

TEMEX RESOURCES CORP.

Three Months Ended May 31, 2008

**Management's Discussion & Analysis
of Financial Condition and Results of Operations
Dated July 24, 2008**

TEMEX RESOURCES CORP.

MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**At May 31, 2008
(Form 51-102F1)**

Date: July 24, 2008

GENERAL

The following discussion of performance, financial condition and future prospects should be read in conjunction with the unaudited Financial Statements for the three months ended May 31, 2008 and the Audited Financial Statements for the years ended February 29, 2008 and February 28, 2007 of Temex Resources Corp. ("Temex" or the "Company") and Notes thereto (the "2008 Financial Statements"). This discussion covers the most recently completed financial quarter and the subsequent period up to the date of the filing of this management's discussion & analysis ("MD&A"). All dollar amounts are stated in Canadian dollars, unless otherwise noted. The financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Readers are encouraged to read the Company's public information filings on Sedar at www.sedar.com.

FORWARD-LOOKING STATEMENTS

Certain statements contained in the following sections of this MD&A constitute forward-looking statements. These statements relate to future events of the Company's future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Information concerning the interpretation of drill results, mineral resource and reserve estimates and capital cost estimates may also be deemed as forward-looking statements as such information constitutes a prediction of what mineralization might be found to be present and how much capital will be required if and when a project is actually developed. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A. Such statements are based on a number of assumptions which may prove to be incorrect, including, but not limited to, assumptions about:

- general business and economic conditions;
- the supply and demand for, deliveries of, and the level and volatility of prices of base metals;
- the availability of financing for the Company's development project on reasonable terms;
- the ability to procure equipment and operating supplies in sufficient quantities and on a timely basis;
- the ability to attract and retain skilled staff;
- market competition;
- the accuracy of our resource estimate (including, with respect to size, grade and recoverability) and the geological, operational and price assumptions on which it is based;
- tax benefits and tax rates.

These forward-looking statements involve risks and uncertainties relating to, among other things, changes in commodity and, particularly, base metal prices, access to skilled mining development and mill production personnel, results of exploration and development activities, the Company's limited experience with production and development stage mining operations, uninsured risks, regulatory changes, defects in title, availability of materials and equipment, timeliness of government approvals, actual performance of facilities, equipment and processes relative to

specifications and expectations and unanticipated environmental impacts on operations. Actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially include, but are not limited to, the risk factors incorporated by reference herein. See “**Risk Factors**”. The Company cautions that the foregoing list of important factors is not exhaustive. Investors and others who base themselves on the Company's forward-looking statements should carefully consider the above factors as well as the uncertainties they represent and the risk they entail. The Company also cautions readers not to place undue reliance on these forward-looking statements. Moreover, these forward-looking statements may not be suitable for establishing strategic priorities and objectives, future strategies or actions, financial objectives and projections other than those mentioned above.

OVERVIEW OF PERFORMANCE

In summary, the Company's financial condition has decreased slightly over the three months ended May 31, 2008. Working capital was \$5,711,504 at May 31, 2008 as compared to working capital of \$7,372,796 at February 28, 2008, after having raised net proceeds of \$9,000 from the exercise of options and expended \$1,400,700 on mineral properties and capital assets and \$269,593 on other corporate operations.

MINERAL PROPERTIES

Accumulated costs with respect to the Company's interests in mineral properties owned, leased or under option, are comprised of the following:

	Opening February 29, 2008	Expenditures (Costs Recovered)	Write-Down	Ending May 31, 2008
Juby Gold Project	\$ 3,456,652	\$ 533,370	\$ (1,383)	\$ 3,988,639
Latchford Gold and Diamond Project	2,240,087	383,886		2,623,973
Timmins Gold and Nickel Project	2,271,560	358,965		2,630,525
Gowganda Silver Project	3,400,701	23,858		3,424,559
Wilson Lake Diamond Project	3,059,153	14,694		3,073,847
Uranium Project	257,283	161,778		419,061
Webequie Project	1,512,749	(75,851)		1,436,898
Other Projects	528,077			528,077
	\$ 16,726,262	\$ 1,400,700	\$ (1,383)	\$ 18,125,579

RESULTS OF OPERATIONS

The Company is engaged in the acquisition, exploration and advanced exploration of properties for the discovery of precious and base metals, uranium and diamonds in Ontario.

Three Months Ended May 31, 2008

The net loss for the three months ended May 31, 2008 (“2008”) was \$311,136 (\$0.00 per share) compared to net loss of \$545,181 (\$0.01 per share) for the same period in the prior year (“2007”). The decrease in net loss of \$234,045 is substantially attributable to the following:

- (i) a decrease in stock-based compensation expense of \$356,590 from \$394,865 in 2007 to \$38,275 in 2008;
- (ii) an increase in consulting fees of \$16,225 from \$38,288 in 2007 to \$54,513 in 2008 due to increased exploration and corporate activity;
- (iii) an increase in office and general expenses of \$126,124 from \$35,190 in 2007 to \$161,314 in 2008 due to increased promotion, travel and attendance at trade shows;
- (iv) an increase in professional fees from \$7,000 in 2007 to \$53,790 in 2008 due to increased corporate activity;

- (v) an increase in other income of \$20,381 from \$Nil in 2007, which arises from fees charged for the management of exploration projects;
- (vi) an increase in interest income of \$15,109 from \$32,883 in 2007 to \$47,992 in 2008, which arises from the investment of proceeds from the placement of common shares;
- (vii) a decrease in the write-down of mineral properties of \$11,955 from \$13,338 in 2007 to \$1,383 in 2008.

Cash expenditures on mineral properties during the three months ended May 31, 2008 were \$1,400,700. For the same period in the prior year, cash expenditures on mineral properties were \$623,332 and in addition 100,000 shares of the Company were issued for a stated value of \$44,000 for total expenditures of \$667,332. Total expenditures in the current period are summarized in this MD&A in the section titled “Mineral Properties”.

For a discussion of trends that are reasonably likely to affect the Company’s business, see “Liquidity and Capital Resources” and “Risk Factors” below.

