

Advanced Explorations Inc.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2008

The following Management Discussion and Analysis (MD&A) is dated April 15, 2009 and reviews the business of Advanced Explorations Inc. (the "Company" or "AEI") for the year ended December 31, 2008 and should be read in conjunction with the Company's audited consolidated financial statements and related notes for the year ended December 31, 2008. All dollar amounts are in Canadian dollars. This MD&A and the accompanying audited consolidated financial statements and related notes for the year ended December 31, 2008 have been approved by the Company's audit committee and Board of Directors.

This MD&A contains certain forward looking statements, such as statements regarding potential mineralization, reserves and exploration results and future plans and objectives of the Company that are subject to various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements.

A. Core Business Strategy

In a departure from its initial focus on technology related opportunities, the Company has developed a strategy to leverage its expertise and experience in identifying business opportunities within the mineral resource sector.

The Company's stock was halted from trading from January 29, 2007 to June 7, 2007. During this period, the Company successfully completed the Option Agreement (as defined herein) to earn an interest in the Roche Bay iron ore magnetite project (the "Roche Bay Project") and related financing (June 4, 2007). The stock was halted at \$0.31 and opened at \$1.71 on the first day of trading. During this time, the Company successfully migrated from the TSX: NEX to the TSX Venture Exchange.

AEI is a mining exploration company focused on developing high quality iron ore opportunities. As part of this strategy, AEI acquired the option to earn a 100% ownership interest in the Roche Bay Magnetite Project located on the Melville Peninsula in Nunavut, Canada. Led by an experienced management team with technical, exploration and mining expertise the company has the capabilities to rapidly advance the Roche Bay Project and explore other local and global opportunities. Located proximal to a natural deep water harbour the Roche Bay deposit benefits from transportation efficiencies possibly making it one of the world's premium iron ore prospects. In 2008, AEI updated its business plan for the Roche Bay project and is examining moving forward from the traditional iron pellet operation to a granulated pig iron (nugget) business.

Technology

With the core focus of the Company on the development of the Roche Bay Project and other iron ore projects, management of AEI entered into discussions to assign their non-core assets.

On July 17, 2007 the Company announced that it had entered into an Assignment and Assumption Agreement with PinPoint Xploration Inc. with respect to the License Agreement between AEI and Laser Diagnostic Instruments International Inc. (LDI³) for laser technology used in the exploration of petroleum resources. Under this Assignment and Assumption Agreement, AEI assigned the License Agreement to PinPoint along with all right, title and interest of AEI to that agreement, with PinPoint assuming all obligations of AEI under the License Agreement and performing all obligations of AEI. As partial consideration for this assignment and assumption, PinPoint agreed to allot and issue to AEI 111,111 ordinary shares in the capital of PinPoint by August 30, 2007, which shares will represent, immediately following their issue to AEI, 10% of the issued and outstanding ordinary shares in the capital of PinPoint. A delay in the incorporation of PinPoint (Caymans) will result in the shares not being issued until sometime in 2009. AEI has the right to participate in any future financings to maintain its equity interest.

B. Mining Properties

The mineral properties and deferred exploration costs are comprised as follows.

	Year ended December 31, 2008	Year ended December 31, 2007
	\$	\$
Roche Bay Magnetite Project, Nunavut, Canada		
(i) Acquisition costs		
Beginning balance	8,427,749	-
Acquisition costs	275,000	250,000
Rights offering	-	7,954,493
Finders' fees	417,935	180,774
Government fees	5,503	42,482
Total acquisition costs during the period	698,438	8,427,749
Ending balance	9,126,187	8,427,749
(ii) Exploration expenditures		
Beginning balance	12,846,374	-
Salaries	2,571,066	1,591,889
Mobilization and demobilization	5,322,131	5,117,539
Camp costs	1,407,932	1,222,205
Miscellaneous	505,776	382,464
Drilling	6,005,980	3,975,525
Geophysics	456,157	34,878
Environmental	439,936	332,522
Technical studies	2,205,041	189,352
Total expenditures during the year	18,914,019	12,846,374
Ending balance	31,760,393	12,846,374
Total	40,886,580	21,274,123

Roche Bay Iron Ore Project

The Roche Bay Project is located on the east coast of the Melville Peninsula, Nunavut Territory, Canada. The Roche Bay Project consists of 4 mining leases on outcroppings of a banded iron formation. The eastern most exposures are ideally located being within 6 kilometers of tide water. Airborne magnetics and ground mapping indicate approximately 13 km of iron formation within the two eastern leases. Similar strike potential has been identified on the other two leases.

Seven mineral claims (claim numbers F93842 and 43, 45 to 49) were staked by the Company in 2007. They cover the entire Peninsula at Roche Bay, and comprise approximately 3730 ha. The claims were staked prior to the closure of the exploration camp in late 2007, and were recorded on November 14, 2007 by the Mining Recorder in Iqaluit. Claims records show the claims to be 100% owned by Advanced Explorations Inc, but they are part of the JV agreement. Assessment work will need to be filed by November 14, 2009 in order to keep the claims in good standing.

The Company staked 8 additional claims (numbers F93193 to F93200 inclusive) in 2008, over and above those staked on the Peninsula in 2007. The Application to record the claims was submitted to the Nunavut Mining Recorder's Office on October 6, 2008, and the claims were recorded on February 11, 2009. The claims were staked surrounding the C Zone and D Zone leases, in order to acquire prospective iron formation along strike from and parallel to the main C and D Zones, as well all open ground between the existing mineral leases and the Inuit owned subsurface lands nearby. Claims records show the claims to be 100% owned by Advanced Explorations Inc, but they are part of the JV agreement. Assessment work will need to be filed by February 11, 2011 in order to keep the claims in good standing.

The Roche Bay Project was discovered over 40 years ago and the work undertaken in the 1960s, 1970s and 1980s has been summarized in a NI 43-101 compliant report by Golder Associates (Palmer, et al) which is filed on SEDAR. While the historical work summarized in the report is not to current standards, it clearly demonstrates the potential for an extremely large iron ore deposit located near tide water. Previous metallurgical work, some of which has been recently verified by SGS Lakefield, indicates the potential to produce a quality product.

The potential size and location of the project was the motivation for AEI to enter into the Option Agreement with Roche Bay Plc ("Roche Bay"). The Company entered into an agreement with Roche Bay dated January 29, 2007 whereby the Company has the option to acquire up to a 50.1% interest in the Roche Bay Project (the "Option Agreement"). On June 4, 2007 the Company completed the Option Agreement and associated financing for \$11,090,750.

