  in grab samples taken in the pegmatite. Current exploration by Company suggests that the Bee Lake-Petursson Lake Zone does in fact represent a continuous section of pegmatite-hosted mineralization, and that the potential dimensions are larger than previously thought. Future exploration will be designed to confirm this interpretation through continued surface sampling and diamond drilling.

### **Preston East Dome**

Five holes totalling 880 metres were completed near the Preston East Dome uranium occurrence located at the eastern end of the Kenora Project. The showing was discovered in 1955 by Preston East Dome Mines Ltd. and has seen limited exploration. Radioactive mineralization at Preston East Dome is associated with an irregular pegmatite intrusive hosted by metasedimentary gneisses. Diamond drilling by Preston East Dome Mines in 1955 returned two intersections of 8.8 metres and 3 metres, in a single drill hole, that graded 0.28% (5.6 lbs/ton) and 0.31% (6.3 lbs/ton)  $U_3O_8$ , respectively. Reports of previous airborne radiometric surveys suggest that the radioactive zone extends for more than 1.8 kilometres, while the Company's recent airborne indicates the strongest section of the anomaly is over 1 kilometre in strike length and is situated to the east of the known surface occurrence.

### **Wilson Lake**

Five holes totalling 1,038 metres were drilled on the Wilson Lake occurrence, which is located in the center of the Kenora Project. Discovered in 1955, very little historical work has been undertaken on this prospect and consequently little was known about the occurrence prior to the Company's work. During the 2007 field season, the Company identified consistently high scintillometer readings across pegmatites ranging up to several hundred metres in width, indicating a potential for significant tonnage at this occurrence. Rocks are comprised of numerous radioactive pegmatite dykes hosted by metasedimentary layers within the volcanic belt. Secondary uranium minerals can be observed along cleavage planes in the pegmatites at numerous locations.

### **Deer Lake Basin - Newfoundland & Labrador**

On December 30, 2008, the Company signed an option agreement with Spruce Ridge Resources Ltd. (TSX-V: SHL) ("Spruce Ridge"), pursuant to which the Company has been granted the option to acquire an undivided 60% ownership interest in the Deer Lake Basin Uranium Project. Upon completion of the option, the Company will enter into a joint venture agreement with Spruce Ridge for the remaining 40% interest.

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On January 5, 2009, the Company announced the results of the prospecting, sampling and assaying program carried out during the summer of 2008 on its 57,000 hectare Kenora property. A total of 2,484 samples were collected and assayed. Combined with an additional 701 samples collected in 2007, these samples have defined twelve anomalies that warrant further work in the coming year. Sixteen (16) of the samples yielded results over 2,000 ppm U<sub>3</sub>O<sub>8</sub>. The twelve anomalies that warrant further work on the basis of these assay results include, the Nixon Lake and Ely Lake zones, which have already been tested by limited diamond drilling. The other ten anomalies have not been drilled. These target areas will be mapped in detail in 2009, with additional sampling and assaying as necessary, with a view to defining drill targets for an expanded drill program expected to commence in July.

## **MINERAL RESOURCE PROPERTIES**

### **Northwestern Ontario: Kenora Uranium Project**

#### *Project Description and Location:*

The Kenora Project consists of 278 claims consisting of 3,563 claim units and covering 57,008 hectares; the mineral claims are defined by the Mining Act of 1991, revised in 2000, of the province of Ontario.

#### *Accessibility, Climate, Local Resources, Infrastructure and Physiography:*

The properties are located about 30 km west of the town of Kenora northwestern Ontario and approximately 240 km east of the city of Winnipeg in Manitoba, Canada. Winnipeg (population 700,000) is serviced by scheduled commercial airlines and highways. Access to the properties is by Trans-Canada Highway (Highway 17); the main lines of the Canadian Pacific Railway cross the area to the south and the Canadian National Railway lines cross the south part of the area. Power lines and the Trans-Canada pipeline run approximately parallel to each other just south of Highway 17.

The climate varies from -50°C in winter to +30° in the summer. Freeze-up begins in late November and break-up occurs in mid to late April.

