Interim Management Discussion and Analysis For Laurentian Goldfields Ltd. [Formerly Capo Resources Ltd.] ("Laurentian" or the "Company")

Containing information up to and including February 19, 2009.

Note to Reader

Readers of the following Management Discussion and Analysis ("MD&A") should refer to the Company's audited financial statements for the period ended March 31, 2008 and the related MD&A as filed with SEDAR, available at www.sedar.com.

This interim MD&A is an update to the Annual Management Discussion and Analysis and should be read in conjunction with the Company's unaudited interim consolidated financial statements for the nine months ended December 31, 2008 together with the notes thereto, prepared by management in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") and expressed in Canadian Dollars.

Forward-Looking Information

When used in this document, words like "anticipate", "believe", "estimate" and "expect" and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management's future plans, objectives and goals for the Company and therefore, involve inherent risks and uncertainties. The reader is cautioned that actual results, performance, or achievements may be materially different from those implied or expressed in such statements.

Overall Performance

Financing and Corporate

Highlights of the Company's activities during the nine months ended December 31, 2008:

- On May 15, 2008, the Company completed its proposed transaction and acquired, through a reverse takeover, 0785531 B.C. Ltd. and changed its name to Laurentian Goldfields Ltd. The Company paid a finder's fee of 100,000 common shares of the Company on the closing of the transaction. The transaction involved the amalgamation of a wholly-owned subsidiary of the Company ("Laurentian Exploration Ltd.") with 0785531 B.C. Ltd. The amalgamation of Laurentian Exploration Ltd. and 0785531 B.C. Ltd. was completed in accordance with the terms of a Statutory Plan of Arrangement under the Business Corporations Act (British Columbia). The amalgamated entity, named Laurentian Exploration Ltd., is a wholly-owned subsidiary of the Company.

- Also on May 15, 2008, the Company completed a non-brokered private placement for aggregate gross proceeds of $2,835,050 in new equity financing through the offering of a combination of $1,214,000 in the form of flow-through units at a price of $0.40 per unit and $1,621,050 in the form of non flow-through units at a price of $0.35 per unit. Each flow-through and non flow-through unit consist of one common share and one-half of a non-transferable share purchase warrant (the "Warrants"), each whole warrant entitling the holder to acquire one additional non flow-through common share of the Company for a period of 24 months after closing. The Warrants forming part of the flow-through units are exercisable at a price of $0.60 per share and the Warrants forming part of the non flow-through units are exercisable at a price of $0.55 per share. Both sets of Warrants are subject to acceleration in the event that the Company's common shares have a closing price on the Exchange at or above $1.10 per share for a period of 20 consecutive trading days. The Company paid cash finder's fees totalling $167,618 to arm's length finders in connection with this financing and resumed trading on the TSX Venture Exchange under the symbol LGF on May 16, 2008.

- On July 1, 2008, the Company issued 103,500 common shares (fair value - $24,840) in accordance with the 7 option agreements entered into to acquire up to a 100% interest in 7 contiguous mining properties in the Eagle-Wabigoon-Manitou Lakes Greenstone Belt near Dryden, Ontario. These claim blocks are referred to as the Van Horne Property.

- On July 15, 2008, a total of 295,455 stock options were exercised by various directors, officers, employees and consultants of the Company for proceeds of $32,500. The previously determined fair value of these stock options of $12,914 has been removed from contributed surplus and included in share capital.

Exploration Update

Cumulative spending to December 31, 2008 was as follows:

	Acquisition Costs	Exploration Costs	**As at December 31, 2008**
Maze Lake, Nunavut	$ 357,150	$ 2,507,228	**$ 2,864,378**
Grenville, Quebec	141,652	826,417	**968,069**
Van Horne, Dryden, Ontario	67,840	254,273	**322,113**
	$ 566,642	$ 3,587,918	**$ 4,154,560**

Grenville Project, Quebec

- During the period, the Company received all pending geochemical results for the Grenville Project.

- In December 2008, a program of geophysical data modeling was completed by Institut National de la Recherché Scientifique (“INRS”), a Quebec-based, publicly funded earth sciences research institute, in an effort to identify geological structures that may have significance with respect to gold mineralization in the area of the Grenville Project claims. A final INRS report was presented to the Company and will be used to focus on 2009 exploration.