Under the Option Agreement, the Company paid Roche Bay \$250,000 within 5 days of the acceptance of the transaction by the TSX Venture Exchange and granted 12,000,000 rights ("Rights") to Roche Bay upon TSX Venture Exchange approval of the transaction.

Each Right entitled the holder to purchase one common share of the Company. Of the 12,000,000 Rights, 8,000,000 of the Rights have an exercise price of \$0.35 per Right and were issued upon completion of the Option Agreement and final acceptance by the TSX Venture Exchange. The next tranche of 2,000,000 Rights has an exercise price of \$0.60 per Right and be issued upon completion of 15,000 metres of drilling at the Roche Bay Project. An additional 2,000,000 Rights will have an exercise price of \$1.00 per Right and be issued upon the completion of both (a) a total of 30,000 metres of drilling and (b) a NI 43-101 compliant pre-feasibility study based on an envisioned minimum 6 million tonnes per year mining operation containing a resource estimate of at least 750,000,000 tonnes of iron ore in the aggregate among the “measured” and “indicated” categories.

The Company’s ownership interest in the Roche Bay Project is based on performance and completion of certain milestones. The following milestones have been amended and revised as of December 31, 2007 and include;

- 15% upon completing 7,500 metres of drilling,
- 25% upon completing 15,000 metres of drilling and pre-feasibility study,
- 5% upon completion of a feasibility study that contemplates a 6 Mtpy mining operation, and
- 5.1% upon attaining a mine permit.

Successful completion of these milestones would lead to an ownership interest in the Roche Bay Project of 50.1% by the Company. The Company completed over 9,000 meters of drilling in fiscal 2007 and has earned the first 15%. Upon the exercise of its option on the Roche Bay Project, the Company will form a joint venture with Roche Bay to construct and operate a mine. To maintain operatorship of the joint venture and its interest in the Roche Bay Project, AEI must meet certain additional milestones which include providing the financing for the Roche Bay Project. Subject to Roche Bay’s approval, there are provisions in the Option Agreement should AEI bring a suitable investor/partner for Roche Bay to dilute to 33%.

In July 2008, the Company announced an amendment to the agreement with Roche Bay that would allow the Company to earn up to 70% of the Roche Bay Project. Pursuant to the amendments, on or before September 1, 2008, AEI may give notice to exercise an option to acquire an additional 19.9% interest in the Roche Bay Project, with payments consisting of \$3.5 million in cash plus 6 million AEI shares valued at 2.50 per share. Under the terms of an Extension Agreement, the Company paid Roche Bay \$200,000 by September 8th, 2008 in order to maintain its rights to exercise its option to earn the additional 19.9% interest on the same terms and conditions as previously announced on July 14, 2008. The Company's option has been extended to no later than November 30th, 2008.

On December 5, 2008 the Company announced that it had signed a memorandum of understanding with Roche Bay to acquire Roche Bay's remaining interest, and thus hold 100% ownership interest in the mineral leases comprising the Roche Bay Project. The resulting definitive Agreement replaces all pre-existing agreements (Amended and Restated Option and Farm-Out Agreement) and amendments made between AEI and

Roche Bay. The transaction will merge AEI's previously announced iron nugget plans with the Roche Bay mine joint venture.

Under the terms of the Definitive Agreement AEI is required to make further payments of \$365,000 in fiscal 2009 and \$275,000 at the end of fiscal 2010, and the issuance of either 4,000,000 AEI shares or 6,000,000 share purchase warrants with an exercise price of \$0.20 for the purchase of one AEI share. AEI has been granted an option to earn up to a 100% interest in the Leases, and once the option to acquire has been exercised, AEI may:

(a) acquire Roche Bay's interest in the Leases and claims (or "project lands") subject to: (i) a retained 4% gross overriding royalty ("GOR") on iron products (such as nuggets) having greater than 90% iron content, (ii) a 6% GOR on iron products (such as concentrates and pellets) having less than 90% iron content, and (iii) a 10% gross overriding royalty on byproduct precious metals (the "Royalty"); or

(b) purchase Roche Bay's interest in the Leases (see above) outright, and terminate the Royalty if effective, for a lump sum payment of \$25,000,000 on or before March 15, 2010 or \$30,000,000 after March 15, 2010 and on or before March 15, 2011; (the "Royalty Purchase Option").

If this Buy-Out Option is not exercised, AEI will thereafter have the right to buy out 50% of the Royalty (other than the precious metals royalty) before March 31st, 2020 for a total payment of \$35,000,000 plus an inflation adjustment, allowing the Company to effectively reduce the gross overriding royalty on iron products to 2% on nuggets and 3% on concentrates/pellets, respectively.

This transaction and the Definitive Agreement are subject to TSX Venture Exchange approval. Shareholder approval may also be required. Once approved and in effect, the Definitive Agreement will replace the Amended and Restated Option and Farm-Out Agreement dated May 30th, 2007 between AEI and Roche Bay (as amended). The definitive agreement has been completed and submitted to the TSX Venture Exchange for approval. As of the date of this report, conditional approval has been provided by the TSX Venture Exchange and the Company is working with the TSXV and Roche Bay to complete the transaction by May 2009.

Resource Update

In March 2009 the Company announced the global resource estimate for its Roche Bay magnetite project in Nunavut, Canada. The National Instrument (NI) 43-101 compliant Inferred Mineral Resource estimate was completed by Golder Associates Ltd. ("Golder") in conformance with the CIM Standards of Disclosure for Mineral Projects.

This resource only represents the first 4.8 km of C-Zone drill testing on a property that covers approximately 40 kilometres of the geologic strike. The report reflects

considerable work completed by AEI to date and now allows the development of the Preliminary Economic Assessment study.

Golder considers that for the purpose of public reporting it is appropriate to use the 25% iron cut-off grade which defines an Inferred Mineral Resource of 357.0 million tonnes at an average grade of 28.07% iron to a depth of 250 metres below surface. AEI has advised Golder that they have preliminary metallurgical test work and studies to suggest an economically viable product can be produced from material of this grade.

The 2009 Golder resource estimate is for the C-Zone only and does not include the previous tonnage estimated by Underhill in 1984 of 713 million tonnes (Roche Bay Magnetite Project Technical Report, February 14, 2007) for the proximally located A, B, D, and E Zones, which are also controlled by AEI. The same Underhill report estimated the C-Zone at 426 million tonnes, with grades ranging between 23% and 34% iron for the five deposits. These tonnages were considered by Golder to be historical estimates as a qualified person has not done sufficient work to classify the historical estimates as current mineral resources and the Company is not treating the historical estimates as current mineral resources and the historical estimates should not be relied upon. At a cut-off grade of 20% iron Golder's estimate for the C-Zone is equivalent to that of Underhill's.