SUMMARY OF QUARTERLY RESULTS

Selected consolidated financial information for each of the last eight quarters (unaudited):

Quarter Ended	Revenue	Loss for the Period	Loss per Share *
	\$	\$	\$
May 31, 2008	Nil	311,136	0.00
February 29, 2008	Nil	447,559	0.01
November 30, 2007	Nil	379,258	0.01
August 31, 2007	Nil	304,524	0.01
May 31, 2007	Nil	545,181	0.01
February 28, 2007	Nil	98,291	0.00
November 30, 2006	Nil	357,407	0.01
August 31, 2006	Nil	210,300	0.00

* Per share data is basic and diluted

LIQUIDITY AND CAPITAL RESOURCES

As discussed above, the Company’s financial position at May 31, 2008 decreased slightly from February 29, 2008.

The Company’s working capital, which is comprised of highly liquid assets, at May 31, 2008 was \$5,711,504 compared to \$7,372,796 at February 29, 2008. The exploration programs for the Company’s projects will be financed from working capital and additional fund raisings.

The Company has been successful in accessing the equity market in the prior year and, while there is no guarantee that this will continue to be available, management has no reason to expect that this capability will diminish in the near term.

SUBSEQUENT EVENTS

(a) On June 6, 2008, 25,000 options were exercised at \$0.335 per share.

(b) On June 6, 2008, the Company issued 100,000 common shares in connection with the acquisition, in April 2007, of the Pam Property located within the Whitney Township Property.

(c) On July 10, 2008, Temex announced that it had completed final execution of the Option and Joint Venture Agreement with Nuinsco Resources Limited ("Nuinsco") whereby Temex granted Nuinsco the option to acquire a 50% interest in the Marijane Lake and Huston Lake uranium properties totalling 87 staked mining claims (the "Claims") covering 52,604 acres. In order to earn its undivided 50% interest in the Claims Nuinsco shall make a cash payment of \$50,000 and issue to Temex 200,000 common shares of Nuinsco. In order to earn its interest, Nuinsco must also complete \$500,000 of exploration expenditures before the first anniversary of the agreement and an aggregate of \$750,000 over a two year period. Nuinsco must also issue an additional 100,000 shares upon completion of the first \$500,000 in exploration expenditures. Nuinsco shall be entitled to extend for one year the time for completion of each milestone of the Work Commitment by notice to Temex if given prior to the applicable anniversary of signing. Each extension shall require Nuinsco to issue Temex 50,000 common shares of Nuinsco.

During the earn-in period, Temex will act as operator for the first \$500,000 in exploration expenditures and is entitled to charge an industry standard management fee. Nuinsco shall be granted the right to elect to become operator once the initial \$500,000 in exploration expenditures has been completed. Upon Nuinsco earning its 50% interest in the Claims, Temex shall have 60 days from the date of exercise of the Option to elect either to form a 50:50 Joint Venture with Nuinsco for further exploration and development of the Claims or to forego the Joint Venture and reduce its undivided 50% interest in the Claims to a 15% carried and non-assessable interest in the Claims to the date of commencement of commercial production from the Claims. Should Temex elect to form a Joint Venture, Temex shall be the operator and the Joint Venture shall be governed by a joint management committee.

(d) On July 15, 2008, the Company granted an aggregate of 982,000 options under the stock option plan to the Company's directors. Each such option may be exercised by the holder to purchase one common share of the Company at a price of \$0.57 per share, representing the closing trading price of the Company's common shares on the TSX Venture Exchange on July 14, 2008, for a period of 5 years.

RISK FACTORS

The Company is in the development stage and is subject to the risks and challenges similar to other companies in a comparable stage of development. The risks include, but are not limited to, limited operating history, speculative nature of mineral exploration and development activities, operating hazards and risks, mining risks and insurance, no mineral reserves, environmental and other regulatory requirements, competition, stage of development, fluctuations in commodity prices, currency risk, conflicts of interest, reliance on key individuals and no key man insurance and enforcement of civil liabilities.

The Company's activities expose the Company to various levels of political, legislative and other risks and uncertainties. These risks and uncertainties include, but are not limited to, cancellation, renegotiation, or nullification of existing leases, claims, permits or contracts; expropriation or nationalization of property; changes in laws or regulations; changes in taxation laws or policies; royalty and tax increases or claims by governmental, Aboriginal or other entities; retroactive tax or royalty claims and changing political conditions; government mandated social expenditures; governmental regulations or policies that favour or require the awarding of contracts to local or Aboriginal contractors or require contractors to employ residents of, or purchase supplies from, a particular jurisdiction or area; or that require that an operating project have a local joint venture partner, which may require to be subsidized; and other risks arising out of sovereignty or land claims over the area in which the Company carries out activities.

Limited Operating History

An investment in the Company should be considered highly speculative due to the nature of the Company's business. The Company has no history of earnings, it has not paid any dividends and it is unlikely to enjoy earnings or paying dividends in the immediate or foreseeable future.

Speculative Nature of Mineral Exploration and Development Activities

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 which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital.

Substantial expenditures are required to establish mineral reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities and grades to justify commercial operations or that the funds required for development can be obtained on a timely basis. Estimates of mineral 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 reserves, such as the need for orderly development of orebodies or the processing of new or different grades, may also have an adverse effect on mining operations and on the results of operations. Material changes in mineral reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

The Company's mineral properties are in the exploration stage only and are without known bodies of mineral reserves, although a National Instrument 43-101 compliant resource has been established by the Company on its Jubu Lease Property. Development of any of the Company's mineral properties will only follow upon obtaining satisfactory exploration results.

Few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral reserves, develop metallurgical processes and construct mining and processing facilities at a particular site. There is no assurance that the Company's mineral exploration activities will result in any discoveries of commercial bodies of ore. Also, no assurance can be given that any or all of the Company's properties will not be subject to prior unregistered agreements or interests or undetected claims which could be materially adverse to the Company.

Operating Hazards and Risks

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The Company's operations will be subject to all the hazards and risks normally incidental to exploration, development and production of metals, such as unusual or unexpected formations, cave-ins or pollution, all of which could result in work stoppages, damage to property and possible environmental damage.