#### *History:*

- a) **Previous Work:** Ground prospecting found numerous radioactive anomalies some of which saw some trenching, drilling and drifting from the mid 1950's to the late 1960's. There are 42 known radioactive occurrences in the Kenora east area. Companies involved in Uranium exploration were: New Campbell Island Mines, Tustin Mines Ltd., Olympia Mines Ltd., Coulee Lead and Zinc Mines, Noranda Mines, Kenoratomic Mines Ltd., Quebec Ascot Copper Corp., Viceroy Uranium Corp., and Anschutz Uranium Corp in the mid 50's and 70's. Prospecting for base metals was conducted by Alcock, Campbell Island Mines, Conquest Exploration Ltd, Selco, Falconbridge Nickel Mines, Noranda, Isenbaert, and Rio Algom sporadically from 1953 through 1990.

In the early 80's, Rio Algom explored the Game Lake area for copper-zinc sulfides. In the 1990's, Noranda Exploration Company searched for sulphide mineralization in the Kimber Lake area by conducted horizontal loop electro-magnetic surveys. In 2002, the Ontario Geological Survey completed an extensive campaign of lake bottom sediment sampling over the area covered by the NTS sheets 52F-11, -13, -14, -15. 932 lake sites were sampled and analyzed for a suite of 50 elements including Uranium. In 2004, Emerald Fields Resources Corporation explored the Game Lake area and still holds some claims.

- b) **Results:** Previous exploration for uranium in the area led to the discovery of 42 occurrences mentioned in the Mineral Deposit Index of Ontario of which some saw exploration in the form of trenching, drilling and even drifting.

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The Coulee Lead and Zinc Mines (K0145) conducted a radiometric survey in 1967 and found many anomalous zones near Game Lake (K0302). The area is underlain by metasediments intruded by felsic granitic rocks. Uranium mineralization is linked to pegmatites and erratically distributed in the pegmatites bodies.

There are many more occurrences, all showing the same kind of grades and limited extent (width and length). Uranium associated with pink pegmatite bodies intruding the metasediments; the pegmatites are often hematized and show local enrichment in magnetite; often secondary yellow minerals are observed on the fractures.

The Lake Bottom sediment survey outlined several areas with anomalous uranium values ranging from an average of 7.74 ppm with a median of only 3.75 ppm, up to 90 ppm. Two areas have values above 19 ppm (6 times the median, over twice the average): the westernmost and largest one (15 km by 40 km) covers a large portion of the townships of Macnicol to Langton, and it is where most of the previous radiometric showings (uranium) had been found in the past; and the easternmost is by Bluett Lake, Drope Township. The largest anomaly, northwest of Eagle Lake, covers the metasedimentary volcanic belt of Bruin Lake, which is intruded by numerous dikes and sills of pegmatites and gabbros. Of the 865 samples that were analyzed for uranium, the latter element correlates with such elements as the Rare Earth (La, Eu, Y and Yb), Pb and Mo, and to a lesser extent Ag, Cs, Cd. Uranium correlates negatively with Rb, Sn and Zr. Uranium does not correlate with LOI (could be linked to organic matter content if correlated with LOI). It is only when one considers the samples from the westernmost and largest anomaly (307 samples only) that uranium correlates with Th; still there uranium correlates negatively with LOI (no links with organic matter content).

#### *Geological Setting:*

All the rocks in the area are of Archaean in age and belong to the Superior Province. One belt of volcanic rocks, regionally metamorphosed to lower amphibolite to upper greenschists facies forms an east-trending belt varying in width from about 2.8 km in the east (Langton Township), to 0.8 km in the west (Macnicol Township). This volcanic belt is bordered to the north by the English River subprovince and to the south by the Wabigoon subprovince, composed of distinct granitic batholiths with a complex history: the Lount Lake batholith to the north, and the Dryberry batholith to the south.