**March 12, 2009 Roche Bay Magnetite Project: C- Zone
Mineral Resource Estimate – Inferred Resource**

Cut-off grade Fe (%)	Tonnes (Mt)*	Total Fe (%)	Magnetics (%)**	SiO₂ (%)	Al₂O₃ (%)	MnO (%)	P₂O₅ (%)	S (%)	LOI (%)
20	500.3	26.76	25.62	51.17	2.87	0.07	0.20	0.77	0.82
22	481.9	26.97	26.04	51.07	2.79	0.07	0.20	0.76	0.79
24	414.5	27.59	27.39	50.71	2.59	0.07	0.20	0.73	0.69
25	357.0	28.07	28.57	50.37	2.44	0.07	0.20	0.71	0.62
26	287.7	28.70	30.09	49.88	2.27	0.06	0.20	0.67	0.54
28	157.2	30.17	33.66	48.67	1.92	0.05	0.20	0.59	0.33
30	72.3	31.63	37.10	47.52	1.64	0.05	0.20	0.50	0.07

Notes:

(*) All values rounded to the nearest 100,000 Tonnes

(**) Magnetics is reported directly by SGS Lakefield Research Limited (SGS) laboratory as % Fe(3)O(4) and is the percentage of contained magnetics based on Satmagan test work. It assumes that all recovered material is magnetite. Golder accepts this as reasonable considering the pyrrhotite content is low as demonstrated by the sulphur assays.

Gary Williams P. Geo and VP of Advanced Explorations Inc is the QP within the meaning of NI43-101, and has reviewed and approved the content of these tables.

The Mineral Resource Estimate for the Roche Bay Magnetite Project was based on the following data:

- The drilling was conducted in the 2007 and 2008 field seasons, and consists of 92 NQ core holes, for a total drilled length of 25,289 m, all completed by AEI.
- The drilling was conducted on a line spacing of approximately 200 m over a strike length of 4800 metres.

- The 2007 drilling used a sampling interval of 1 m, and the 2008 drilling used a sampling interval of 2 m. All samples were composited to a standard 2 m length.
- The ordinary kriging (OK) interpolation method was used for resource estimation based on variography. Variograms with ranges of 800 m along strike were defined for Fe providing confidence in the grade continuity. There were two kriging passes, with the second one within the range identified by the variograms.
- Reported tonnages are constrained by a wireframe that limits extrapolation from the drill holes to generally 100 m from samples, and down to a maximum depth of 250 m below surface.

Golder will make a number of recommendations which when completed may improve the confidence in future estimates and that may enable some of this resource estimate to be upgraded to higher resource categories.

The mineral resource estimate for the Roche Bay Magnetite Project was completed under the supervision of qualified persons (Mr. Paul Palmer, PGeo., P.Eng of Golder and Dr. Bill Shaw, FAIG, RPGeo FAusIMM, CPGeo of Golder Associates Pty Ltd in Australia) who have provided written permission for the release of this resource estimate in the form and context in which it is provided here. The Company will file a NI43-101 report within 45 days in regard of its resource estimate. AEI has informed Golder that there are no known environmental, socio-political, marketing or other relevant issues that may materially affect the mineral resource estimate.

Exploration Activity Fiscal 2008

The Company's objective for the fiscal 2008 drill program was to complete up to 30,000 metres of drilling which would focus on both in-fill drilling and extending the strike of the high grade zone of C1. Drilling commenced on the eastern flank of the C-Zone (C2) and on the A and B Zones which were the focus of drilling and economic studies in the mid 1980s. The 2008 drill program started in April 2008 and ended September 2008.

During the 2008 drill program over 16,505 metres of NQ sized (45 mm) diamond drilling had been completed along nearly 5 kilometres of strike length on the C-Zone Banded Iron Formation ("BIF") structure. The 2008 drill campaign was successful in delineating the massive mineralized body with additional holes targeting the broadest high-grade areas first drilled and reported in 2007, filling-in through vast stretches of un-drilled and un-tested ground and proving the BIF continues to depth.

The drill core was logged on site by a group of nine geologists, photographed, sampled and sawn in half by core technicians.

A and B Zones

Previous exploration on the property had indicated the A and B Zones to be potentially as large as the C-Zone. The A-Zone has a strike of approximately 1.34 kilometres and an average width of 133 metres. The B-Zone extended 1.83 kilometres with an average width of 159 metres. These zones, along with the C, D and E Zones are subsets of a much

larger regional iron formation that pinches and swells along strike that extends from the shore of Roche Bay to more than 30 kilometres to the Southwest. The defined zones are simply locations along strike where the iron formation swells. Mineralization of the various zones is thus expected to be similar. Most of the historic drilling is along the A and B Zones that are slightly closer to the ocean than the C-Zone. Although only two holes were drilled in 2008, the style of mineralization and results from the historic work suggest mineralization similar to the C-Zone.

C-Zone

Results to date indicate the C-Zone magnetite bearing banded iron formation has a strike length of approximately 5.7 kilometres of which slightly more than 4.8 kilometres has been drill tested. The C-Zone at surface varies in width from approximately 100 metres to in excess of 300 metres. The C-Zone dips steeply to the east and is thicker to the north characterized by a higher grade core. The mineralization comes to surface but is locally covered by shallow overburden generally ranging from only one to three metres in thickness. Drill-hole RBC-08-84 is typical of the style of mineralization illustrating the higher grade core within a broader zone of banded iron formation. RBC-08-84 intersected a broader interval of 216 metres averaging 28.55% iron with a core interval of 33.80% iron over 90.0 metres.

A summary of the results for drill holes RBC-08-41 to RBC-08-92 is presented in the table below. Highlights of the results include:

- Drill hole RBC-08-62, drilled on section 10400N, intersected 48 metres of 30.62% iron within a broader interval of 326 metres of BIF that assayed 25.31% iron. The drill hole marks the deepest BIF intercept on the property to date and confirms iron mineralization to depths greater than 550 metres below surface.
- Drill-hole RBC-08-67, drilled on section 11000N, intersected a 153 metre interval of BIF averaging 27.30% iron which includes several subintervals of higher grade mineralization (e.g. 26 metres of 33.14% Fe).