Maze Lake Project, Nunavut

- A report summarizing the 2008 exploration program was completed in December, 2008. Reports to satisfy all regulatory permits for the property were also completed at that time.

Van Horne Project, Dryden, Ontario

- A six-person field crew completed additional rock, soil and lake sediment sampling on the Van Horne Project during October, 2008.

- A report, based on a portion of the 2008 exploration program was completed in November, 2008 and filed with the Ontario Ministry of Northern Development and Mines for assessment.

- In December, 2008 the final geochemical and assay results were received for the Van Horne Project.

Highlights of the Company's Activities Subsequent to December 31, 2008:

Financing and Corporate

- On January 22, 2009, Laurentian Goldfields Ltd. (formerly Capo Resources Ltd.) completed an amalgamation with its wholly owned subsidiary, Laurentian Exploration Ltd. These two entities were amalgamated as one company under the name Laurentian Goldfields Ltd. The amalgamation was completed in accordance with the terms of a Statutory Plan of Arrangement under the Business Corporations Act (British Columbia).

Exploration

Grenville Project, Quebec

- In January 2009, the Company announced that it had secured a 100% interest in its Grenville Project in Quebec via the termination of its joint venture agreement (the "Joint Venture") with Australian Mineral Fields Pty Ltd. ("Ausmin"). Since entering into the Joint Venture on August 9, 2007, the combined geological expertise of Laurentian and Ausmin has resulted in the staking of approximately 120,000 hectares of mineral claims in the Grenville Geological Province.

- The Joint Venture was terminated pursuant to an agreement made effective January 23, 2009 (the "Termination Agreement"). Under the terms of the Termination Agreement, Ausmin shall no longer have any interest in the mineral claims that were subject to the Joint Venture and shall forthwith assign any interest it currently holds in such mineral claims to Laurentian. In consideration, Laurentian will issue 1,000,000 common shares of the Company to Ausmin, subject to approval by the TSX Venture Exchange. The shares will be subject to escrow restrictions with one-third being released immediately, one-third being released on January 23, 2010 and one-third being released on January 23, 2011.

- Under the terms of the Termination Agreement, Ausmin agrees to provide Laurentian with copies of all documents, reports and data in the possession of Ausmin relating to the subject properties under the Joint Venture. Ausmin also agrees not to engage in mineral exploration, stake, or otherwise acquire any interest in mineral claims within an Area of Exclusion covering the current claims, and as defined by the Termination Agreement, for a period of two years from the effective date of the Termination Agreement.

Maze Lake Project, Nunavut

- On January 29, 2009, Laurentian Goldfields Ltd. and Terrane Metals Corp. officially formed a joint venture on the Maze Lake Property, located in Nunavut. Initially Laurentian Goldfields Ltd. will hold a 51% interest in the joint venture and Terrane Metals Corp. will hold a 49% interest in the joint venture.

Van Horne Project, Dryden, Ontario

- In January, 2009, the results of a selective grab sampling program from a number of known and historic shafts, waste piles and vein outcrops across the Van Horne Project, were compiled and reported. Gold assays as high as 124.5 grams/tonne were obtained along a gold-bearing trend some 5 kilometres long that may coincide with 1 or 2, approximately east-west striking, sub-parallel geological structures. No significant exploration has been undertaken on the Van Horne Property since the mid-1980s, when Van Horne Exploration defined a small (non 43-101 compliant) gold resource on the Vanlas Deposit.

- Highlights of Laurentian's grab sampling program from known gold showings on the Property are presented in Table 1 below:

Table 1. Van Horne Property 2008 Select Grab Sample Assay Results

Showing Location	Description	Results	Sample Number
Lone Jack	Felsic Volcanic w quartz-ankerite veining	124.5 g/t Au	929686
Lost Mine	Quartz vein in trench adjacent to east shaft	93.3 g/t Au	31917
Drake Mine	Quartz vein material from waste pile	44.8 g/t Au	439849
Little Jumbo area	Intermediate lapilli tuff with quartz veins along foliation	15.4 g/t Au	929700
Good Luck Mine	Quartz vein material from waste pile	8.8 g/t Au	929961
East Zone	Quartz vein in trench	8.4 g/t Au	341809

J.W. Patrick Lengyel, Vice President of Exploration for Laurentian, a member of the Association of Professional Engineers and Geoscientists of Manitoba ("APEGM"), and a Qualified Person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects*, is responsible for the preparation of, and has verified, the technical information in this MD&A.

