

ROXGOLD INC.

Management's Discussion and Analysis of Financial Position and Results of Operations

The following information, prepared as of March 6, 2009, should be read in conjunction with the unaudited consolidated financial statements of Roxgold Inc. (the "Company") for the three months ended January 31, 2009, together with the Company's audited consolidated financial statements for the year ended October 31, 2008, and the accompanying management's discussion and analysis for the fiscal period then ended ("the Annual MD&A"). All amounts are expressed in Canadian dollars unless otherwise indicated and have been prepared in accordance with Canadian generally accepted accounting principles.

FORWARD-LOOKING STATEMENTS

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Forward-looking statements may include words such as "plans", "intends", "anticipates", "should", "estimates", "expects", "believes", "indicates", "suggests" and similar expressions.

This MD&A and in particular the "Outlook" section, contains forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors. Information concerning the interpretation of drill results may also be considered a forward-looking statement, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of March 6, 2009.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.
- The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties".

GENERAL

The Company is a junior natural resource company engaged in the acquisition, exploration and development of natural resource properties. The Company is yet to receive any revenue from its mineral exploration operations. Accordingly the Company has no operating income or cash flows. Its continued existence has relied almost exclusively upon equity financing activities, which is not expected to significantly change in the immediate future.

Name Change and Share Consolidation

On January 15, 2007, the Company received regulatory approval to change its name to Roxgold Inc. and to consolidate its shares on the basis of one new Roxgold Inc. share for every two old shares. On January 16, 2007, shares of the Company commenced trading on TSX Venture Exchange under the symbol ROG.

Private Company Acquisition

On February 21, 2007, the Company completed the acquisition of a private company ("Private Co.") ("the Acquisition") that held the rights or title to the Gosico and the Tommy Jack mineral properties (collectively "the TJ Ridge Project"). In order to acquire the TJ Ridge Project, the Company issued 4,500,000 post-consolidation shares to the former shareholders of Private Co. In addition, the Company agreed to pay a 2% net smelter royalty to the underlying vendors of both the Gosico and Tommy Jack properties.

Alan Raven, the majority owner of Private Co, was appointed President and CEO of Roxgold immediately following the Company's Special Meeting of Shareholders held December 13, 2006, wherein the Company's shareholders approved the Acquisition. Upon completion of the terms of the agreement, Mr. Raven received 2,365,200 of the 4,500,000 post-consolidation shares issued.

Pursuant to the terms of the Acquisition, two further conditional share issuances may occur:

1. A second tranche of up to 1,000,000 shares are to be issued within a period of three years, such period ending January 23, 2010, upon the Company establishing, pursuant to a National Instrument 43-101 Report ("NI 43-101 Report") in respect to the TJ Ridge Project that the property contains a resource estimate of 1,000,000 ounces of gold equivalent. 500,000 shares will be issued on establishing a resource of 500,000 ounces of gold equivalent and an additional 100,000 shares for each additional 100,000 ounces established up to 1,000,000 ounces.

2. A third tranche of 1,500,000 shares will be issued within a period of five years such period ending January 23, 2012 upon the Company obtaining an NI 43-101 Report confirming a deposit in respect to the properties containing a minimum of 2,000,000 ounces of gold equivalent.

All shares issued are subject to an Exchange Surplus Security Escrow agreement.

For the purposes of the resource calculations associated with the second and third tranche share issuances, a “measured” ounce equates to 1.0 ounce; an “indicated” ounce equates to 0.75 ounces, and an “inferred” ounce equaling 0.5 ounces, as those terms are defined in the "Standards On Mineral Resources and Reserves, Definitions and Guidelines" published by the Canadian Institute of Mining, Metallurgy and Petroleum.

In addition, to acquire a 100% interest in the Tommy Jack property pursuant to the underlying option agreement, as amended October 15, 2008, the Company must make payments totaling \$130,000 and complete shares issuances totaling 400,000 shares over four years with an additional 200,000 shares to be issued upon commercial production.