Hole	Line	Dip	From	To	Interval	% Fe
Number	(N)		(m)	(m)	(m)	
RBC-08-40	11600	-45	49.41	217.49	168.08	26.21
RBC-08-41	13200	-50	6.5	61.2	54.7	27.90
			183.2	224.3	41.1	23.70
RBC-08-42	11600	-50	144.6	221.9	77.3	26.10
RBC-08-43	13200	-50	106.2	156.3	50.1	27.60
			278.7	303.2	24.5	29.50
			326.2	365	38.8	25.80
RBC-08-44	11600	-50	59.3	100.4	41.1	28.20
RBC-08-45	11400	-45	3.7	96.3	92.6	28.60
	including		3.7	43.7	40	31.52
RBC-08-46	13400	-45	86.6	112.6	26	30.80
RBC-08-47	13400	-45	245.5	279.3	33.8	33.30
RBC-08-48	11400	-50	150.7	269	118.3	27.80
RBC-08-49	13400	-50	126.6	150.8	24.2	31.60
			178.3	197	18.7	33.30

Hole	Line	Dip	From	To	Interval	%Fe
Number	(N)		(m)	(m)	(m)	
RBC-08-50	11200	-60	64.3	208.7	144.4	29.00
	including		64.3	166.7	102.4	29.37
	including		186.7	208.7	22.0	32.02
RBC-08-51	13800	-45	NO SIGNIFICANT INTERSECTIONS			
RBC-08-52	10400	-55	84.79	113.3	28.5	29.44
			138.8	401.6	262.8	27.61
	including		138.8	212.4	73.6	31.63
	including		212.4	345	132.6	20.98
	including		345	401.6	56.6	31.42
RBC-08-53	11200	-55	3.46	91.46	88.0	28.93
RBC-08-54	13800	-45	46.35	73.03	26.7	23.49
			191	218.5	27.5	27.27
RBC-08-55	10400	-75	49.87	82.81	32.9	24.15
			82.81	142.2	59.4	30.38
			337.4	392.3	54.9	34.15
RBC-08-56	10400	-75	15.51	38.61	23.1	29.12
			77	104.8	27.8	27.65
RBC-08-57	9600	-45	4.3	50.57	46.3	26.05
RBC-08-58	9600	-65	8	112	104.0	27.18
RBC-08-59	14000	-45	115.6	133.7	18.1	25.39
RBC-08-60	11200	-65	254.1	427.6	173.6	26.72
	including		296.0	322.0	26.0	29.41
	including		400.0	423.0	23.0	29.55
RBC-08-61	9600	-50	79.9	231.4	151.5	26.39
	including		103.0	133.0	30.0	28.93
	including		151.0	191.0	40.0	31.08
RBC-08-62	10400	-75	246.0	572.0	326.0	25.31
	Including		282.0	330.0	48.0	30.62
	Including		378.0	412.0	34.0	29.52
	including		550.0	564.0	14.0	32.97
RBC-08-63	13600	-45	64.1	138.5	74.4	25.85
RBC-08-64	9400	-45	15.7	39.3	23.6	23.53
			66.9	99.0	32.1	27.45
RBC-08-65	13600	-70	98.1	157.2	59.1	25.08
RBC-08-66	9400	-50	81.7	249.0	167.3	26.00
	including		140.0	160.0	20.0	33.49
RBC-08-67	11000	-45	48.2	201.2	153.0	27.30
	including		68.0	94.0	26.0	30.84
	including		120.0	146.0	26.0	33.14
	including		170.0	184.0	14.0	33.35
RBC-08-68	10400	-55	10.1	134.5	124.4	23.36
			248.0	272.0	24.0	32.43
RBC-08-69	10000	-45	5.9	116.2	110.3	25.03
	including		33.5	64.0	30.5	31.35
			144.0	174.4	30.4	25.60
RBC-08-70	9400	-70	48.5	105.8	57.3	25.47
			114.3	309.7	195.4	27.90
	including		213.0	257.0	44.0	34.95

Hole	Line	Dip	From	To	Interval	%Fe
Number	(N)		(m)	(m)	(m)	
RBC-08-71	10200	-45	6.0	164.5	158.5	24.78
	including		20.0	120.6	100.6	26.96
RBC-08-72	12600	-50	69.0	103.2	34.2	30.08
			126.0	289.1	163.1	29.00
	including		160.0	246.0	86.0	32.70
			310.1	336.7	26.6	26.04
RBC-08-73	10000	-65	3.7	172.3	168.6	24.73
	including		52.0	104.0	52.0	31.58
			198.3	231.8	33.5	23.99
RBC-08-74	Results incomplete					
RBC-08-75	12400	-55	27.1	156.0	128.9	27.11
	including		50.0	108.8	58.8	30.93
			177.6	210.9	33.3	26.63
			236.5	279.7	43.1	27.02
RBC-08-76	10800	-45	3.2	66.5	63.3	25.68
RBC-08-77	10600	-65	5.6	35.2	29.6	29.74
RBC-08-78	10800	-45	44.4	194.1	149.7	24.50
	including		44.4	129.8	85.4	26.98
RBC-08-79	10600	-45	24.4	162.0	137.6	25.98
	including		56.0	84.0	28.0	31.67
RBC-08-80	12400	-55	111.5	180.0	68.5	30.31
	including		140.0	168.0	28.0	33.27
	plus		235.0	291.3	56.3	30.73
RBC-08-81	10800	-65	56.2	183.3	127.1	26.54
	including		62.0	90.0	28.0	30.46
	including		125.0	137.0	12.0	34.28
			236.7	283.3	46.6	24.78
RBC-08-82	10600	-65	35.3	288.7	253.4	25.38
	including		45.0	61.0	16.0	30.21
	including		83.0	125.0	42.0	31.78
	including		233.3	288.7	55.4	29.13
RBC-08-83	12400	-45	87.8	265.8	178.0	25.49
	including		169.0	209.0	40.0	31.54
			301.4	315.8	14.4	29.30
RBC-08-84	12400	-50	139.4	355.4	216.0	28.55
	including		193.0	283.0	90.0	33.80
			404.4	426.4	22.0	27.02
RBC-08-85	9800	-60	96.6	278.6	182.0	22.32
	including		148.0	178.0	30.0	27.50
RBC-08-86	12800	-45	6.3	218.7	212.4	32.94
	including		6.3	196.0	189.7	34.04
RBC-08-87	12762	-50	119.6	338.2	218.5	32.21
	including		119.6	147.0	27.4	35.37
	including		167.0	283.0	116.0	34.23