Results of Operations

As Laurentian is in the exploration phase and its current properties are in the early stages of exploration, none of the Company's current properties are in production. Therefore, mineral exploration expenditures are capitalized and losses are incurred as a result of administrative expenses relating to the operation of the Company's business. Consequently, the Company's net income is not a meaningful indicator of its performance or potential.

The key performance driver for the Company is the acquisition and development of prospective mineral properties. By acquiring and exploring projects of superior technical merit, the Company increases its chances of finding and developing an economic deposit.

At this time, the Company is not anticipating profit from operations. Until such time as the Company is able to realize profits from the production and marketing of commodities from its mineral interest, the Company will report an annual deficit and will rely on its ability to obtain equity or debt financing to fund on-going operations.

Additional financing is required for new exploration and promotional initiatives. Due to the inherent nature of the junior mineral exploration industry, the Company will have a continuous need to secure additional funds through the issuance of equity or debt in order to support its corporate and exploration activities, as well as its share of obligations relating to mineral properties.

For the nine months ended December 31, 2008

During the nine month period ended December 31, 2008, a total of $1,878,914 of resource property costs were capitalized and $42,416 of resource property costs were expensed as these costs related to Generative Activities.

Net loss for the nine months ended December 31, 2008 was $319,475 or $(0.02) per share, after a non-cash future income tax recovery of $276,745 as compared to the net loss for the nine months ended December 31, 2007 of $655,271 or $(0.10) per share, after a non-cash future income tax recovery of $Nil. The loss before other income (expenses) and future income taxes for the nine months ended December 31, 2008 was $560,884 as compared to a loss of $425,256 for the nine months ended December 31, 2007.

Operating expenses for the nine months ended December 31, 2008 totalled $560,884 (2007 - $425,256) an increase of $135,628. The increase in operating expenses was mainly a result of the following significant operating expenditures:

- Professional fees totalling $176,816 for the period ended December 31, 2008 as compared to the $70,230 for the period ended December 31, 2007. These expenses included $123,958 paid to the Company's lawyers for the preparation of materials relating to the Company's qualifying transaction with Laurentian Exploration Ltd. and the on-going legal fees incurred in the day-to-day operations of the Company, $41,658 paid to the Company's auditors for the review of documents relating to the qualifying transaction as well as other accounting and audit services rendered, and $11,200 paid to the Company's Chief Financial Officer and accounting staff for ongoing services.

- Salaries and benefits of $104,654 for the period ended December 31, 2008 (2007 – $Nil) resulting from payments to the Company's senior officers and employees for time spent on the Company's operating activities, and other non-property related consulting services. The increase in salaries and benefits is due to the fact that the Company is now paying salaries and benefits to the above noted individuals in comparison to the prior period where no salaries or benefits were being paid.

- Consulting fees totalling $128,750 for the period ended December 31, 2008 (2007 – $97,167). These expenses included fees paid to the Company's President as well as fees paid to a director and a company with a former director in common. The increase in consulting fees is due to an increase in fees paid to Senior Management in comparison to the prior period.

- Investor relations fees of $23,719 for the period ended December 31, 2008 (2007 - $1,445) resulting from fees paid for the Company's increased investor relations activities to expand its profile through attendance at various trade and investor relations shows during the period, as well as the Company's use of investor relations consultants during the period.

- Travel and conference fees of $22,780 for the period ended December 31, 2008 (2007 - $14,555) resulting from fees paid for the Company's activities and attendance at various trade and investor relations shows during the period.

Other operating costs, excluding stock-based compensation and amortization during the period ended December 31, 2008 totalled $85,324 (2007 - $16,296), representing 15% (2007 – 4%) of total operating expenses including corporate listing and filing fees, office and administration, rent and transfer agency fees.

Amortization for the period ended December 31, 2008 was $18,841 (2007 - $Nil) and stock-based compensation for the period ended December 31, 2008 was $Nil (2007 - $225,563).