Mining Risks and Insurance

The business of mining for gold and other metals is generally subject to a number of risks and hazards including environmental hazards, industrial accidents, labour disputes, unusual or unexpected geological conditions, pressures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods,

blizzards and earthquakes. No assurance can be given that such insurance will continue to be available or that it will be available at economically feasible premiums. Mining operations will be subject to risks normally encountered in the mining business.

No Mineral Reserves

All of the Company properties are considered to be in the exploration stage only and do not contain a known body of commercial ore. Mineral reserves are estimates and no assurance can be given that the anticipated tonnages and grades will be achieved or that the indicated level of recovery will be realized. Reserve estimates for properties that have not yet commenced production may require revision based on actual production experience. Market price fluctuations of metals, as well as increased production costs or reduced recovery rates may render mineral reserves containing relatively lower grades of mineralization uneconomic and may ultimately result in a restatement of reserves. Moreover, short-term operating factors relating to the mineral reserves, such as the need for orderly development of the orebodies and the processing of new or different ore grades may cause a mining operation to be unprofitable in any particular accounting period. While the Company does have mineral resources, such resources are mineral reserves and do not have demonstrated economic viability.

Environmental and Other Regulatory Requirements

The Company's activities are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation generally provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

The exploration operations of the Company and development and commencement of production on its properties require permits from various federal and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. The Company believes it is in substantial compliance with all material laws and regulations which currently apply to its activities.

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 violations of applicable laws or regulations and, in particular, environmental laws.

Competition

Significant and increasing competition exists for the limited number of mineral acquisition opportunities available. As a result of this competition, some of which is with large established mining companies with substantial capabilities and greater financial and technical resources than the Company, the Company may be unable to acquire additional attractive mineral properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company's exploration and acquisition programs will yield any reserves or result in any commercial mining operation.

Stage of Development

The Company is in the business of exploring for, with the ultimate goal of producing, precious and base metals from its mineral exploration properties. None of the Company properties have commenced commercial production and the Company has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that the Company will be able to develop any of its properties profitably or that its activities will generate positive cash flow.

The Company has not paid any dividends and it is unlikely to enjoy earnings or paying dividends in the immediate or foreseeable future. The Company has not sufficiently diversified such that it can mitigate the risks associated with its planned activities. The Company has limited cash and other assets.

A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of the Company's management in all aspects of the development and implementation of the Company's business activities.

Fluctuations in Commodity Prices

The profitability, if any, in any mining operation in which the Company has an interest is significantly affected by changes in the market price of precious and base metals which fluctuate on a daily basis and are affected by numerous factors beyond the Company's control.

Currency Risk

The Company has no ongoing revenues from operations. The Company relies on capital raised from the equity markets to obtain required funds to finance ongoing operations. Typically these funds are obtained in Canadian dollars. A portion of the Company's current and proposed activities are carried on or are influenced by the U.S. dollar. The Company does not currently engage in foreign currency hedging activities.

Reliance on Key Individuals

The Company's success depends to a certain degree upon certain key members of the management. These individuals are a significant factor in the Company's growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company.

No Key Man Insurance

The Company does not anticipate having key man insurance in place in respect of any of its senior officers or personnel.

RELATED PARTY TRANSACTIONS

During the three months ended May 31, 2008, the Company incurred expenditures with its directors, senior officers and/or companies to which the directors and/or officers are related. These expenditures are summarized as follows:

	Three Months Ended	
	May 31, 2008	May 31, 2007
Administrative expenses	\$ 65,970	\$ 52,910
Deferred exploration expenditures	\$ 9,036	\$ 25,641

As at May 31, 2008, there are related party balances in the amount of \$3,412 (2007 - \$15,712) included in accounts payable and accruals.

FLOW-THROUGH SHARE SPENDING COMMITMENT

During the fiscal year 2008, the Company renounced the flow-through offering that occurred on December 27, 2007. Pursuant to the terms of the flow-through share agreements, the Company is in the process of complying with its flow-through contractual obligations with subscribers with respect to the Income Tax Act (Canada) requirements for the look-back rule. The look-back rule requires the Company to incur qualifying exploration expenditures in Canada ("CEE") within 12 months from the effective date of renunciation. As of February 29, 2008, the Company is committed to spending approximately \$1,430,000 within 12 months from the effective date of renunciation until December 31, 2008.

CONTRACTUAL COMMITMENTS

The Company has no contractual commitments, other than leases on offices and office equipment entered into in the ordinary course of business. All mineral property agreements contain some terms which are at the option of the Company and the Company has the right to terminate the agreements prior to fulfilling all of the terms of the agreement.

CHANGE IN ACCOUNTING POLICY

The unaudited interim financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles ("GAAP"). The preparation of the financial statements is based on accounting policies and practices consistent with those used in the preparation of the audited annual financial statements except as noted below. The accompanying unaudited interim financial statements should be read in conjunction with the notes to the Company's audited financial statements for the year ended February 29, 2008, since they do not contain all disclosures required by GAAP for annual financial statements. These unaudited interim financial statements reflect all normal and recurring adjustments which are, in the opinion of management, necessary for a fair presentation of the respective interim periods presented.

Capital Disclosures and Financial Instruments – Disclosures and Presentation

On December 1, 2006, the CICA issued three new accounting standard: Capital Disclosures (Handbook Section 1535), Financial Instruments – Disclosures (Handbook Section 3862), and Financial Instruments – Presentation (Handbook Section 3863). These new standards became effective for the Company on March 1, 2008.

Capital Disclosures

Handbook Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. The Company has included disclosure recommended by the new Handbook section in Note 3 to these interim financial statements.

Financial Instruments

Handbook Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new Handbook section in Note 4 to these interim financial statements.

Future Accounting Changes

International Financial Reporting Standards ("IFRS")

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian GAAP with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008 the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

The Company is currently assessing the impact of these new accounting standards on its financial statements.

Goodwill and Intangible Assets

In October 2007, the 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 January 1, 2009, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets.