In the Macnicol, Tustin, Bridges, Docker and Langton townships, the metasedimentary sequence is composed of a mafic volcanic band, 1 to 2 km wide, with intercalated sandstones, argillites and siltstones, along with discontinuous bands of felsic to intermediate pyroclastics in the west (Tustin, Bridges) and flows (Docker); Map 2006-ON-01, included in this report. Throughout the area, the metasedimentary sequence is intruded by gabbro sills and pegmatite dikes. Numerous occurrences of copper and uranium mineralisation are known throughout the above townships, in association with the pegmatites. The pegmatite dikes vary greatly in size and shape, ranging from a metre to about 1,500 m in length and centimetres to 300 m in width; they often branch out and appear to follow the foliation, but locally they transect it.

Some late diabase dikes are reported to the southeast of the area of interest; they are dated 1,900 to 1,500 M.a.; the granitic batholiths are dated at 2,600 to 2,500 M.a. It is considered that the large plutons predate most of the more potassic rocks that intrude the metasedimentary sequence.

Faulting is reported to be parallel and sometimes across the regional strike and has made it difficult to correlate the various volcanic and volcano-sedimentary units; therefore the stratigraphic column is not entirely clear.

Pleistocene glacial deposits are rare in the area. Lacustrine deposits are recent features.

### *Deposit Types:*

Based on existing geology one could expect deposits of the following types:

- ▲ Bancroft Area, granitic pegmatite dikes in calcareous metasediments and gneiss (1.3 million tonnes of 0.11 U<sub>3</sub>O<sub>8</sub>) with uraninite associated with magnetite, hematite. A large pluton flanks the mineralized pegmatite en-echelon dykes transgressing the metasediments.
- ▲ Beaverlodge vein type in granitic rocks, 500 to 1,000 thousand tonnes of 0.14 to 0.25 % U; vein linked to major structural features (mylonites) and faults and the unconformity between the granitic Aphebian rocks and the Martin Helikian sediments. Pitchblende is the main uranium mineral and later than the main igneous or metamorphic activity. This part of Ontario is not known for multiple stage geological history except for the diabase dikes of the 1,900 M.a.
- ▲ Vein type uranium in granitic rocks and adjacent metasediments like in Western Europe; linked to alkaline granites along major structures, development of "Episyenite" by removal of quartz and introduction of albite, destruction of feldspar and replacement by Mg rich muscovite creating the "sponge" rocks. The veins are linked to major structural markers in "fertile" granite. These deposits vary in size from 5 to 10,000 tonnes of uranium metal at a grade of 0.15 to 0.3 % U.
- ▲ Michelin type deposits in metavolcanic rocks (7,000 tonnes of uranium at a grade 0.11%): uranium disseminated in the sediments; albitization, hematization and carbonatisation accompany these types of deposits. Fluorite and molybdenum are often associated with uranium.
- ▲ Rössing type deposits are in the Damaran orogenic belt, composed of late Precambrian sedimentary and volcanic rocks (about 900 M.a. in age), intensely deformed and metamorphosed during the Damaran orogenic event about 510 M.a. ago. Quartzites, marbles, gneisses and schists are intruded numerous dikes of alaskites (leucogranitic rock resulting from anatexis), uraniumiferous granites and pegmatites; the deposit covers a large area 1.5 km long and about 0.5 km wide. The entire series is folded isoclinally along northwest-southwest axis. The deposit lies on the flank of a dome in the complex basin of domes and basins. Alaskite is present beyond the deposit limits and is not always uraniumiferous. The main mineral is uraninite. At Rössing the tonnage is in the order of several hundred million tonnes; the Rössing Uranium mine has been in operation since the mid-70's producing between 2,000 and 4,000 tonnes a year of U; current mine project is planning expansions to be in operation until 2025.

There are no known signs of regolith development which could point towards unconformity deposits (Saskatchewan) under the sandstones of the metasedimentary volcanic belt of the Kimber Lake area.

### *Mineralization:*

Of the 42 known occurrences in the Kenora Project area, the most important uranium occurrences are considered to be those with extensive previous work programs, high-grade uranium mineralization or strong geological potential to host economic mineralization. These are: the Richard Lake Mine (New Campbell Mines); and the Hawk Lake; Bee Lake; Peturson Lake; Game Lake (Coulee Lead and Zinc Mines); Kimber Lake; Cobble Lake and Corner Lake occurrences.