For the three months ended December 31, 2008

During the three month period ended December 31, 2008, a total of $278,489 of resource property costs were capitalized and $15,178 of resource property costs were expensed as these costs related to Generative Activities.

Net loss for the three months ended December 31, 2008 was $90,129 or $(0.00) per share, after a non-cash future income tax recovery of $30,800 as compared to the net loss for the three months ended December 31, 2007 of $536,008 or $(0.06) per share, after a non-cash future income tax recovery of $Nil. The loss before other income (expenses) and future income taxes for the three months ended December 31, 2008 was $106,926 as compared to a loss of $303,764 for the three months ended December 31, 2007.

Selected Annual Financial Information

Selected audited financial data for annual operations of the Company for the years ended March 31, 2008 and March 31, 2007:

Year ended	**March 31, 2008**	**March 31, 2007**
Current assets	$ 405,344	$ 30,347
Resource properties	$ 2,275,646	$ -
Equipment	$ 5,428	$ -
Total Assets	$ 2,686,418	$ 30,347
Current liabilities	$ 336,676	$ 350
Total revenue	$ -	$ -
Net loss	$ (744,757)	$ (270,003)
Basic loss per share	$ (0.09)	$ (0.48)
Weighted Avg. shares	7,903,388	562,501

Summary of Quarterly Results

The following table summarizes selected financial data reported by the Company for the quarter ended December 31, 2008 and the previous seven quarters in Canadian dollars:

	December 31, 2008	September 30, 2008	June 30, 2008	March 31, 2008	December 31, 2007	September 30, 2007	June 30, 2007	March 31, 2007
Net loss	$(90,129)	$(138,355)	$(90,991)	$(89,487)	$(536,008)	$(112,145)	$(7,117)	$(270,003)
Basic loss per share	$(0.00)	$(0.01)	$(0.01)	$(0.01)	$(0.06)	$(0.03)	$(0.00)	$(0.48)
Total assets	$5,110,553	$5,444,696	$5,699,221	$2,686,418	$2,888,613	$1,410,270	$30,670	$30,347
Shareholders' equity	$5,032,909	$5,120,573	$5,204,053	$2,349,742	$2,933,910	$1,382,318	$30,379	$29,997
Share capital	$5,369,948	$5,369,948	$5,299,694	$3,161,439	$3,656,121	$1,758,670	$307,500	$300,000
Deficit	$(1,334,235)	$(1,244,106)	$(1,105,751)	$(1,014,760)	$(925,274)	$(389,266)	$(277,120)	$(270,003)

Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no regular cash inflows. At December 31, 2008, the Company had working capital of $822,503 (March 31, 2008 - $68,668).

For the nine month period ended December 31, 2008

Cash and cash equivalents increased by $502,399 during the nine months ended December 31, 2008 from $255,300 to $757,699.

During the nine month period ended December 31, 2008, the Company raised a net of $2,749,612 in additional funds from the sale of common shares and warrants and through funds received as a result of directors, officers, employees and consultants exercising their stock options.

Cash used in operating activities during the nine months ended December 31, 2008 was $577,379 (2007 - $429,708) before any changes in non-cash working capital. After adjusting for cash flows applied to non-cash working capital, cash used in operating activities was $622,268 (2007 - $549,468).

Cash used for investing activities during the nine months ended December 31, 2008 was $1,624,945 (2007 - $2,071,405). The investing activities were as follows: Cash acquired on reverse takeover transaction of $307,602 (2007 - $Nil), increase in property and equipment of $69,259 (2007 - $Nil), and acquisition and exploration of resource properties of $1,863,288 (2007 - $2,071,405).

During the nine months ended December 31, 2008, the Company's cash flows from financing activities, being proceeds from share and warrant issuances, totalled $2,749,612 (2007 - $3,356,121).

At December 31, 2008, the Company's investment in resource properties aggregated $4,154,560 (March 31, 2008 - $2,275,646) and property and equipment, net of amortization, totalled $55,846 (March 31, 2008 - $5,428).