Amalgamation

On February 29, 2008, the Company and Private Co. were amalgamated and have continued operation as Roxgold Inc.

TJ Ridge Project

Roxgold Inc.'s primary asset is the 6121 hectare TJ Ridge Project located 95 kilometers north of Hazelton, B.C. which is comprised of the Gosico Property (Roxgold 100% subject to a 2% NSR), certain contiguous claims (Roxgold 100%), as well as the adjoining Tommy Jack Property (Roxgold has an option to acquire a 100% interest subject to a 2% NSR) (collectively “the Property”).

Geology

The primary areas of geological interest on the TJ Ridge Property are located within a mature forest generally limiting outcrop exposure to creek beds with total bedrock exposure of less than 1%. During 2007 and 2008 select portions of the primary areas of geological interest were explored using mechanized trenching and drilling which has led to a better geological understanding of the areas tested

The Property is primarily underlain by sediments of the Bowser Lake Group (fine to medium grained arkosic sandstone and intercalated siltstone, shale, argillite and minor conglomerate). On the western side of the Property these sediments have been intruded by near vertical quartz-feldspar porphyry dacite to rhyolite dykes. On the Eastern side of the Property, an older monzonite intrusive penetrated the sediments while younger quartz feldspar porphyry (“QFP”) dykes penetrate both the sediments and the monzonite. The altered and variably mineralized

monzonite sills were intersected in the majority of the 27 drill holes completed on the East Side which has been subjected to retrograde alteration causing it to be kaolinized and strongly sericitic altered. The cause of the alteration of the monzonite is hypothesized to be related to a series of the younger QFP dykes. The mineralization is believed to be associated with these younger QFP dykes with the monzonite forming an impermeable cap causing the mineralized solutions to pool below it.

Previous Exploration

Early exploration on the property prior to 2007 was limited to soil sampling, prospecting and hand trenching. Prospecting in creek cuts and follow-up of soil anomalies located high grade mineralization in float samples including 18 of 35 samples analyzed returning assay values in excess of 10 g/t gold, with a high of 74.3 g/t gold with 15 of 35 samples assaying in excess of 100 g/t silver, with a high of 2086 g/t silver.

Soil geochemistry has proven an effective exploration tool with gold, silver and pathfinder anomalies following apparent geological structures for up to 4.5 kilometres. Portions of some of the stronger anomalies were explored in 2007 and 2008 through trenching and drilling with both wide zones of low grade mineralization and narrow zones of high grade mineralization located. In general, gold mineralization appears primarily associated elevated arsenic, lead and bismuth soil sample values and has a somewhat weaker associations with iron, zinc and antimony values. Poor soil development, “pockets” of relatively thick glacial till and small areas of outwash material till have limited the effectiveness of the soil samples at the southern end of the surveyed area.

An airborne geophysical survey completed late in the 2007 season identified multiple EM conductors. A strong correlation exists between the soil geochemistry and both structures evident in air photo imagery and airborne EM conductors. Follow up trenching of some of these EM conductors indicates most are related to lithology or graphite zones that are often associated with mineralization. Several higher priority outlying targets remain untested. While there are some significant soil geochemistry anomalies and associated geophysical anomalies on the western side of the property, the anomalies on the eastern area, particularly those associated within QFP and monzonite remain the primary area of interest.

2008 Exploration

During the 2008 field season, the Company completed a \$2 million exploration program. This program was comprised of approximately 18,000 feet of diamond drilling, several hundred meters of trenching and the construction of an access trail connecting the property to the Dumsumlo Forest Service Road. Trenching in the area of what is now called the Discovery Trench area located high grade gold-silver mineralization over intervals up to 0.3 metres. This mineralization demonstrates textures interpreted to be related to multiple pulses of mineralized solutions and is believed to represent a leakage zone from a larger pool located elsewhere. Limited drilling in the immediate vicinity of the Discovery Trench did intersect anomalous gold–

silver values, but not with the same textures or grades as seen in the Discovery Trench. In general most holes that intersected the target stratigraphy intersected either wide zones of low grade mineralization or narrow zones of high grade mineralization.