Hole Number	Line (N)	Dip	From (m)	To (m)	Interval (m)	%Fe
RBC-08-88	9200	-45	3.6	139.0	135.4	24.66
	including		65.0	75.0	10.0	33.20
	including		106.0	122.0	16.0	33.99
RBC-08-89	12800	-45	4.8	87.6	82.8	25.55
	including		26.0	38.0	12.0	31.02
RBC-08-90	12000	-45	6.0	80.3	74.4	27.82
	including		6.0	38.0	32.1	30.85
			109.2	163.7	54.5	29.78
	including		133.0	163.7	30.7	32.03
RBC-08-91	12831	-45	25.0	240.0	215.0	28.56
	including		25.0	37.0	12.0	43.27
	including		75.0	141.0	66.0	33.33
RBC-08-92	12000	-50	42.0	275.1	233.1	26.61
	including		46.0	112.0	66.0	31.74
RBA-08-16	17550	-45	26.2	84.0	57.8	26.27
	including		26.2	56.6	30.4	32.00
			111.9	220.0	108.1	27.56
	including		130.0	174.0	44.0	32.81
RBA-08-17	17550	-45	4.3	103.0	98.7	27.31
	including		24.0	58.0	34.0	32.37

Gary Williams P. Geo and VP of Advanced Explorations Inc is the QP within the meaning of NI43-101, and has reviewed and approved the content of these tables.

In October 2008, the Company announced that it intends to strengthen its Roche Bay Project in Nunavut with the addition of an iron nugget plant. The Company plans to utilize the MIDREX/Kobe Steel ITmk3® Process to produce "pig iron" nuggets which are higher in grade (~98% Fe) and sell at a price multiple to the traditional iron ore products.

In pursuing the development of an iron nugget plant, the Company believes the higher value attributable to nuggets is supported with a number of additional benefits. By shipping a high grade iron product, fewer ships are needed to move the same amount of iron and, thus may simplify transportation requirements. Also, the nugget production process will generate surplus heat that may be sufficient to generate electrical power for mining and concentrate operations. There are additional environmental benefits to this business plan, and the Company has also identified a number of synergies with respect to the Canadian Government's northern development strategy.

Exploration Activity Fiscal 2007

With the short field season affecting the completion of the 2007 drill program, the Company undertook a series of non-recourse debt financings, prior to the close of the Option Agreement and related financings, in order to allow for the mobilization of a camp and drills to the site in May 2007. The first drilling began in mid-June 2007 and the second drill by the end of the month. In total, the Company completed 37 drill holes and 9,277 metres of drilling in the 2007 drill program.

The 2007 drill program indicated the main body of the C-Zone strikes for over 5000 metres and, where tested, had a width that varied from 100m to almost 300 metres. The banded iron formation (“BIF”) has been locally intruded by gabbroic dikes which fragment the iron formations into multiple zones. The 2007 drill results appear to be consistent with previously reported drilling (in the 1980s) with a slightly higher grade in hole. Hole RB-07-03 showed (145m @ 28.8% Fe including 46.8m @ 34.1% Fe) in comparison to the results from hole DDH-82-C1 (230.1 m @ 25.7% Fe including 159m @ 29.1% Fe) that was drilled on the same zone 25 years earlier.

A complete project review has been undertaken in support of the resource calculation, economic studies and the launch of the 2008 drill program. One outcome of the review is that the geologic section represents a simple east facing inclined (not a synform) sedimentary sequence which contain several units of banded iron formation that in general terms appear to increase in grade to the east. The C-Zone comprises two major magnetic trends, C1 and C2. Fiscal 2007 exploration drilling focused on assessing the strike extent of C1 with detailed drilling focused on the higher grade and magnetite rich banded iron formation. Exploration drilling was also carried out to assess banded iron formations within the footwall sequence. Initial drilling was carried out using single setups and multiple directions to better define mineralization geometry. Holes in many instances drill iron formation in both directions.

The geologic interpretation of C1 is that it consists of nine distinct styles of mineralization. The high grade magnetite mineralization is characterized by massive banded iron formation having a width at surface ranging from 170 metres to 270 metres. The eastern contact and location of this high grade BIF is defined by a late gabbro intrusive that strikes subparallel to the formation. The high grade BIF can be locally displaced to the east and/or digested within the intrusive. In addition there appears to be a left-handed fault (orientation and offset not precisely defined) that appears to dislocate the higher grade BIF sequence in the vicinity of 2600S. There is a transition zone along the western flank of the high grade BIF that ranges from 50 metres to 100 metres on surface with grades ranging from 26% to 29% Fe. The gradational decrease in grade is also characterized by a slight corresponding decrease in magnetite content. The western contact of the transition zone is defined by a 20-40 metre thick sedimentary unit with low iron content. The remaining sequence (lower footwall) is characterized by multiple, generally narrow sequences of banded iron formation within a broad sequence of calc silicates. The BIF sequences range from 20 to 120 metres in thickness with grades ranging from 24% to 28% Fe. The BIF sequences are not only of lower grade but in general the percentage of total Fe that is magnetite decreases (early analysis suggests 65% to 80% of total iron is magnetite and metallurgical review is underway). The western limits of the sedimentary sequences terminate at a faulted contact with a volcanic unit.

The stratigraphic sequence that defines the eastern magnetic anomaly (C2) is not well defined at this time. Mapping has locally defined well mineralized outcrops of BIF but strike and thickness have yet to be verified with drilling. There is more gabbroic

intrusive to the east which typically form local ridges with adjacent areas of shallow talus/overburden covering most of the targets and the reason for limited work to date. With a noted gradational improvement if BIF grades to the east in C1 and local outcrop mapping of massive BIF, drill testing of C2 early in fiscal 2008's campaign is a priority.

All mineralized intervals have been updated using an 18% Fe cutoff and internal dilution zones in excess of 9 meters identified. The significant and updated intervals are summarized in Tables 1 and 2.