At December 31, 2008, share capital of $5,369,948 consisted of 21,115,719 issued and outstanding common shares (March 31, 2008 - $3,161,439, consisted of 12,475,174 issued and outstanding shares). Contributed surplus, which arises from the recognition of the estimated fair value of stock options was $190,149 (March 31, 2008 - $203,063) and share purchase warrants totalled $807,047 (March 31, 2008 - $Nil).

As a result of the net loss for the period of $319,475, the deficit at December 31, 2008 increased to $1,334,235 from $1,014,760 at March 31, 2008. Accordingly, shareholders' equity at December 31, 2008 was $5,032,909 as compared to $2,349,742 at March 31, 2008.

At December 31, 2008, the Company had 623,183 stock options outstanding and 3,833,286 share purchase warrants outstanding, which, if exercised, would increase the Company's available cash by approximately $2,452,182.

For the three month period ended December 31, 2008

Cash and cash equivalents decreased by $517,576 during the three months ended December 31, 2008 from $1,275,275 to $757,699.

Cash used in operating activities during the three months ended December 31, 2008 was $113,953 (2007 - $345,859) before any changes in non-cash working capital. After adjusting for cash flows applied to non-cash working capital, cash used in operating activities during the three months ended December 31, 2008 was $278,677 whereas for the three months ended December 31, 2007, cash provided by operating activities was $10,122.

Cash used for investing activities during the three months ended December 31, 2008 was $238,899 (2007 - $1,601,280). The investing activities were as follows: increase in property and equipment of $876 (2007 - $Nil), and acquisition and exploration of resource properties of $238,023 (2007 - $1,601,280).

During the three months ended December 31, 2008, the Company's cash flows from financing activities, being proceeds from share and warrant issuances, totalled $Nil (2007 - $1,897,451).

As a result of the net loss for the three month period of $90,129, the deficit at December 31, 2008 increased to $1,334,235 from $1,244,106 at September 30, 2008.

At present, the Company's operations do not generate cash inflows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

See "Risks and Uncertainties."

With the completion of the transaction with Laurentian Exploration Ltd., and the concurrent private placement, the Company currently has sufficient financial resources to meet its planned exploration activities and its administrative overhead expenses for the foreseeable future and is confident that it can raise additional funds to undertake all of its planned exploration activities.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales, from the exercise of convertible securities and from optioning its resource properties. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes that there will be risks involved which may be beyond its control.

Liquidity Outlook

Cash Generating Potential

In order to finance future operations, the Company will be pursuing the following alternatives:

- The Company will raise additional financing; and
- The Company will consider entering into joint ventures with other parties in order to continue its planned exploration activities;

Cash Utilization Requirements

The Company has the following requirements:

- Cash is needed to fund both its exploration activities and its administrative activities. This amount varies depending on the amount of financing raised. Currently the Company has concluded its fieldwork programs for the winter, as intended, and will re-commence in the spring or at a time to be determined by management. The Company has also scaled down on its administrative expenditures, in particular its investor relations activities and travel and conference fees;
- The Company has both cash commitments and property expenditure commitments due within the next twelve months however as these properties are under option only, the Company is not obligated to meet these commitments;

Risks and Uncertainties

The financial statements for the Company were prepared on the basis of a going concern which assumes the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the ordinary course of business. There are several adverse conditions which cast significant doubt on the validity of the going concern assumption. The Company has incurred operating losses since inception, has limited financial resources, has no source of operating cash flow, and provides no assurance that sufficient funding will be available to conduct exploration programs and administrative expenses.

The ability of the Company to continue as a going concern is dependent upon its ability to obtain sufficient financing to complete its mineral projects and fund its administration costs, enter into joint ventures on its mineral properties, obtain sufficient proceeds from disposition of its mineral properties and/or future profitable production.

If the going concern assumption was not appropriate for the Company then there could be a material adjustment to the carrying values of assets and liabilities, the reported income and expenses and balance sheet classifications.

Strategy and Risk Management

In light of the current economic conditions, the Company has concluded its fieldwork programs on its properties for the winter, as intended, and will re-commence operations in the spring or at a time to be determined by management. This is dependent on the Company obtaining financing to meet its planned exploration activities. The Company has also scaled down on its administrative expenditures, in particular its investor relations activities and travel and conference fees. Management is confident that it will be able to raise additional financing in order to meet both its planned exploration activities and its administrative expenditures.