### **Northeastern Ontario: Timmins Uranium Project**

The Company's 100% owned Timmins Uranium Project is located in Northeastern Ontario and stretches from Shining Tree to Sault Ste. Marie. The project consists of two hundred and seventy-seven claims comprising 4,186 claims units and covering 66,976 hectares.

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The properties were acquired by staking and targeting uranium mineral occurrences and radiometric anomalies, typically in granite and granite-greenstone terranes. Similar to the Kenora Uranium Project, most of the Timmins projects can be classified under the Intrusive Deposit model for uranium deposits, which are represented by low-grade, high tonnage deposits associated with intrusive rocks. Major world deposits include Rössing (Namibia), Ilimaussaq (Greenland) and Palabora (South Africa). The most well known example of the Intrusive-type deposit is the Rössing Mine in Namibia, which accounts for 8% of the World's uranium production and has been producing continuously from 1976.

The remainder is found in geological settings with the potential to host uranium deposits similar to those in Elliot Lake, namely the Quartz-Pebble Conglomerate type. These deposits are hosted by sedimentary units with uranium mineralization typically occurring within the sedimentary matrix. Quartz-Pebble Conglomerate deposits make up approximately 13% of the world's uranium resources. Individual deposits range in size from 6,000 - 170,000 tonnes contained  $U_3O_8$  and major examples are the Elliot Lake deposits in Canada and the Witwatersrand gold-uranium deposits in South Africa.

#### **Newfoundland & Labrador: Deer Lake Basin Uranium Project**

The 85,200 hectare property covers approximately 50 percent of the Carboniferous-age Deer Lake sedimentary basin in west-central Newfoundland. Within the basin, the property includes more than 90 percent of the area underlain by rocks of the Rocky Brook Formation, which hosts numerous historic uranium occurrences. The northern part of the property lies outside the Deer Lake basin and covers a 30 kilometre length of a major tectonic zone that transects the island, and is part of a continental-scale structural trend that plays host to uranium occurrences as far south as North Carolina.

Within the Deer Lake basin, two types of uranium occurrence have been identified on the property. In the Rocky Brook Formation there are at least 56 recorded occurrences of uranium mineralization on the Deer Lake property. These occurrences are all in the banks of rivers and streams that have cut through the overburden to expose bedrock; all the intervening ground is essentially unexposed. Uranium is associated with accumulations of organic material in shaley limestone that has distinct similarities to present-day calcrete that can contain substantial bodies of uranium mineralization. The Yeelirrie deposit in Australia and the Langer-Heinrich and Trekkopje deposits in Namibia are examples of calcrete-hosted uranium. Spruce Ridge has worked on one group of these occurrences at North Brook, where assays from surface samples have ranged up to 3.73%  $U_3O_8$  as well as 1.05% copper and 65.9 g/T silver.

The Deer Lake Basin also has the potential to contain sandstone-hosted uranium. On the adjacent property of Altius Minerals Corporation (TSX: ALS) and JNR Resources Inc. (TSX-V: JNN), boulders of red sandstone have been found, containing up to 10%  $U_3O_8$  with associated silver values.

At the Incinerator Road group of showings, uranium mineralization is exposed in outliers of conglomerate on a steep hillside at the northwestern edge of the basin. This hillside represents an "exhumed unconformity", where the Carboniferous sediments lie on much older crystalline limestone and dolomite. The conglomerate consists of pebbles and cobbles of these older rocks in a limestone matrix. Individual surface samples have assayed up to 0.095%  $U_3O_8$ . Fourteen diamond drill holes were put down by Spruce Ridge in 2007 in the Incinerator Road area, of which seven encountered anomalous radioactivity. The highest individual assay from drill core was 0.031%  $U_3O_8$  over 0.30 metres, and the best overall intersection was in hole IR07-06 which cut an average of 0.010%  $U_3O_8$  over 7.94 metres, with a second intersection of 0.007%  $U_3O_8$  over 1.98 metres. There is indirect geological evidence that the uranium mineralization at Incinerator Road, in permeable rocks exposed

on high ground, may have been depleted by weathering; it is anticipated that unweathered material may contain higher grades of uranium.