The Company is currently assessing the impact of these new accounting standards on its financial statements.

DISCLOSURE CONTROLS

Disclosure controls and procedures have been designed to ensure that relevant and accurate information needed to comply with the Company's continuous disclosure obligations is accumulated and summarized to allow timely decisions regarding disclosure and to ensure that the risk of material error or fraud is minimal. Management has concluded that the Company's disclosure controls and procedures, as of May 31, 2008, are effective in ensuring that material information is accumulated and disclosed accurately. Management believes that the "cost-effective" disclosure controls, disclosure procedures and internal control systems can only provide reasonable assurance, and not absolute assurance, that the objectives of the controls and procedures are met.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management is responsible for designing, establishing and maintaining a system of internal controls over financial reporting to provide reasonable assurance that the financial information prepared by the Company for external purposes is reliable and has been recorded, processed and reported in an accurate and timely manner in accordance with GAAP.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities. The Audit Committee fulfills its role of ensuring the integrity of the reported information through its review of the interim and annual financial statements.

There are inherent limitations in the effectiveness of internal controls over financial reporting, including the possibility that misstatements may not be prevented or detected. Accordingly, even effective internal controls over financial reporting can provide only reasonable assurance with respect to financial statement preparation. Furthermore, the effectiveness of internal controls can change with circumstances. The Company has paid particular attention to segregation of duties matters surrounding its internal controls over financial reporting as the Company has only limited staff resources at the present time such that "ideal" segregation of duties is not feasible. This risk is mitigated by management and Board review where appropriate. At the present time, the Company does not anticipate hiring additional accounting or administrative staff as this is not considered necessary or practical and accordingly, will continue to rely on review procedures to detect potential misstatements in reporting of material to the public.

The Company's management, including the CEO and CFO, believe that any internal controls over financial reporting, including those systems determined to be effective and no matter how well conceived and operated, have inherent limitations and can provide only reasonable, not absolute, assurance that the objectives of the control system are met with respect to financial statement preparation and presentation. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any system of controls is also based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Going Concern

The Company's financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assume that the Company will be able to realize its assets and discharge its liabilities in the normal course of operations. These financial statements do not include adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

Management continues to pursue various alternatives, including the completion of equity financings, to raise capital. It is not possible to determine with certainty the success or adequacy of the alternatives being pursued, or other initiatives.

SIGNIFICANT ACCOUNTING POLICIES

Critical accounting estimates used in the preparation of the financial statements include the Company's estimate of recoverable value on its mineral properties as well as the value of stock-based compensation. Both of these estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control.

Mineral Properties

The Company records its interest in mineral resource properties at cost. Direct costs relating to the acquisition, exploration and development of mineral properties, less recoveries, are deferred until such time as the properties are either put into commercial production, sold, determined not to be economically viable or abandoned. If the property is placed into production, deferred costs would be amortized over the estimated life of the mineral property. The deferred costs would be written off if the property is sold or abandoned. If it is determined that the carrying value of a property exceeds its net recoverable amount as estimated by management, or exceeds the selling value of the property, a provision is made for the decline in value and charged against operations in the year of determination of value.

The amounts shown for mineral resource properties and related deferred costs represent costs incurred to date, less write-offs and recoveries, and do not necessarily reflect present or future values of the particular properties.

Stock-Based Compensation

The Company adopted the Canadian Institute of Chartered Accountants (CICA) amended Handbook Section 3870, which provides guidance on accounting for stock-based compensation, to require the use of the fair-value based method to account for stock options. Accordingly, compensation cost is measured at fair-value at the date of grant and is expensed over the vesting period.

The factors affecting stock-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise is out of the Company's control and will depend, among other things, upon a variety of factors including the market value of the Company shares and financial objectives of the holders of the options. The Company has used historical data to determine volatility in accordance with Black-Scholes modelling, however the future volatility inherently uncertain and the model has its limitations. While these estimates can have a material impact on stock-based compensation and hence results of operations, there is no impact on the Company's financial condition.

USE OF FINANCIAL INSTRUMENTS

The Company has not entered into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. There are no off-balance sheet arrangements. The principal financial instruments affecting the Company's financial condition and results of operations are currently its cash and short-term money market investments.

OTHER MD&A REQUIREMENTS

Additional information relating to the Company may be obtained on Sedar at www.sedar.com.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and resource property costs is provided in the unaudited Financial Statements for the three months ended May 31, 2008 available through www.sedar.com.

Share Capital

(a) Authorized

The authorized capital stock of the Company is comprised of an unlimited number of common shares without par value.

(b) Issued and Outstanding

	Number of Shares	Amount
Balance, February 29, 2008	70,818,490	\$ 25,610,598
Exercise of options	18,750	9,000
Fair-value assigned to exercised options	-	7,691
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Balance, May 31, 2008	70,837,240	\$ 25,627,289
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Subsequent to May 31, 2008		
Issued for property acquisition	100,000	
Exercise of options	25,000	
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Balance, July 24, 2008	70,962,240	

(c) Stock Options

The following table shows the continuity of stock options during the year:

	Number of Options	Weighted Average Exercise Price
Balance, February 29, 2008	5,417,000	\$ 0.48
Exercised	(18,750)	0.48
Expired	(102,000)	0.90
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Balance, May 31, 2008	5,296,250	\$ 0.48
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Subsequent to May 31, 2008		
Exercised	(25,000)	
Granted	982,000	
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Balance, July 24, 2008	6,253,250	

As at May 31, 2008, the Company had the following stock options outstanding and exercisable.