Table 1: Highlights Main Zone C1 Drilling

Hole	Section	Surface width Zone C1 (m)	Dip	Iron Fm (from) m	Iron Fm (to) m	Interval (m)	% Fe	Comment
RB-07-02	1400	240	-45 ⁰ E	6	23.4	17.4	31.25	Zone C1
				33.4	139	105.6	33.25	Zone C1
RB-07-03	1400	240	-45 ⁰ W	0	82.3	82.3	31.11	Zone C1
				82.3	149.9	67.6	25.38	C1 - transition
				0	149.9	149.9	28.5	
RB-07-04	1800	270	-45 ⁰ W	4	52.6	48.6	25.11	C1 - transition
				97.2	119.8	22.6	25.31	C1 - footwall
				97.2	171.7	74.5	20.39	C1 - footwall
RB-07-7	1800	270	-45 ⁰ E	5.8	248.96	243.16	30.26	Zone C1
RB-07-9	1800	270	-90 ⁰	0	56	56	23.55	C1 - footwall
				67.52	111.4	43.88	26.8	C1 - footwall
RB-07-11	2200	170	-45 ⁰ E	53	109.5	56.5	32.52	Zone C1
RB-07-14	2600	170	-45 ⁰ W	66.56	130	63.44	28.45	C1 - transition
				66.56	229	162.44	25.19	
RB-07-17	2600	170	-45 ⁰ W	8	37.8	29.8	25.95	C1 - transition
RB-07-18	2600	170	-45 ⁰ E	48	90.3	42.3	21.1	C1 - footwall
				95.3	186.2	90.9	28.18	C1 - transition
RB-07-24	3000	100	-45 ⁰ W	37	163	126	28.24	C1 - transition
RB-07-25	1800	270	-45 ⁰ E	82.3	191.7	109.4	26.25	Zone C1
				82.3	115	32.7	31.3	Zone C1
RB-07-26	2200	170	-45 ⁰ W	9.47	22.53	13.06	27.1	C1 - footwall
				54	93.1	39.1	24.83	C1 - footwall
RB-07-27	1800	270	-45 ⁰ W	6	112	106	30.41	Zone C1
				6	163	157	28.5	Zone C1
RB-07-28	1800	270	-65 ⁰ E	2	229	227	28	Zone C1
				101	229	128	32.32	Zone C1
RB-07-29	2200	170	-45 ⁰ E	10.2	113.9	103.7	30.58	Zone C1
				135	166	31	31.47	Zone C1
				195.3	257	61.7	25.26	Zone C1
RB-07-30	3000	100	-45 ⁰ E	97	231	134	26.73	C1 - transition Cut by dyke/fault
RB-07-31	1400	240	-45 ⁰ W	19	233	214	29.3	Zone C1
				19	195	176	30.98	Zone C1
RB-07-32	1400	240	-60 ⁰ W	26.64	155	128.36	31	Zone C1
				155	252	97	24.95	C1 - transition
RB-07-34	1400	240	-45 ⁰ W	209	244	35	28.4	Zone C1

Table 2: Highlights Exploration Drilling Footwall :

Hole	Section	Dip	Iron Fm (from) m	Iron Fm (to) m	Interval (m)	% Fe	Comment
RB-07-6	50000	-45 ⁰ W	6.54	154	147.46	25.1	C1 - footwall
			163	166	3	63.48	Secondary Fe
			194.86	197.47	2.61	53.79	Mixed Fe
RB-07-10	4200	-90 ⁰ E	8	117.5	109.5	26.42	C1 - footwall
			141	174.6	33.6	28.01	C1 - footwall
			277.3	309.7	32.4	31.9	C1 - footwall
RB-07-15	4200	-63 ⁰ W	37.39	138.4	101.01	25.86	C1 – footwall
RB-07-20	4600	-70 ⁰ E	6	60	54	27.44	C1 – footwall
RB-07-21	4600	-45 ⁰ W	4	66.88	62.88	26.18	C1 – footwall
			97.43	124.85	27.42	26.20	C1 – footwall
RB 07-23	3800	-45 ⁰ E	8.59	80.98	72.39	31.27	C1 – transition

Gary Williams P. Geo and VP of Advanced Explorations Inc is the QP within the meaning of NI43-101, and has reviewed and approved the content of these tables.

Expenditures

Since the inception of the project, AEI has incurred resource property costs of \$40.9 million. The total property costs consist of acquisition costs of \$9.1 million, which is primarily made up of the value of the first 8.0 million Rights issued to Roche Bay, and exploration expenditures of \$31.8 million. The Company has incurred exploration expenditures of \$18.9 million for the year ended December 31, 2008. The exploration expenditures incurred for the year ended December 31, 2008 include the mobilization and demobilization of the camp for fiscal 2008 and the majority of the drill program expenditures incurred for the 2008 drill program.

A portion of the expenditures incurred in fiscal 2008 were for the purchase of supplies to be used in the 2009 drill program. The value of these supplies is approximately \$1.2 million, and are located in the Roche Bay area.

Property acquisition costs were incurred in the current fiscal year is as follows:

- The Company paid Roche Bay \$200,000 by September 8th, 2008 in order to maintain its rights to exercise its option to earn the additional 19.9% interest on the same terms and conditions as previously announced on July 14, 2008. The Company's option has been extended to no later than November 30th, 2008. An additional payment of \$75,000 was made in December 2008 to maintain the existing MOU to acquire 100% ownership interest.
- In the current period, finder's fees were paid to the following arm's length parties: (1) 204,870 shares (fiscal 2007 - 48,206 shares) issued to 834689 Ontario Ltd., and (2) 409,740 shares (fiscal 2007 - 96,413 shares) issued to John Moses. Total value of shares issued for the current period were \$417,935 (fiscal 2007 - \$180,774).

C. Selected Financial Information

The following table presents selected financial information in Canadian dollars (\$), for each of the three most recently completed financial years, and have been prepared in accordance with Canadian generally accepted accounting principles.

	2008	2007	2006
	\$	\$	\$
Loss from operations	2,997,641	2,562,825	231,115
Net loss for the year	794,090	2,562,825	231,115
Net loss per share	0.02	0.15	0.03
Total assets	43,439,312	32,363,441	-
Total long-term financial liabilities	-	-	-

During fiscal 2006 the Company's business focus was changed from the technology sector to the resource sector. The losses reported in fiscal 2006 reflect that there was no active business in the company. In the middle of fiscal 2007, the Company acquired its first mining property (the Roche Bay Project) and completed its first financing. The financing allowed the Company to build its infrastructure required to support a limited exploration program for fiscal 2007 on the Roche Bay Project. In fiscal 2008 the Company had a full and successful drill program that started April 2008 and ended September 2008.

Total assets grew to \$43.4 million for the year ended December 31, 2008 from \$32.4 million for the year ended December 31, 2007. The increase is due to the additional exploration and development expenses incurred on the Roche Bay Project in fiscal 2008 which were capitalized on the balance sheet. The majority of the total assets are made up of the capitalized exploration and development expenses incurred on the Roche Bay Project which was \$40.9 million as at December 31, 2008 compared to \$21.3 million as at December 31, 2007. In total the Company completed 55 drill holes and 16,012 metres in the 2008 drill program compared to the 2007 drill program results of 37 drill holes and 9,277 metres of drilling.

D. Results of Operations

This analysis of the results of the Company's operations should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2008.

Revenues

The Company's revenues for the year ended December 31, 2008 and 2007 were \$NIL.