Two kilometres outside the Deer Lake basin, prospecting by Spruce Ridge has located mineralization in the Determination Zone, an area of clay-altered felsic volcanics that has returned assays up to 0.275% U<sub>3</sub>O<sub>8</sub>, with an average of 0.156% U<sub>3</sub>O<sub>8</sub> from eleven samples collected over an area of 110 metres by 22 metres. It is possible that the Determination Zone may be related to the unconformity at the base of the Carboniferous sediments; the clay alteration is dominated by illite, which is one of the main alteration minerals associated with unconformity-type uranium deposits in the Athabasca Basin of Saskatchewan.

The structural corridor covered by the northern part of the Deer Lake property also has the potential for mylonite/breccia hosted uranium mineralization similar to that in the multi-million pound Coles Hill-Swanson uranium deposit in southern Virginia.

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## RISKS AND UNCERTAINTIES

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The Company is in the exploration stage and has not yet determined whether its mineral resource properties contain reserves that are economically recoverable. The continued operations of the Company and the recoverability of amounts shown for mineral resource properties is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource properties, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource properties.

The Company is subject to numerous risk factors that may affect its business prospects in the future. These risks include, but are not limited to, the Company's access to additional capital to fund future activities, the loss of mineral properties or the inability to obtain mining licences, the inherently risky nature of the Company's activities and its lack of experience in bringing an exploration property into production, foreign exchange fluctuations, the political stability and economic uncertainty of those areas in which the Company carries on operations and the lack of infrastructure in those areas, title risks, the risks and uncertainties associated with joint ventures and the Company's reliance on third parties, statutory and regulatory compliance, the adequacy and availability of insurance coverage, the Company's dependence upon employees and consultants and fluctuations in mineral prices.

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## SELECTED ANNUAL INFORMATION

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	Year ended February 28, 2009	15 months ended February 29, 2008	Year ended November 30, 2006
Interest and other income	\$ 126,981	\$ 213,485	\$ 55,824
Net loss	4,261,155	1,385,302	30,000
Loss per share - basic and fully-diluted	0.146	0.059	0.002
Total assets	8,042,915	11,284,993	1,480,926
Dividends declared	\$ Nil	\$ Nil	\$ Nil

## RESULTS OF OPERATIONS

### PERIODS ENDED FEBRUARY 28, 2009

	Year ended February 28, 2009	15 months ended February 29, 2008
<b>General and administrative expenses</b>		
Professional fees	\$ 109,533	\$ 71,146
Consulting fees	585,481	49,277
Management fees	-	486,363
Salaries and benefits	1,063,289	38,759
Stock-based compensation	1,235,403	749,937
General and office	546,668	136,203
Investor relations	494,320	188,890
Travel	220,303	32,998
Interest	295	10,042
Part XII.6 tax	19,896	-
Amortization	90,873	7,772
	<b>4,366,060</b>	<b>1,771,387</b>
Loss before the undernoted items	<b>(4,366,060)</b>	<b>(1,771,387)</b>
Interest income	126,981	106,483
Gain on sale of investments	-	107,002
Writedown of mineral resource properties	<b>(212,025)</b>	-
<b>Loss before taxes</b>	<b>(4,451,105)</b>	<b>1,557,902)</b>
Income tax recovery	189,950	72,600
<b>Loss for the period</b>	<b>\$ (4,261,155)</b>	<b>\$ (1,385,302)</b>

On November 9, 2007, the Company acquired all of the issued and outstanding common shares of 4316282 Canada Inc. ("4316282 Canada"). The comparative figures reported are those of 4316282 Canada, and therefore, the net loss is not comparable to the same period in the previous year.