During the year ended October 31, 2008, the Company wrote-off \$2,715,546 (2007: \$nil) of mineral property cost and deferred exploration expenditures relating to the TJ Ridge Property.

Other

In August 2008, a member (“the Applicant”) of the Gwininitxw House of the Gitxsan First Nation filed an injunction application with the Supreme Court of British Columbia naming both the Company and the Province of British Columbia as defendants. The Applicant claimed aboriginal title on behalf of the Gwininitxw House and also claimed the Province and the Company did not adequately consult with the Gwininitxw House with respect to an access trail and exploration program on the Company’s TJ Ridge project. The Applicant sought an injunction restraining Roxgold from constructing the access trail.

The Company is vigorously defending the action through its legal counsel and is confident of its position.

On August 24, 2008, construction of the access trail passed from territory claimed by the Gwininitxw onto territory claimed by the Xsi Duutswit house of the Gitxsan First Nation. As the construction activity no longer is on territory claimed by the Gwininitxw, the Company’s position is that the basis for the injunction is now moot and should be withdrawn. On February 2, 2009 the Province of British Columbia filed action to strike the proceedings and on February 4, 2009 counsel for Roxgold advised that it would be moving to support the government’s action to strike the proceedings.

RESULTS OF OPERATIONS

The Company recorded a net loss of \$64,330 (\$0.00 per share) for the three months ended January 31, 2009 as compared to a net loss of \$103,230 (\$0.00 per share) in 2008. The table below details certain non-cash or unusual transactions that for the purposes of this discussion have been adjusted out of the reported net loss to produce an adjusted net loss that forms a better basis for comparing the year over year operating results of the Company.

	2008	2007
Net loss for the period as reported	\$ (64,330)	\$ (102,230)
Amortization	4,395	2,101
Stock-based compensation	-	3,119
Loss on sale of marketable securities	-	9,037
Interest and other income	(129)	(10,959)
Adjusted net loss for the period	\$ (60,064)	\$ (98,932)

Comments regarding these items are as follows:

- the stock-based compensation charge in the first quarter of fiscal 2008 arose from an expense related to vesting terms on stock options granted in March 2007. No stock options were granted the first quarter of fiscal 2009 or 2008;
- the loss on sale of marketable securities in fiscal 2008 relates to the sale of the remaining common shares the Company held in Journey Resources Corp. which it had received pursuant to a mineral property option agreement; and
- the decrease in interest and other income in the current quarter as compared to the first quarter of fiscal 2008 occurred because the Company had less surplus cash on hand on average during the current quarter.

The decrease to the adjusted net loss recorded in the three months ended January 31, 2009 as compared to the same period in 2008 is primarily the result of a decrease in filing fees and investor relations expense. as further detailed below:

- filing fees (\$nil vs. \$11,994) were greater in the three months ended January 31, 2008 as the Company completed a substantial financing in that period whereas no financing was completed in the current period;
- investor relations expense (\$nil vs. \$16,658) decreased due as a result of the Company terminating prior to end of fiscal 2008 its contractual agreement for such services.

On March 28, 2007 the Company entered into an investor relations agreement with Marketsmart Communications Inc. (“Marketsmart”). Services to be provided included investor and shareholders communication services as well as assisting the Company in the development and distribution of marketing collateral. The agreement had a term of one year, and was cancelled by the Company effective March 31, 2008. Pursuant to the agreement Marketsmart was paid \$5,000 per month and was granted 130,000 options having a strike price of \$0.32. None of the options were exercised and all were forfeited on April 30, 2008.