Operating and administrative expenses

Operating and administrative expenses increased to \$2,997,641 for the year ended December 31, 2008, compared to \$2,562,825 in the same period last year. Included in the prior period's expense is the bonus share expense valued at \$526,239, as described in note 7(vii) to the annual financial statements. This non-cash expense relates to certain non-recourse loan agreements where the company issued to certain lenders, 420,921 common shares as bonus shares. Excluding the bonus share expenses in the prior year and exploration expense written off of \$325,000 in the current year for comparative purposes, the operating and administrative expenses increased to \$2.67 million for the year ended December 31, 2008 from \$2.04 million last year.

The significant increase in operating and administrative expense is due to the change in business for the Company. During the year ended December 31, 2007, the Company successfully completed the Option Agreement to earn an interest in the Roche Bay Project. The Company did not have an active business prior to the Roche Bay Project and as a result, operating and administrative costs were significantly lower in the first half of fiscal 2007. Operational expenses to support the exploration activities of the Roche Bay Project, as well as the administrative overhead and public company expenses, increased significantly in the last two quarters of fiscal 2007. This higher level of activity and expenses continued through out fiscal 2008. The Company incurred higher professional fees such as legal and professional accounting, consulting fees relating to the project, and higher office and administration costs due to the creation of a Toronto office and hiring of administrative staff to support the higher level of exploration activity of the Roche Bay Project.

Stock based compensation, as explained in Note 8 to the audited annual consolidated financial statements, increased to \$779,166 for the year ended December 31, 2008 from \$636,312 last year. Yearly fluctuations in stock option expense are dependent on a number of factors including, but not limited to, number of options issued, valuation of options, vesting period and timing. Total options issued for the year ended December 31, 2008 were 1,295,000 compared to 1,235,000 last year. The expense for the current year is based on the valuations of options granted in both the current and prior fiscal years which are recognized as an expense in the current fiscal year, based on the portion of options vested in the current fiscal year.

The net of bank interest income/expense and bank charges increased income to \$154,590 for the year ended December 31, 2008 compared to an expense of \$59,774 for the same period last year. Interest income was earned from the cash on deposit with a major chartered bank.

The renunciation of Canadian exploration costs in 2007 created a future income tax liability of \$3.7 million which was recorded in February 2008. The future income tax liability is being reduced as losses are generated in the current fiscal year. Based on the losses incurred to date, future income tax liability has been reduced by \$2.2 million which is shown as a recovery of future taxes in the income statement. As a result of realizing the recovery of future income taxes, the liability as at December 31, 2008 has been reduced to \$1.5 million.

E. Liquidity and Capital Resources

The Company's common shares resumed trading on the NEX board of the TSX Venture Exchange on October 12, 2004. The Company completed a change of business as part of the Roche Bay Option and financing and trades on the TSX venture exchange (TSX-V: AXI).

As at December 31, 2008, the Company had \$1.635 million cash and cash equivalents compared to \$9.4 million as at December 31, 2007. The Company had a working capital deficit of \$1.7 million as at December 31, 2008 compared to \$9.1 million of working capital as at December 31, 2007. The Company has no bank indebtedness. Liabilities include accounts payable and accrued liabilities of \$3.6 million as at December 31, 2008 compared to \$1.0 million as at December 31, 2007.

The source of the cash and cash equivalents is a direct result of the cash proceeds generated from the shares issued from private placements, as well as the exercise of warrants, rights and options during fiscal 2008 and 2007.

During fiscal 2008 the Company generated \$566,975 in proceeds from the exercise of common share purchase warrants, rights and options, in addition to two private placements which generated net proceeds of \$9.8 million for the year ended December 31, 2008.

Total gross proceeds generated by the Company from private placements for the year ended December 31, 2007 was \$25.9 million. In addition, the Company generated \$405,671 in proceeds from the exercise of common share purchase warrants, rights and options for the year ended December 31, 2007.

Share Capital Analysis

The authorized share capital is unlimited.

	December 31, 2008		December 31, 2007	
	Number of shares	\$ Amount	Number of shares	\$ Amount
Balance, beginning of year	27,876,553	24,223,168	8,880,677	2,492,152
Shares issued for cash pursuant to a private placements	23,503,725	9,998,438	16,512,367	25,884,849
Shares issued for settlement of debt	-	-	294,763	368,454
Bonus shares issued	-	-	770,591	963,739
Shares issued per Bettersearch Option agreement	-	-	200,000	300,000
Shares issued for finder's fees for the acquisition of mineral properties	614,640	417,935	144,619	180,774
Rights exercised	1,027,500	359,625	480,203	168,071
Warrants exercised	625,480	181,850	448,333	190,000
Options exercised	50,000	25,500	145,000	47,600
Fair value of rights, warrants and options exercised	-	1,061,618	-	548,178
Less:				
Warrant fair value from private placements	-	896,845	-	3,997,272
Share issue costs	-	890,344	-	2,923,377
Forgone tax benefit from flow through shares	-	3,698,903	-	-
Balance – end of period	53,697,898	30,782,042	27,876,553	24,223,168

On January 17, 2007 the Company closed a private placement of 1,000,000 units at a price of \$0.20 per unit. Each unit consisted of a common share and one share purchase warrant at \$0.25 for a period of one year from the date of distribution.

On June 6, 2007, the Company announced the completion of a private placement. D&D Securities Company and Octagon Capital Corporation (the "Agents") sold a total of 1,774,000 units at a price of \$1.25 per unit and 613,000 flow through shares at a price of \$1.50 per flow through share for gross proceeds of \$3,137,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable into one common share for a term of two years from the closing date at an exercise price of \$2.00.

Concurrent with this offering, the Company also completed a private placement of 5,963,000 units at a price of \$1.25 per unit and 333,333 flow through shares at a price of \$1.50 per flow through shares for gross proceeds of \$7,953,750 (the "Concurrent Offering").

The Company paid a total cash commission of \$250,960 in connection with this offering to the Agents. In addition, as a commission for the sale of the units under this offering, the Agents were granted compensation options which entitle the Agents to purchase 141,920 common shares of the Company at an exercise price of \$1.25 per common share. As a commission for the sale of the flow through shares under this offering, the Agents

were granted compensation options which entitle them to purchase 49,040 common shares of the Company at an exercise price of \$1.50 per common share. All compensation options granted to the Agents will have an exercise period which expires 2 years from the closing date.

In connection with the Concurrent Offering, the Company paid a cash commission of \$298,150 to Parolini Marketing Services Ltd. In addition, the Company paid Limited Market Dealer Inc. a cash commission of \$28,500 and compensation warrants which entitle Limited Market Dealer Inc. to purchase 13,333 common shares of the Company, at an exercise price of \$1.50 per common share and have a term of 2 years from the closing date.