Range of Exercise Price	Number of Options	Outstanding Options		Exercisable Options	
		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
\$0.30 to \$0.39	955,000	3.48	\$0.34	947,500	\$0.34
\$0.40 to \$0.49	1,956,250	3.53	0.41	1,762,500	0.41
\$0.50 to \$0.59	1,200,000	3.56	0.54	1,150,000	0.54
\$0.60 to \$0.69	940,000	1.07	0.60	940,000	0.60
\$0.70 to \$0.79	245,000	1.47	0.77	122,500	0.71
	5,296,250	3.00	\$0.48	4,922,500	\$0.47

(d) Warrants

The following table shows the continuity of warrants during the year:

	Number of Warrants	Weighted Average Exercise Price
Balance, February 29, 2008	8,433,584	\$ 0.90
Expired	(4,118,879)	0.84
Balance, July 24, 2008	4,314,705	\$ 0.97

The following are the warrants outstanding at May 31, 2008:

Number of Warrants	Fair-Value	Exercise Price	Expiry Date
3,721,428	\$ 1,488,571	\$ 1.00	November 2, 2009
428,571	192,000	0.70	November 2, 2009
164,706	69,835	1.10	December 27 2009
4,314,705	\$ 1,750,406	\$ 0.97	

TEMEX RESOURCES CORP.

Mineral Projects for First Quarter Ended May 31, 2008

The following information has been verified by Mr. Ian Campbell, P.Geo., President and Chief Executive Officer and Qualified Person under National Instrument 43-101. Information on project groupings, property sizes and terms of property agreements can be found at the end of this section.

The mineral properties of Temex Resources Corp. (“Temex” or the “Company”) are located primarily in Ontario and are grouped in the following projects.

- **Timmins Gold Project**
- **Gowganda Juby Gold Project**
- **Gowganda Silver Project**
- **Webequie Nickel-Copper-PGE Project**
- **Latchford Gold Project**
- **Wilson Lake and Latchford Diamond Project**
- **Timmins Nickel Project**
- **Kenora Uranium Project**

The Company has entered the 2008 field season with a very high level of exploration activity. Diamond drill programs are ongoing or have been conducted on all of the Companies gold projects, and are set to begin on several of the McFaulds Ring of Fire Properties beginning in early August. The Company also entered into an Option and Joint Venture agreement with Nuinsco Resources Ltd. on its Kenora Uranium Projects and completed an airborne radiometric survey as part of the initial work. Please refer to www.sedar.com or the Company website www.temexcorp.com for annual reports, interim filings and news releases for background and details.

TIMMINS GOLD PROJECT

The Company recently completed a shallow level 19 hole, 3,324 metre diamond drill program on the Whitney Township Property testing for near surface gold mineralization which could be extracted either by open pit mining methods or by utilizing the existing underground mine workings. Significant and high grade gold values were intersected near surface with visible gold observed in quartz vein systems within the C Zone, east and west of the C Zone and the former Broulan Reef Mine crown pillar, hanging wall and foot wall zones. Intercepts of 33.46 g/t gold over 5.40 metres, including 62.99 g/t gold over 2.80 metres, 3.58 g/t gold over 6.60 metres, including 8.33 g/t gold over 0.80 metres, 30.13 g/t gold over 0.90 metres and 49.37 g/t gold over 0.80 metres were reported (Temex news release July 14, 2008). Additional drilling to further define and expand on these near surface mineralized zones is currently being done.

Subsequent to the quarter, the Company initiated a 2,400 metre deep drilling program to test for down plunge extensions of the gold-bearing Broulan Reef structure. Three dimensional modelling and identification of targets have been completed in the Hallnor Mine area where high grade mineralized vein systems are projected to plunge westward across the former Hallnor west boundary where previous mining was terminated due to non-ownership of the adjacent mining claims. The two main Lower Hallnor vein systems, the 11 Vein and 19 Vein, were mined up to the boundary and produced 450,000 tons at 0.30 opt gold and 650,000 tons at 0.42 opt gold. A 13,000 metre deep diamond drill program has commenced to explore this boundary area for the extensions of the vein systems.

As of the end of the quarter, the Company had met its \$2.0 million expenditure commitment at the third anniversary of the Agreement.

GOWGANDA JUBY GOLD PROJECT

The Company’s Juby Main Zone on the 100% Juby Lease Property contains a National Instrument 43-101 compliant indicated resource of 479,000 ounces of gold grading 1.73 g/t at a cut-off grade of 1.0 g/t and an inferred resource of 120,000 ounces of gold grading 2.03 g/t at a cut-off grade of 1.5 g/t. This resource is defined from surface to a vertical depth of 400 metres and is open at depth. The strategy moving forward is to explore for proximal near surface gold zone discoveries that will enhance the economics of the Juby Main Zone resource.

During the quarter, the Company and joint venture partner Goldeye Explorations Limited completed a 17 hole, 3,185 metre drill program on the Juby North JV Property which surrounds the Juby Lease Property. This program tested several induced

polarization geophysical anomalies as well as the strike and depth extensions of several new gold zones discovered in the previous two drill programs. The Company is encouraged by the results (Temex news release June 26, 2008) as the program extended the auriferous zones and demonstrated the potential for additional gold zone discoveries, and a program is recommended and is planned to commence in late summer.

GOWGANDA SILVER PROJECT

During the quarter, the Company continued to build its three dimensional model of the Gowganda Silver Property, combining the results of a surface mapping program completed in 2007 with historical data. This work will guide the 2008 exploration program, planned to include surface stripping and diamond drilling with the intent to further define the extent of the high grade silver veins and to test new target areas.

Water sampling continued for baseline environmental studies to support a closure plan for the bulk sample of the tailings. The Property contains a non-compliant, pre National Instrument 43-101 resource of 1.827 million short tons grading 1.43 opt silver contained in residual tailings deposits from past production defined by over 700 auger and sonic drill holes.

WEBEQUIE NICKEL-COPPER-PGE PROJECT

The Project, located approximately 500 kilometres north-northeast of Thunder Bay, Ontario, has high potential for near term discoveries of various types of mineralization specifically including magmatic nickel-copper-platinum group element deposits, volcanogenic massive sulphide copper-zinc deposits, mesothermal gold deposits, and diamondiferous kimberlites. The Company became one of the largest landholders in the region by implementing a massive staking program in the current and previous quarters and now has direct interests ranging from residual royalties to 100% interest in 8,875 claim units comprising 355,000 acres. Partners include MacDonald Mines Exploration Ltd., Canadian Orebodies Inc. (formerly Baltic Resources Inc.), Noront Resources Ltd., Mill City Gold Corp. and East West Resource Corporation.