On February 28, 2008, the Company entered into an agreement with BMK Partners Inc. (“BMK”) for the provision of investor relations, corporate communications and marketing services to the Company. The agreement had an initial one-year term pursuant to which the Company paid a monthly fee of \$7,500. The Company also granted to BMK 150,000 stock options with an exercise price of \$0.25 per share and a two-year life. The Company terminated the agreement effective October 15, 2008;

With regard to project expenditures incurred during the first quarter of fiscal 2009 (\$39,384), these are all detailed on Schedule 1 to the accompanying audited financial statements for the three months ended January 31, 2009. The costs reported are largely comprised of activities

related to summarizing and compiling the 2008 fieldwork. Ongoing work includes modeling all of the technical data gathered in the 2008 field season.

QUARTERLY INFORMATION

The following is selected financial data from the Company's unaudited quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being the three months ended January 31, 2009.

	Three Months Ended (\$)				Three Months Ended (\$)			
	Jan. 31, 2009	Oct. 31, 2008	July 31, 2008	April 30, 2008	Jan. 31, 2008	Oct. 31, 2007	July 31, 2007	April 30, 2007
Total Revenues	-	-	-	-	-	-	-	-
Net Loss	(64,330)	(2,195,134)	217,435	(102,829)	(103,230)	(38,387)	(29,778)	(247,642)
Net Loss Per Share (basic and diluted)	(0.00)	(0.08)	0.01	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)
Total Assets	2,847,942	2,866,842	5,705,490	5,451,834	5,606,218	3,843,004	3,357,865	1,243,129

All the quarters reported on, except the quarter ended January 31, 2009, include a stock-based compensation charge. The amounts of such charge for the quarter ended October 31, 2008 to the quarter ended April 30, 2007 are respectively: (\$3,172), \$96,450, \$4,946, \$3,119, \$6,084, \$11,606 and \$371,569. The credit balance of \$3,172 recorded in the quarter ended October 31, 2008 arose from the revaluation of certain stock options granted during fiscal 2008 that vest over a 12-month period. During the fourth quarter of fiscal 2008 the value of these options decreased as at their vesting date and/or at year end and as such the initial stock-based compensation expense recorded was reversed in the fourth quarter accounts.

During the quarters ended October 31, and April 30, 2008, and October 31, July 31, and April 30, 2007, the Company recorded a write-down/write-off of mineral properties in the respective amounts of \$2,774,238, \$15,546, \$2,601, \$3,861 and \$29,837.

Further, in the quarters ended October 31, July 31, and April 30, 2008, and October 31 and April 30, 2007 the Company recognized a future income tax recovery of \$731,000, \$424,000, \$62,000, \$57,500 and \$247,500 respectively.

In the quarter ended July 31, 2007, the Company recorded other income in the amount of \$44,791 with respect to the net proceeds of payments pursuant to the Journey Option that exceeded the carrying value of the Musgrove Creek Gold Prospect.

Quarter-over-quarter changes in total assets reflect increases arising from the completion of financings in the respective period plus the issuance of securities to acquire mineral properties offset by operating losses including the write down or write-off of resource properties.

FINANCING ACTIVITIES AND CAPITAL EXPENDITURES

The Company's financing activities during the three months ended January 31, 2009 consisted of receiving a \$25,000 loan from one of its directors.

By comparison, on December 5, 2007 the Company completed a private placement of 4,000,000 units at \$0.43 per unit for gross proceeds of \$1,720,000. The agent for the placement received a commission consisting of \$108,790 cash and 67,000 non-flow-through units of the Company carrying identical terms and conditions as those issued in the private placement except that the units were comprised of non-flow-through shares (ascribed value \$28,810). In addition, the Company issued warrants to the agent entitling it to purchase 320,000 common shares of the Company at \$0.55 per share for a period of two years from the closing.

On December 7, 2007 the Company completed a private placement of 1,000,000 flow-through units at \$0.43 per flow-through unit for gross proceeds of \$430,000. A finder's fee of \$25,456 cash was paid in connection with the offering.