Exploration Stage Company

The Company is engaged in the business of acquiring, exploring and developing mineral properties with the expectation of locating economic deposits of minerals. All of the properties are without proven ore deposits and there is no assurance that the Company's exploration programs will result in such, nor can there be any assurance that, economic deposits can be commercially mined. As a consequence, the risks and uncertainties and forward looking information is subject to known and unknown risks and uncertainties which are as follows, but not limited to:

- exploration and development of mining properties is highly speculative in nature and involves a high degree of risk

- there are many competitors in the business, some of which have greater financial, technical and other resources

- mining involves many hazards and risks in the field such as unexpected rock formations, seismic activity, cave-ins, adverse weather conditions, unstable political conditions, and many other conditions

- timing delays in exploration and development and delays in funding may result in delays and postponement of projects

- there is no assurance that the Company will be able to obtain all necessary permits and approvals to conduct its affairs and no assurance that future tax, environmental or other legislation will cause additional expenses, delays or postponements

- the operations are subject to environmental regulation, a breach of which may result in imposition of enforcement actions, environmental hazards may exist on current properties which are presently unknown to the Company, and regulations and laws change over time

- world prices for metals can be unstable and unpredictable and may materially affect the Company's operations as well as economic conditions which may change the demand for minerals

- the securities markets worldwide have experienced high price and volume volatility

- the Company is dependent upon the services of several key individuals whose loss could significantly affect operations

- officers and directors of the Company may have potential conflicts of interest with other entities

- uncertainties as to future development and implementation of future technologies

- changes in accounting policies and methods may affect how the financial condition of the Company is reported

- uncertainties, such as potential breaches of contracts (i.e. property agreements), could result in significant loss

Dividends

Laurentian has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of Laurentian and will depend on Laurentian's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of Laurentian deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

Proposed Transactions

Laurentian Goldfields Ltd. secured a 100% interest in its Grenville Project through the termination of its joint venture agreement with Australian Mineral Fields Pty Ltd. ("Ausmin"). Ausmin no longer has any interest in the mineral claims that were subject to the joint venture. In consideration, Laurentian Goldfields Ltd. will issue 1,000,000 common shares to Ausmin, subject to approval by the TSX Venture Exchange. The shares will be subject to escrow restrictions with one-third being released immediately, one-third being released on January 23, 2010 and one-third being released on January 23, 2011.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning Laurentian's general and administrative expenses and resource property costs is provided in the Company's Consolidated Statement of Loss and Deficit and Schedule of Resource Property Costs contained in its audited Financial Statements for March 31, 2008, available upon request.

Outstanding Share Data

Laurentian's authorized capital is unlimited common shares without par value. As at February 19, 2009, the following common shares, options and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and Outstanding Common Shares at February 19, 2009	22,115,719	N/A	N/A
Employee Stock Options			
	155,000	$0.40	April 26, 2011
	468,183	$0.44	November 30, 2012
Share Purchase Warrants			
	2,315,786	$0.55	May 15, 2010
	1,517,500	$0.60	May 15, 2010
Fully Diluted at February 19, 2008	26,572,188		

Transactions with Related Parties

During the period, the Company paid consulting fees of: $40,000 to the President and Chief Executive Officer of which $Nil was capitalized to resource properties, $45,000 to a director of which $5,000 was capitalized to resource properties, $19,300 to its Chief Financial Officer, $104,325 to its Vice President of Exploration, $4,050 to its Corporate Secretary and $10,027 to a company controlled by a former director.

Accounting Policies and Changes to Prior Year:

Effective April 1, 2008, the Company adopted the following Canadian Institute of Chartered Accountants ("CICA") accounting standards:

Section 1535 – Capital Disclosures

Effective April 1, 2008, the Company adopted CICA Section 1535, "Capital Disclosures". This section requires the Company to include additional information in the notes to the financial statements about its capital and the manner in which it is managed. The additional disclosure includes quantitative and qualitative information regarding an entity's objectives, policies and procedures for managing capital.

The impact of adopting this section is disclosed in Note 9 of the third quarter consolidated financial statements.