The Company and its partners completed extensive airborne magnetic and electromagnetic geophysical surveying on nearly all of the Properties during the quarter. Ground geophysical surveying, cursory field investigations and diamond drilling of priority targets are planned to begin in August 2008.

LATCHFORD GOLD PROJECT

A \$950,000 exploration program on the Merico Ethel and Yarrow Properties, funded by partner Uranium Star Corp., was initiated in October 2007. The program included line cutting, gravity, magnetic and induced polarization geophysical surveying and diamond drilling. By the end of the quarter, six holes for 1,254 metres had been drilled on the Yarrow Property. Subsequent to the end of the quarter, an aggregate of 22 holes for 4,436 metres had been drilled on the Merico Ethel Property. Analytical results are pending.

Late in the quarter, the Company flew a 1,098 line-kilometre 100 metre line-spaced helicopter-borne magnetic and electromagnetic geophysical survey over the Brett Property, the recently acquired Rib Lake Property adjacent to the south of the Brett Property, and other claims held in the area. The results of the survey, when received, will provide the basis for planning an aggressive prospecting/mapping program to be conducted in summer 2008, with the intent to develop and prioritize diamond drill targets for fall 2008.

WILSON LAKE AND LATCHFORD DIAMOND PROJECT

The Company has conducted exploration across much of the land package, with programs including till sample processing, microprobe analysis work, ground evaluation of targets, limited diamond drilling and caustic fusion analysis. Six diamonds were recovered from split core from a single diamond drill hole in the KRVY target, the largest of which was a fragment of a transparent white diamond measuring 0.48 mm in one dimension recovered from the matrix of the kimberlitic/volcanic breccia intersected in the hole. These diamond fragments indicate a high probability that larger stones exist in the KRVY body.

Late in the quarter, the Company initiated a diamond drill program on the KRVY target with the intent to define its character and shape. Kimberlitic and volcanic breccia material was intersected in three of four holes drilled. The four holes aggregated to 1,646 metres drilled. Following detailed petrographic and electron microprobe examination, samples will be sent for caustic fusion analysis.

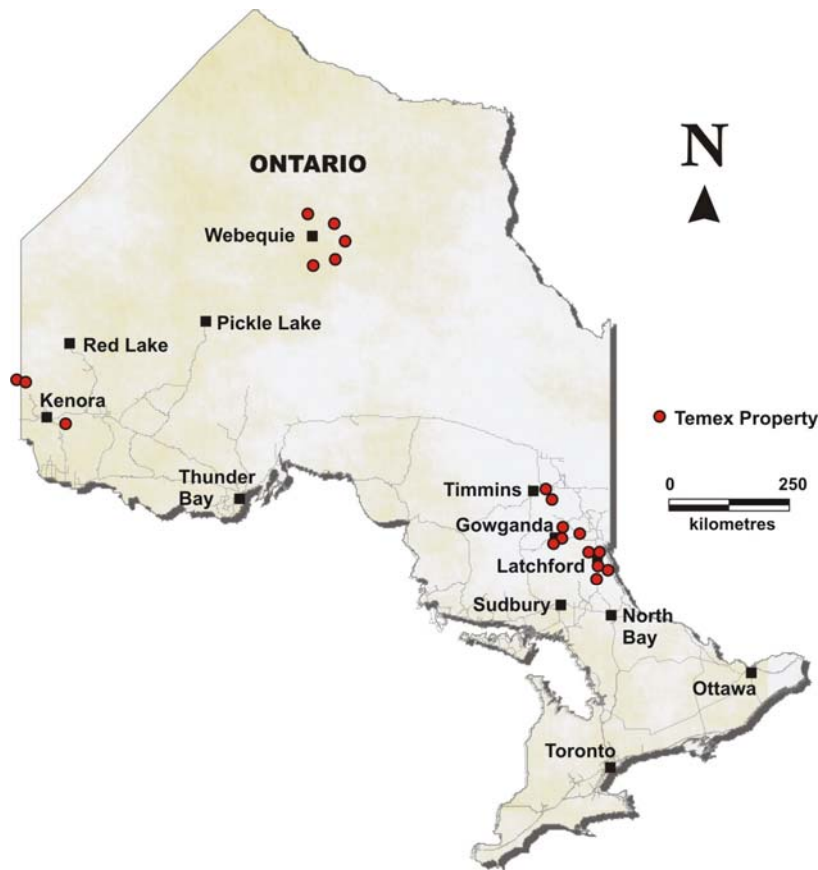
TIMMINS NICKEL PROJECT

The Company's Properties, two of which are adjacent to the south of the Golden Chalice Langmuir Property, cover the known or interpreted location of under-explored ultramafic rocks similar to those that host the Golden Chalice discovery and also the nickel mineralization at the Redstone Mine, McWatters Deposit, Langmuir Mine and Texmont Mine. A review of historical data reveals limited previous exploration on the Properties. Data available from assessment files and government sources has been compiled and existing airborne geophysical data will be reprocessed in order to plan focused exploration.

KENORA URANIUM PROJECT

In May 2008, the Company entered into an Option and Joint Venture Agreement on the Marijane Lake and Huston Lake Properties which granted Nuinsco Resources Limited ("Nuinsco") the right to earn a 50% interest. An initial \$500,000 exploration program has been approved and includes airborne radiometric geophysical surveying, follow-up prospecting, sampling and diamond drilling, will be funded by Nuinsco, with the Company acting as operator.

During the quarter, the Company completed an aggregate of 2,876 line-kilometre 100 metre line-spaced helicopter-borne magnetic and radiometric geophysical surveys on the Marijane Lake and Huston Lake Properties, and also on the Hillock Lake Property, located approximately 100 kilometres to the southeast. The preliminary airborne survey data received for the uranium counts have provided significant resolution as compared with the previous regional government data. Not only has the detailed survey provided greater definition to focus the 2008 prospecting program, it has identified new hotspots within areas that previously appeared as regional moderately anomalous areas. The anomalies apparent on the new survey occur in discrete zones ranging from 0.2 to 0.5 kilometres long, to broad areas of higher radioactivity over several kilometres along the 45 kilometre strike length of the claims. Once the final survey data have been received and evaluated, the Companies will be implementing a robust ground follow-up program to field check the anomalies and prioritize targets for a fall diamond drill program.