Other financing was realized from the sale of certain marketable securities (\$54,588) and from the exercise of 10,000 stock options at \$0.20 per share.

In February 2009 the Company announced its intention to complete a private placement of up to 5,000,000 units at a price of \$0.04 per unit for gross proceeds of \$200,000. Each unit will be comprised of one common share and one common share purchase warrant. Each warrant will entitle the holder thereof to purchase an additional share of the Company at \$0.05 per share in the first year and at \$0.10 per share until expiry two years from closing.

The capital expenditures of the Company during each of the first quarters of fiscal 2009 and 2008 consisted almost entirely of exploration expenditures on the TJ Ridge Project. The current quarter expenditures are summarized in a schedule included with the unaudited consolidated financial statements for the three months ended January 31, 2009.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operations consumed approximately \$60,000 of cash (before working capital items) for the three months ended January 31, 2009 with an additional approximate \$39,000 utilized on capital expenditures including mineral property acquisitions and deferred exploration expenditures, net of option payments received. The cash requirement was fulfilled in the period from cash on hand at the beginning of the period, a loan (\$25,000) received from a director, and from an increase in trade credit balances owing.

The Company's aggregate operating, investing and financing activities during the first quarter of fiscal 2009 resulted in a net decrease in its cash balance (including cash equivalents) from \$60,684 at October 31, 2008 to \$9,708 at January 31, 2009. The Company's working capital decreased by \$99,319 correspondingly during the same period, and stood at negative \$403,183 at

January, 31, 2009. In addition, the Company has accumulated losses since inception of \$8,277,185. These fiscal results indicate that the Company is in need of additional capital in order to continue operations. To this end, as described earlier, in February 2009 the Company announced the terms of a proposed private placement to raise gross proceeds of \$200,000.

Aside from property acquisition payments and exploration commitments described under the Resource Properties note to the financial statements, the Company does not have any commitment for material capital expenditures over the near term or long term and none are presently contemplated in excess of normal operating requirements.

The Company has not as yet put into commercial production any of its mineral properties and as such has no operating revenues or cash flows. Accordingly, the Company is dependent on the equity markets as its sole source of operating working capital, and the Company's capital resources are largely determined by the strength of the junior resource capital markets and by the status of the Company's projects in relation to these markets, and its ability to compete for investor support of its projects. There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to it.

TRANSACTIONS WITH RELATED PARTIES

The Company incurred the following expenditures during the three months ended January 31, 2009 and 2008 were charged by directors and officers of the Company, and companies with common directors.

	<u>2009</u>	<u>2008</u>
Accounting fees	\$ 9,800	\$ 17,950
Management fees	20,500	8,500
Mineral property costs – consulting	-	-
– equipment rental	-	-
– field expenses	-	32,100
	<u>\$ 30,300</u>	<u>\$ 58,550</u>

These expenditures were measured by the exchange amount which is the amount agreed upon by the transacting parties.

Included in accounts payable and accrued liabilities as at January 31, 2009 is \$168,895 (October 31, 2008: \$132,673) due to a director of the Company, a company controlled by a director of the Company and a former director of the Company.

In January 2009 a director of the Company loaned the Company \$25,000 to be repaid from the proceeds of a GST refund the Company has filed and expects to receive in due course. The loan

does not bears interest and is repayable on demand.

CRITICAL ACCOUNTING ESTIMATES

The Company's financial statements are impacted by the accounting policies used, and the estimates and assumptions made, by management during their preparation. The Company's accounting policies are described in Note 2 to accompanying unaudited consolidated financial statements for the three months ended January 31, 2009, and Note 2 to the audited financial statements for the year ended October 31, 2008. The accounting estimates considered to be significant to the Company include the carrying values of mineral properties and deferred exploration; the computation of stock-based compensation expense; the computation of the fair value of warrants included in security offerings made by the Company or paid as finder's fees/commissions with respect to security offerings; and the computation of future income tax assets and liabilities.