## SUMMARY OF QUARTERLY RESULTS

3 months ended	Interest and other income	Net income (loss)	
		Total	Per share
February 28, 2009	5,003	(872,881)	(0.030)
November 30, 2008	21,781	(1,534,076)	(0.053)
August 31, 2008	38,632	(1,112,215)	(0.038)
May 31, 2008	61,565	(741,981)	(0.026)
February 29, 2008	(123,501)	(494,719)	(0.019)
November 30, 2007	59,604	(1,097,805)	(0.090)
August 31, 2007	-	108,805	(0.050)
May 31, 2007	-	(3,842)	(0.000)

On November 9, 2007, the Company acquired all of the issued and outstanding common shares of 4316282 Canada Inc. The net loss for the 3 months ended November 30, 2007 reflected the costs of commencing the operations of the Company and stock-based compensation of \$771,110.

The net loss for the 3 months ended November 30, 2008 reflects stock-based compensation of \$374,385 and a writedown of mineral resource properties of \$204,000.

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## LIQUIDITY AND CAPITAL RESOURCES

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The Company is not in commercial production on any of its mineral resource properties, and accordingly, the Company has no revenues. The Company finances its operations by raising capital in the equity markets.

As at February 28, 2009, the Company had working capital of \$1,411,441 (February 29, 2008 - \$7,647,317), which included cash and cash equivalents of \$975,052 (February 29, 2008 - \$7,777,914). The reduction in working capital and cash resulted from the use of cash for operations of \$3,479,790, purchase of capital assets of \$279,928 and expenditures on mineral resource properties of \$3,043,144.

In order to earn its 60% interest in the Deer Lake Basin Uranium Property, the Company must make option payments, issue common shares and incur exploration expenditures as follows:

To earn 60% interest	Option payments	Common shares	Exploration expenditures
Paid/issued	\$ 100,000	200,000	\$ -
December 10, 2009	100,000	200,000	500,000
December 10, 2010	200,000	200,000	1,000,000
December 10, 2011	200,000	200,000	1,500,000
	\$ 600,000	800,000	\$ 3,000,000

Currently, there is no fieldwork under way at the Company's properties. Although the Company has planned fieldwork for the summer and required exploration expenditures of \$500,000 by December 31, 2009 with respect to the Deer Lake option agreement, no fieldwork will be initiated until such time that a financing can be completed. It is likely that the Company will need to raise additional capital in the near term to fund its ongoing operations and exploration activities. Uncertainty exists as to the ability of the Company to raise additional capital as required. In that regard, the Company is currently involved in discussions to complete an equity financing. In addition, the Company is in the process of completing a business combination involving its wholly-owned gold subsidiary, whereby the Company would receive 4,000,000 shares in a TSX listed company which could also provide additional liquidity for the Company (see "Proposed Transaction"). In the event that additional financing cannot be arranged, the Company will consider the negotiation of a deferral of the required expenditures for Deer Lake option agreement and additional cost reductions.

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## TRANSACTIONS WITH RELATED PARTIES

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	Year ended February 28, 2009	15 months ended February 29, 2008
Management fees paid to three directors and officers	\$ -	\$ 451,125
Salaries and benefits paid or payable to two directors and officers	628,500	-
Consulting fees included in mineral resource properties paid to two directors of the Company and a company controlled by them	476,612	-
Fees included in investor relations paid to a company controlled by a director of the Company.	4,352	-
Consulting fees paid to company controlled by an officer of the Company	\$ 48,000	\$ -

Prepaid expenses and deposits includes deposits of \$11,500 (2008 - \$nil) paid to a director and officer and a company controlled by a director and officer of the Company and accounts payable and accrued liabilities includes \$12,941 (2008 - \$nil) owed to a director of the Company.

These transactions were in the normal course of business and are recorded at an exchange value established and agreed upon by the related parties.

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## PROPOSED TRANSACTIONS

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On February 26, 2009, the Company entered into a letter of intent, pursuant to which, Carlisle Goldfields Limited ("Carlisle") will acquire the outstanding common shares and warrants of the Company's wholly-owned subsidiary, Delta Precious Metals (Ontario) Inc. ("Delta Precious"), which holds the Company's gold mineral resource properties. The transaction will constitute a reverse-takeover under the policies of the Toronto Stock Exchange ("TSX").