PROPERTY AGREEMENTS

Abbreviations used: NSR Royalty = Net Smelter Returns Royalty and GOR = Gross Overriding Royalty

All dollar amounts quoted are Canadian

TIMMINS GOLD PROJECT

Whitney Township Property

2005 May. The Company has the option to earn an undivided 60% interest in the Property from Porcupine Gold Mines ("PGM"), a Joint Venture between Goldcorp Inc. and Goldcorp Canada Ltd. by incurring exploration expenditures totalling \$4.0 million on the Property over four years (\$2.0 million completed). Upon the Company vesting at 60%, PGM may elect to back-in to acquire a 30% interest, resulting in a Temex 30% / PGM 70% Joint Venture, by making a cash payment equal to 200% of expenditures incurred by the Company during the earn-in period and the delivery of a feasibility study within two years of exercising the back-in right. The Joint Venture will be subject to standard dilution provisions allowing for the conversion of the participating interest of a party to a 2% NSR royalty, should that party's interest be reduced to 10% or less.

PAM Property

2007 April. 100% Temex. The Company acquired the Property via a Purchase and Sale Agreement for \$30,000 and 200,000 shares. A 2% NSR royalty is reserved to the Vendors; the Company retains the right to buy back 1% NSR royalty for \$1.0 million or in increments of 0.5% NSR royalty for \$500,000.

GOWGANDA JUBY GOLD PROJECT

Juby Lease Property

2002 August. 100% Temex. The Juby Lease was purchased from Inmet Mining Corporation for \$250,000 and 100,000 shares. Vendors retain a 2% NSR royalty.

Juby North JV Property

2002 August. 60% Temex / 40% Goldeye Explorations Limited Joint Venture Agreement; the Company is the operator.

Tyranite Property

100% Temex.

GOWGANDA SILVER PROJECT

Gowganda Silver Property

2006 April. 100% Temex. The Company acquired the Property via a Purchase and Sale Agreement, the terms of which included aggregate cash payments of \$200,000 to Sandy K. Mines Limited and issuance of 2,636,000 common shares. In addition, the Company retired a \$410,000 promissory note which was secured against the Property in consideration for 545,445 units and an \$110,000 non-interest bearing promissory note. All commitments have been completed.

WEBEQUIE NICKEL-COPPER-PGE PROJECT

Webequie Properties

2007 September. 50% Temex / 50% MacDonald Mines Ltd. Joint Venture Agreement on York, Howe, Bay, Duncan, Hornby, Pender and King Properties. An initial exploration program of not less than \$1.0 million is to be conducted on or before the first anniversary date; MacDonald Mines is the initial operator.

2007 September. 25% Temex / 25% MacDonald Mines Exploration Ltd. / 50% Canadian Orebodies Inc. (formerly Baltic Resources Inc.) Joint Venture Agreement on Wellington, Richmond and Adelaide Properties. An initial exploration program of not less than \$1.0 million is to be conducted on or before the first anniversary date; MacDonald Mines is the initial operator.

2007 December. Temex / Noront Resources Ltd. / Canadian Orebodies Inc. (formerly Baltic Resources Inc.) Staking Syndicate Agreement. The agreement is subject to a 2% NSR royalty and, in the event of diamond production, a 2% GOR royalty on each of the other party's claims. Each party is responsible for operating on their 100% owned claims.

2007 December. Temex / Mill City Gold Corp. Option and Joint Venture Agreement on Northern Star Eagle and Southern Star Eagle Properties. Mill City was granted the option to earn a 50% interest in the claims provided that Mill City makes a cash payment of \$300,000 (completed), issues an aggregate of 500,000 shares (250,000 issued) by December 12, 2008 and incurs not less than \$2.5 million in exploration expenditures in staged amounts on or before December 12, 2010. Certain of the claims covered by the agreement are subject to a 2% NSR royalty or a GOR royalty under the Temex / Noront Resources / Canadian Orebodies Staking Syndicate Agreement.

2008 January. Temex / East West Resource Corporation Option and Joint Venture Agreement on GP Property. East West was granted the option to earn a 50% interest in the claims provided that East West makes a cash payment of \$100,000 (completed), issues an aggregate of 500,000 shares (250,000 issued) by January 29, 2010 and incurs not less than \$1.0 million in exploration expenditures in staged amounts on or before January 29, 2011. The Company is the operator.

2008 January. 50% Temex / 50% East West Resource Corporation Joint Venture Agreement on GP2 Property. An initial exploration program of not less than \$1.0 million is to be conducted; the Company is the operator.

2008 January. 50% Temex / 50% East West Resource Corporation Joint Venture Agreement on Fishhook Property. An initial exploration program of not less than \$1.0 million is to be conducted; East West is the operator.

Other Properties: Temex 100%. The Company has acquired an additional 165 claims totalling 2,285 units that are not presently subject to any other agreements.

LATCHFORD GOLD PROJECT; WILSON LAKE AND LATCHFORD DIAMOND PROJECT

Merico Ethel Property

2004 August. 100% Temex. The Optionor retains a 2% NSR royalty of which the Company has the right to purchase not more than one-half of the NSR royalty by paying an aggregate of \$500,000 for each 0.5% of the NSR royalty.

Yarrow Property

2004 May. 100% Temex. The Optionor retains a 2% NSR royalty of which the Company has the right to purchase not more than one-half of the NSR royalty by paying an aggregate of \$500,000 for each 0.5% of the NSR royalty.

2007 September. Temex / Uranium Star Corp. Option and Joint Venture Agreement on the Merico Ethel and Yarrow Properties. Uranium Star was granted the option to earn a 50% interest in the Properties provided that Uranium Star pay \$50,000 on signing (completed) and complete \$950,000 in exploration expenditures by June 30, 2008. Subject to completing the terms, a Joint Venture would be formed to further explore the Properties. Diamond rights are excluded.