Management reviews the carrying values of its mineral properties and deferred exploration on at least an annual basis to determine whether an impairment of carrying value should be recognized. In addition, capitalized costs related to abandoned properties are written-off in the period of abandonment. During the first quarters of fiscal years 2009 and 2008, no write-down or write-off of costs attributable to its mineral properties was made. During fiscal 2008 Company wrote-off or wrote-down the costs attributable to certain of its mineral properties, recognizing a non-cash charge to its statement of operations in the amount of \$2,789,784. Capitalized costs in respect of the Company's mineral claims amounted to \$2,741,077 as at January 31, 2009. These costs may not be recoverable and there is a risk that these costs may be written down in future quarters.

The Company uses the fair-value method of accounting for stock-based compensation related to incentive stock options granted, modified or settled. Under this method, compensation cost attributable to all incentive stock options granted to employees is measured at fair value at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. With respect to stock options granted to consultants and other non-employees that have vesting terms, the compensation cost is revalued at each respective vesting date or period end, as the case may be. In determining the fair value, the Company makes estimates of the expected volatility of the stock as well as an estimated discount rate. Changes to these estimates could result in the fair value of the stock-based compensation being less than or greater than the amount recorded. During the first quarter of fiscal 2009 no charge for stock-based comp was made to the statement of operations. A nominal charge was recorded in the first quarter of fiscal 2008 related to stock options granted in March 2007.

The Company uses the fair value method of accounting for warrants included in security offerings. Under this method, the warrants are measured at fair value at the date of issue and recorded to contributed surplus. The residual value of the securities offered is computed by deducting the value attributed to the warrants. In addition, the Company computes the fair value at the date of issue of agent's warrants issued in connection with security offerings and charges the cost of such to offering expenses with an offsetting credit to contributed surplus. In

determining the fair value of all warrants, the Company makes estimates of the expected volatility of the stock as well as an estimated discount rate. Changes to these estimates could result in the fair value of the warrants being less than or greater than the amount recorded. During the three months ended January 31, 2009, no financings were completed and as such no warrants were issued. In the year ended October 31, 2008 an aggregate fair value of \$361,600 was ascribed to warrants contained in unit security offerings. In addition, during fiscal 2008 a fair value of \$57,000 (2007 -\$85,100) was ascribed to certain agent's warrants issued by the Company in connection with security offerings it made.

Management computes the recovery of future income tax assets based on the amount of qualifying flow-through expenditures that have been renounced to investors during the fiscal year and after taking into account the estimated corporate income tax rate during such fiscal period and the availability of unrecorded income tax assets. No such charge was recorded in the first quarter of fiscal 2009. During the year ended October 31, 2008 an amount of \$1,217,000 was recorded to the Company's accounts.

FINANCIAL INSTRUMENTS

Fair Value of Financial Instruments

The Company's financial instruments consist of cash, other receivables, accounts payable and accrued liabilities, and loan from related party. The fair value of these financial instruments approximates their carrying value.

Foreign Exchange Risk

As at January 31, 2009, all of the Company's cash and cash equivalents were held in Canadian dollars, the Company's functional currency. The Company has no operations in foreign jurisdictions outside of Canada at this time and as such has no currency risk associated with its operations.

Credit Risk

Credit risk arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The Company's cash is held with a large Canadian bank.

Interest Rate Risk

Included in the loss for the three month period ended January 31, 2009 is interest income on Canadian dollar cash and cash equivalents. Due to the nominal amount of cash on hand throughout the three months ended January 31, 2009 the Company had negligible exposure to interest rate risk.

Liquidity Risk

The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances to enable settlement of transactions on the due date. Accounts payable and accrued liabilities are current.

Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of gold and silver.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

Effective November 1, 2008, the Company has adopted the following accounting standards recently issued by the CICA:

Future accounting changes

Goodwill

The CICA issued new Handbook Section 3064, "Goodwill and Intangible Assets", which will replace Section 3062, "Goodwill and Intangible Assets". The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of preproduction and start-up costs and requires that these costs be expensed as incurred. The new standard applies to annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. There has been no impact on the Company's financial statements as a result of applying this new standard.