- a) Carlisle will consolidate its outstanding common shares, stock options and warrants on the basis of 10 old securities for 1 post-consolidation security.
- b) Delta Precious will complete a private placement of a minimum of 10,000,000 and a maximum of 20,000,000 units at a price of \$0.50 per unit for gross proceeds of a minimum of \$5,000,000 and a maximum of \$10,000,000 ("Private Placement"). Each unit will consist of one common share and one warrant entitling the holder to purchase one common share at a price of \$0.75 per common share for 2 years from the closing of the Private Placement.
- c) Carlisle will exchange one of its post-consolidation common shares for each of the 4,000,000 common shares of Delta Precious owned by the Company and each of the common shares issued pursuant to the Private Placement.
- d) Carlisle will exchange one of its warrants entitling the holder to purchase one post-consolidation share at a price of \$0.75 for 2 years from the closing of the Private Placement for each warrant issued pursuant to the Private Placement.

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The transaction is subject to the following conditions:

- a) the completion of due diligence and negotiation of a definitive share exchange agreement or amalgamation agreement by May 27, 2009.
- b) Delta Precious completes the Private Placement.
- c) Delta Precious enters into an option agreement for the Surluga Property.
- d) approval of the Board of Directors of the Company.
- e) the Company receiving all necessary regulatory approvals.
- f) Carlisle completes the consolidation of its outstanding securities and provides evidence satisfactory to the TSX that it has 150 shareholders holding a minimum of 100 post-consolidation common shares.
- g) Carlisle receives approval of the TSX for the conditional listing of the common shares and warrants issued pursuant to the Private Placement.
- h) Carlisle receives shareholder approval at its annual meeting to be held on or about June 5, 2009 and all necessary regulatory approvals.

On April 16, 2009, the Company acquired an option to acquire a 60% interest in the Surluga Property, which consists of 172 claims covering 23,456.6 hectares located 2 kilometres east of Wawa, Ontario. In order to earn its interest, the Company must make option payments, issue common shares and incur exploration expenditures as follows:

To earn 60% interest	Option payments	Common shares	Exploration expenditures
Paid/issued	\$ 100,000	250,000	\$ -
April 16, 2010	-	250,000	500,000
April 16, 2011	-	250,000	1,500,000
April 16, 2012	-	250,000	2,000,000
April 16, 2013	-	-	4,000,000
	\$ 100,000	1,000,000	\$ 8,000,000

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## CRITICAL ACCOUNTING ESTIMATES

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### MINERAL RESOURCE PROPERTIES

Costs relating to the acquisition, exploration and development of mineral resource properties are deferred until the properties are brought into commercial production, at which time, they are amortized over the estimated useful life of the related property on a unit-of-production basis. The cost of mineral resource properties includes the cash consideration and the fair value of shares issued on the date the property is acquired. The proceeds from options granted on properties are credited to the cost of the related property. When a property is determined to be non-commercial, non-productive or its value impaired, those costs in excess of estimated recoveries are charged to operations.

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The recoverability of amounts shown for mineral resource properties is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource properties, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource properties.

The amount shown for mineral resource properties does not necessarily represent present or future value. Changes in future conditions could require a material change in the amount recorded for mineral resource properties.

#### **STOCK-BASED COMPENSATION**

Stock-based compensation is determined using the Black-Scholes option pricing model, which requires the input of subjective assumptions, including the expected price volatility of the Company's common shares and the expected life of the options. Changes in these input assumptions can materially affect the estimate of fair value.

#### **CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION**

On March 1, 2008, the Company adopted CICA Handbook Section 1535, "Capital Disclosures" which requires the disclosure of objectives, policies and processes for managing capital; Section 3862, "Financial Instruments – Disclosures" and Section 3863, "Financial Instruments – Presentation" which requires the disclosure of the nature and extent of risks arising from financial instruments and how those risks are managed; and amendments to Section 1400, "General Standards of Financial Statement Presentation" which requires an assessment of the ability to continue as a going concern. Beyond additional disclosure, the adoption of these new accounting standards did not have an effect on the Company's financial statements.

#### **FUTURE CHANGES IN ACCOUNTING POLICIES**

On March 1, 2009, the Company will adopt CICA Handbook Section 3064, "Goodwill and Intangible Assets" which will replace Section 3062. The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of pre-production and start-up costs and requires that these costs be expensed as incurred. Concurrent with the introduction of this standard, the CICA withdrew EIC-27, Revenues and Expenses during the pre-operating period. The Company is currently assessing the impact of this new accounting standard on its financial statements.