Rib Lake Property

2007 November. The Company must make cash payments totalling \$90,000 (\$15,000 completed) issue an aggregate of 100,000 shares (50,000 completed) and incur \$150,000 of exploration expenditures over three years. The Optionors retain a 2% NSR royalty on metals produced from the Property. The Company may purchase up to 1.5% NSR royalty for \$1.5 million.

TO Property

2007 January. 100% Temex. The Company acquired the Property via a Purchase and Sale Agreement for a cash payment of \$10,000 and issuance of 200,000 shares. The Vendor retains a 2% NSR royalty on any mineral products mined from the Property except in the case of any diamond production, in which case the royalty interest shall be a 2% GOR. The Company has the right to buy back 0.5% of the NSR royalty for \$1.0 million.

Mattawapika Property

2004 January. 100% Temex. The Optionors retain a 2% NSR royalty, one-half of which may be purchased by the Company for \$1.0 million.

BH Properties

2005 October. 100% Temex. The Optionors retain a 1% NSR royalty, of which the Company will have the right to buy back 0.5% for \$500,000.

Caniptau Property (Traprock)

2001 June. 100% Temex. The Optionors retain a royalty interest of \$0.55 per tonne, based on the sale of traprock from the Property, with a 5% credit received for the value of any precious metals produced in conjunction with the sale of the traprock. The Company may buy back at \$0.30 per tonne for total cash consideration of \$600,000 or in three equal parts of \$0.10 per tonne for \$200,000. The Optionors retain 3% NSR royalty on precious metals not associated with traprock production, of which the Company has the right to buy back up to 2.5% of the NSR at the rate of \$250,000 per 0.5% NSR royalty.

Savard Claims

1999 July. 100% Temex. The Optionor retains 1% NSR royalty of which the Company has the right to buy back 0.5% for \$500,000.

Brett, Brigstocke, Ram, Castle, Wilson Lake, FB North, and FB South Properties

100% Temex.

TIMMINS NICKEL PROJECT

LG Property

2007 June. 100% Temex. The Company acquired the Property via a Purchase and Sale Agreement, the terms of which included a cash payment of \$10,000 and issuance of 30,000 shares to the Vendor. If the Company disposes of a majority of its interest, the Company shall make an additional payment of \$20,000. The Vendor retains a 1% NSR royalty with the Company having the right to purchase 0.5% NSR royalty for \$1.0 million or in increments of 0.25% NSR royalty for \$500,000.

Douglas North and Douglas South Properties

100% Temex.

KENORA URANIUM PROJECT

Hillock Lake Property

2007 June. The Company must issue 100,000 shares (completed) make cash payments totalling \$60,000 (\$40,000 completed) and complete exploration expenditures of \$200,000 over three years to earn a 100% interest. The Vendor retains a 1% NSR royalty, with the Company having the right to buy back 0.5% of the royalty at any time for \$1.0 million or in increments of 0.25% for \$500,000.

Huston Lake / Marijane Lake Property

2007 July. The Company paid a finders fee of \$20,000 and granted a 1% NSR royalty to an individual with a buy back of 0.5% of the NSR royalty for \$500,000 at any time on a portion of the Property.

2008 May. Temex / Nuinsco Resources Limited Option and Joint Venture Agreement on the Marijane Lake and Huston Lake Properties. Nuinsco was granted the option to earn a 50% interest in the claims provided that Nuinsco makes cash payment of \$50,000 and issues 200,000 common shares. Nuinsco must complete \$750,000 of exploration expenditures over a two-year period, and issue an additional 100,000 shares upon completion of the first \$500,000 in exploration expenditures. During the earn-in period, the Company will act as operator for the first \$500,000 in exploration expenditures. Nuinsco was granted the right to elect to become operator once the initial \$500,000 in exploration expenditures has been completed. Certain of the claims are subject to the 1% NSR royalty under the Huston Lake claims.

PROJECT GROUPS AND PROPERTY LISTING

	Claims	Units	Acres
Timmins Gold Project			
Whitney Township Property	47	-	2,155
PAM Property	1	2	80
Total	48	2	2,235
Gowganda Juby Gold Project			
Juby Lease Property	1	-	703
Juby North JV Property	40	138	5,520
Tyrinite Property	3	31	1,240
Total	44	169	7,463
Gowganda Silver Project			
Gowganda Silver Property	14	-	553
Total	14	-	553
Webequie Nickel-Copper-PGE Project			
Temex – MacDonald	112	1,710	68,400
Temex – MacDonald – Baltic	55	844	33,760
Temex – Baltic – Noront	83	1,312	52,480
Temex – Mill City Northern and Southern Star Eagle	70	1,092	43,680
Temex – East West GP Property	25	333	13,320
Temex – East West GP2 Property	17	240	9,600
Temex – East West Fishhook Property	72	1,060	42,400
Temex 100%	165	2,284	91,360
Total	599	8,875	355,000
Latchford Gold Project; Wilson Lake and Latchford Diamond Projects			
Merico Ethel Property	32	98	3,920
Yarrow Property	3	27	1,080
Brett Property	34	301	12,040
Rib Lake Property	11	45	1,800
TO Property	4	45	1,800
Mattawapika Property	12	47	1,880
BH Property	13	160	6,400
Brigstocke Property	5	48	1,920
Ram Property	11	86	3,440
Caniptau Property	21	78	3,120
Castle Property	4	39	1,560
Wilson Lake Property	58	485	19,400
FB North Property	8	85	3,400
FB South Property	7	43	1,720
Total	223	1,587	63,480
Timmins Nickel Project			
Douglas North Property	3	29	1,160
Douglas South Property	8	116	4,640
LG Property	9	122	4,880
Total	20	267	10,680
Kenora Uranium Project			
Hillock Lake Property	7	51	2,040
Huston Lake Property	67	1,003	40,120
Marijane Lake Property	20	-	12,484
Total	94	1,054	54,644
Grand Total	1,042	11,954	494,055