IFRS

In January 2006, the CICA Accounting Standards Board ("ACSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with International Financial Reporting Standards ("IFRS") by the end of 2011. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS.

OUTSTANDING SHARE DATA

- a) Authorized:
Unlimited common shares without par value.
- b) Issued and outstanding:
28,803,584 common shares as at March 6, 2009 for a net consideration of \$9,437,053.

c) Outstanding warrants and options as at March 6, 2009:

Type of Security	Number	Exercise Price	Expiry Date
Share purchase warrants	200,000	\$0.32	May 22, 2009
Share purchase warrants	2,400,000	\$0.35	May 22, 2009
Share purchase warrants	2,033,500	\$0.75	December 05, 2009
Share purchase warrants	320,000	\$0.55	December 05, 2009
Share purchase warrants	500,000	\$0.75	December 07, 2009
Share purchase warrants	1,800,000	\$0.10	October 23, 2010
Stock options	10,000	\$0.30	March 17, 2010
Stock options	1,300,000	\$0.30	March 21, 2012
Stock options	150,000	\$0.30	March 25, 2012
Stock options	550,000	\$0.30	July 7, 2013
Stock options	<u>100,000</u>	\$0.25	July 7, 2013

DISCLOSURE CONTROLS AND PROCEDURES

As at the date of this report, management is not aware of any change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

RISKS AND UNCERTAINTIES

Certain risks are faced by the Company which could affect its financial position. In general they relate to the availability of equity capital to finance the acquisition, exploration and development of existing and future exploration and development projects. The availability of equity capital to junior resource companies is affected by commodity prices, global economic conditions and economic conditions and government policies in the countries of operation, among other things. These conditions are beyond the control of the management of the Company and have a direct effect on the Company's ability to raise capital.

The Company's working capital and liquidity fluctuate in proportion to its ongoing equity financing activities. The Company requires a certain amount of liquid capital in order to sustain its operations and in order to meet various obligations as specified under the its resource property acquisition agreements. Should the Company fail to obtain future equity financing due to reasons as described above, it will not be able to meet these obligations and may lose its interests in the properties covered by the agreements. Further, should the Company be unable to obtain sufficient equity financing for working capital, it may be unable to meet its ongoing operational commitments.

All of the Company's resource properties are in the exploration stage and without known reserves. Exploration and development of natural resources involve substantial expenditures and a high degree of risk. Few properties which are explored are ultimately developed into producing properties. Accordingly, the Company has no material revenue, writes off its mineral properties

from time to time, and operates at a loss. Continued operations are dependent upon ongoing equity financing activities.

OUTLOOK

The Company's primary focus for the foreseeable future will be on advancing the exploration and development of the TJ Ridge Project. The ability of the Company to do so is contingent upon its ongoing ability to raise the risk capital necessary to advance the project. As noted earlier, the Company's aggregate operating, investing and financing activities during the first quarter of fiscal 2009 resulted in a net decrease in its cash balance (including cash equivalents) from \$60,684 at October 31, 2008 to \$9,708 at January 31, 2009. The Company's working capital decreased by \$99,319 correspondingly during the same period, and stood at negative \$403,183 at January, 31, 2009. In addition, the Company has accumulated losses since inception of \$8,277,185. These fiscal results indicate that the Company is in need of additional capital in order to continue operations which in part the Company is resolving pursuant to a proposed private placement in the amount of up to \$200,000 as announced in February 2009. Despite the fact that junior resource equity markets have been in decline for several months, management is confident that it will be successful in raising sufficient funds to allow it to retire its obligations and continue operations, albeit at a lower scale than in the previous two fiscal years.

OTHER INFORMATION

Additional information related to the Company is available for viewing on SEDAR at www.sedar.com and at the Company's website at www.roxgold.com.