#### **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

The carrying value of cash and cash equivalents, receivables, and accounts payable and accrued liabilities approximates fair value due to the short-term nature of these financial instruments.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, interest rate risk and commodity price risk.

##### **Currency risk**

As the majority of the Company's expenditures are in Canadian dollars, the Company limits its exposure to currency risk by maintaining its cash and cash equivalents in Canadian dollars.

##### **Credit risk**

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

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### **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages its liquidity risk through the management of its capital structure as outlined in note 9.

### **Interest rate risk**

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk due to the short-term nature of its financial instruments.

### **Commodity price risk**

The Company is exposed to commodity price risk with respect to uranium prices. A significant decline in uranium prices may affect the Company's ability to obtain capital for the exploration and development of its mineral resource property.

## **CONTROLS AND PROCEDURES**

The Chief Executive Officer and Chief Financial Officer have designed disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is made known to them by others within the Company, particularly during the period in which the interim filings are being prepared. The Chief Executive Officer and Chief Financial Officer have also designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements in accordance with Canadian generally accepted accounting principles. The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company's disclosure controls and procedures and assessed the design of the Company's internal controls over financial reporting. As the Company has a limited number of personnel, management has concluded that a weakness exists in the design of internal controls over financial reporting caused by a lack of adequate segregation of duties. This weakness has the potential to result in material misstatements in the Company's financial statements and should also be considered a weakness in its disclosure controls and procedures. Management has concluded that taking into account the present stage of the Company's development and the best interests of its shareholders, the Company does not have sufficient size and scale to warrant the hiring of additional personnel to correct this weakness at this time. To help mitigate the impact of this weakness and to ensure quality financial reporting, there are supervisory controls exercised by management and audit committee oversight, and in the future, interim financial statements will be reviewed by the Company's auditors.

There has been no change in the Company's internal control over financial reporting that occurred during the Company's most recent interim period that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## **DISCLOSURE OF OUTSTANDING SHARE DATA (AS AT MAY 14, 2009)**

### **Shares**

#### *Authorized*

An unlimited number of preference shares issuable in series with terms to be fixed by the Board of Directors.

An unlimited number of common shares without par value.

#### *Outstanding:*

29,519,787 common shares.

## Stock options

### Authorized:

5,813,957 stock options.

### Outstanding:

Exercise price	Options outstanding	Options exercisable	Expiry date
\$1.00	1,800,000	1,500,000	November 20, 2012
\$1.00	575,000	287,500	March 3, 2013
\$1.00	1,770,000	230,000	July 9, 2013
\$0.50	50,000	50,000	February 15, 2010
\$0.50	150,000	50,000	February 15, 2011
\$0.40	1,000,000	1,000,000	December 8, 2011
	5,345,000	3,117,500	

## FORWARD-LOOKING STATEMENTS

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The words "anticipate", "believe", "estimate", "expect", "intend", "may", "plan", "will", "would", "should", "guidance", "potential", "continue", "project", "forecast", "confident", "prospects", and similar expressions typically are used to identify forward-looking statements. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the Company's business and the industry and markets in which it operates. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied by these forward-looking statements due to a number of factors, including but not limited to the Company's access to additional capital to fund future activities, the loss of mineral properties or the inability to obtain mining licences, the inherently risky nature of the Company's activities and its lack of experience in bringing an exploration property into production, foreign exchange fluctuations, the political stability and economic uncertainty of those areas in which the Company carries on operations and the lack of infrastructure in those areas, title risks, the risks and uncertainties associated with joint ventures and the Company's reliance on third parties, statutory and regulatory compliance, the adequacy and availability of insurance coverage, the Company's dependence upon employees and consultants and fluctuations in mineral prices. These risks, as well as others, could cause actual results and events to vary significantly. The Company expressly disclaims any intent or obligation to update these forward-looking statements, unless the Company specifically states otherwise.

## ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).