Section 3862 and 3863 – Financial Instruments Disclosures and Presentation

Effective April 1, 2008, the Company adopted CICA Section 3862 and 3863, "Financial Instruments Disclosures and Presentation". This section requires disclosures of both qualitative and quantitative information that enables users of the financial statements to evaluate the nature and extent of risks from financial instruments to which the Company is exposed.

The impact of adopting this section is disclosed in Note 8 of the third quarter consolidated financial statements.

Future Accounting and Reporting Changes

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended February 28, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Goodwill and Intangible Assets

In February 2008, the AcSB issued Handbook Section 3064, "Goodwill and Intangible Assets", which will replace Section 3062, "Goodwill and Intangible Assets" and amended Section 1000, "Financial Statement Concepts" clarifying the criteria for the recognition of assets, intangible assets and internally developed intangible assets. Items that no longer meet the definition of an asset are no longer recognized with assets. The new standard also provides guidance for the treatment of preproduction and start-up costs and requires that these costs be expensed as incurred. The new standard is effective for fiscal years beginning on or after October 1, 2008 and early adoption is permitted. The adoption of this new section is not expected to have a material impact on the Company's financial position.

Capital Management

The Company's objective in managing capital is to have sufficient funds to fund its corporate activities and then acquire, explore and develop its mineral properties as well as safeguarding its ability to continue as a going concern.

The Company is currently unable to self finance its operations and has relied on equity financings to provide funds for its operations. The Company intends to spend its current capital on planned exploration programs and administrative costs and will raise additional funds as required. The Company manages its capital requirements by using a planning and budgeting process.

Recent Developments and Outlook

The Company expects to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or optioning out its properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations and eventually to forfeit or sell its interest in its resource properties.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash and cash equivalents, GST and other receivables and accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from financial instruments. The fair value of these financial instruments approximates their carrying value due to their short term maturity or capacity of prompt liquidation.

Critical Accounting Estimates

The Company's accounting policies are presented in Note 3 of the March 31, 2008 audited financial statements. The preparation of financial statements in accordance with GAAP requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual amounts could differ materially from the estimates used and, accordingly, affect the results of the operations. These include:

- the carrying values of mineral properties; and
- the valuation of stock-based compensation expense;

Mineral properties and deferred exploration costs

The Company records its interest in mineral properties at cost. Resource exploration and development costs are capitalized on an individual area of interest basis until such time as an economic resource body is defined or the prospect is abandoned. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the reserves, while costs for the prospects abandoned are written off.

Management of the Company reviews and evaluates the carrying value of each mineral property for impairment when events or changes in circumstances indicate that the carrying amounts of the related asset may not be recoverable. When it is determined that a mineral property is impaired, it is written down to its estimated fair value.

Management's estimates of mineral prices, mineral resources, and operating, capital and reclamation costs are subject to certain risks and uncertainties that may affect the recoverability of deferred mineral property costs. Although management has made its best estimate of these factors, it is possible that material changes could occur which may adversely affect management's estimate of the net cash flows expected to be generated from its properties.

The recoverability of amounts shown for mineral properties and related deferred costs is dependent upon the discovery of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to continue operations and to complete the development and upon future profitable production or proceeds from the disposition thereof. The discovery or establishment of adequate reserves is dependent on successful exploration. Competition for exploration resources at all levels is currently very intense, particularly affecting availability of manpower, drill rigs and helicopters. As a result of this, and other factors inherent in exploration, the Company has uncertainty that it will be able to carry out its planned exploration programs.

Stock-based compensation expense

From time to time, the Company may grant share purchase options to directors, officers, employees, and service providers. The Company uses the Black-Scholes Option Pricing Model to estimate a value for these options. This model, and other models which are used to value options, require inputs such as expected volatility, expected life to exercise, and interest rates. Changes in any of these inputs could cause a significant change in the stock-based compensation expense recorded in a period.

Approval

The Board of Directors of Laurentian Goldfields Ltd. has approved the disclosure contained in this interim MD&A. A copy of this interim MD&A will be provided to anyone who requests it.

Additional Information

Additional information relating to Laurentian Goldfields Ltd. can be obtained on SEDAR at www.sedar.com or by contacting:

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Andrew Brown
President and Chief Executive Officer

LAURENTIAN GOLDFIELDS LTD.
/s/ “Christopher Twells”
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Chief Financial Officer