For providing advisory and due diligence services to the Company in connection with the Concurrent Offering, D&D Securities received a cash payment of \$111,500. In addition, D&D Securities was granted compensation options which entitle them to purchase 475,000 common shares of the Company at an exercise price of \$1.25 per common share and 13,334 common shares of the Company at an exercise price of \$1.50 per common share. All of the compensation options will have an exercise period which expires 2 years from the Closing Date.

In the current year, the Company paid certain finder's fees to the following arm's length parties: (1) 204,870 shares (fiscal 2007 - 48,206 shares) issued to 834689 Ontario Ltd. and (2) 409,740 shares (fiscal 2007 - 96,413 shares) issued to John Moses.

In addition, during the closing period the Company issued 294,763 common shares to 2053068 Ontario Ltd. to settle outstanding debt for \$368,454.14.

In consideration of entering into certain Non-Recourse Loans Agreements with the Company, the Company issued an aggregate of 420,591 common shares as bonus shares to certain lenders. The following insider is one of the lenders receiving the following amount of bonus shares: John Gingerich, 160,000 (via Geotechnical Business Solutions Inc.) and 64,000 (via Gingerich Family Trust).

The Company completed \$2,631,195 of the non-recourse \$3,000,000 debt financing sought in connection with the Roche Bay transaction. The terms of this financing included a bonus equal to 20% of the loan principal advanced, which was paid in shares of the Company at the financing rate of \$1.25 per share. The interest rate of the loan has been set at 10.0% per annum.

On October 16, 2007, the Company announced the completion of a non-brokered private placement. A total of 3,429,034 units were sold at a price of \$1.45 per unit, for gross proceeds of \$4,972,099. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant is exercisable into one common share for two years from the closing date at an exercise price of \$2.00. The Company paid total cash commission of \$397,768 and compensation warrants of 274,323 full warrants as finders fees in connection with this offering. The compensation warrants

entitle the holders to purchase 273,963 common shares of the Company at an exercise price of \$2.00 per common share for a term of 2 years from the closing date of this offering.

On November 21, 2007, the Company completed a non-brokered private placement. A total of 2,400,000 Flow-through units were sold at a price of \$2.83 unit, for gross proceeds of \$6,792,000. Each unit comprised of one flow-through common share and one half of one non flow-through warrant. Each whole warrant is exercisable into one common share of the Company for two years from the date of closing at an exercise price of \$3.88. The Company paid a total cash commission of \$679,200 and compensation warrants of 120,000 warrants, with an exercise price of \$2.83 per share for a period of 2 years.

On November 26, 2007, the Company announced the completion of a non-brokered private placement. A total of 1,000,000 Units were sold at a price of \$2.83 per unit, for gross proceeds of \$2,830,000. Each unit comprises of one common share of the Company and one half non-flow through share purchase warrant, wherein each whole share purchase warrant shall be exercisable at the price of \$3.88 per common share for a term of 2 years from the date of distribution of the units. In connection with the private placement, the Company has paid Ensign Capital Inc., Wellington West Capital Inc. and Secutor Capital Management Corporation total commissions of \$278,444 in cash and 49,195 compensation warrants priced at \$2.83 with a 2 year term.

On July 31, 2008 and August 5, 2008, the Company completed two tranches of a non-brokered private placement. A total of 7,489,725 flow through units were sold at a price of \$1.10 per unit, for gross proceeds of \$8,238,698. Each flow through unit comprises of one common share of the Company. The Company paid total cash commission of \$644,000 and compensation warrants of 445,483 as Finders Fees in connection with this offering. Each compensation warrant entitles the holder to purchase one common share of the Company at an exercise price of \$1.10 per common share for a term of 2 years from the closing date of this offering.

In addition, a total of 105,000 non-flow through units were sold at a price of \$0.95 per unit, for gross proceeds of \$99,750. Each non-flow through unit comprises of one common share of the Company and one half non-flow through share purchase warrant, wherein each whole share purchase warrant shall be exercisable at the price of \$1.35 per common share for a term of 2 years.

On December 3, 2008 the company completed a private placement for a total of 15,999,909 units at a price of \$0.11 per unit for gross proceeds of \$1,759,989.99. Each unit consisted of one flow-through common share and one-half of one common share purchase warrant. Each whole warrant is exercisable into one common share for two years from the closing date at an exercise price of \$0.16.

Of the 15,999,909 Units, 6,909,000 were sold by Sandfire Securities Inc. ("Sandfire") pursuant to an agency agreement between Sandfire and the Company and the balance of 9,090,909 Units were sold to the MineralFields Group.

The Company paid a cash commission of \$45,599.40 and 552,720 compensation options to Sandfire and a cash commission of \$57,000 and 690,909 compensation options to Limited Market Dealer Inc. in connection with the private placement of Units. Each compensation option will entitle the holder to purchase one common share of the Company at an exercise price of \$0.11 per common share for a period of 2 years from the closing date.

All securities issued pursuant to this transaction are subject to a hold period expiring April 13, 2009.

Rights, Warrants and Stock Options

The Company has special rights, warrants and options issued and outstanding that can be converted to shares at predetermined prices. For the year ended December 31, 2008 gross proceeds of \$566,975 were generated from the exercise of options, warrants and rights. If the entire special share rights, warrants and options were exercised, based on the total amounts outstanding as of December 31, 2008, the Company would be able to generate total proceeds of \$27.2 million. The details are as follows: Total outstanding special rights as at December 31, 2008 were 6,492,297. The total value of proceeds to the Company, if all rights were exercised, would be \$2.3 million. Total outstanding warrants as at December 31, 2008 were 18,536,855. The total value of proceeds to the Company, if all warrants were exercised, would be \$21.7 million. Total outstanding options as at December 31, 2008 were 2,370,000. The total value of proceeds to the Company, if all options were exercised, would be \$3.3 million

F. Quarterly Information

Selected quarterly information for the eight most recently completed quarters is presented below, in Canadian currency (\$), and in accordance with Canadian generally accepted accounting principles.

Summary of Quarterly Results:

	2008				2007			
	Q4	Q3	Q2	Q1	Q4	Q3	Q2	Q1
	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's	\$000's
Revenues	-	-	-	-	-	-	-	-
Loss for the period	(712)	(521)	(395)	834	(673)	(624)	(1,115)	(150)
	Q2	Q2	Q2	Q1	Q4	Q3	Q2	Q1
	\$	\$	\$	\$	\$	\$	\$	\$
Loss per share	(0.02)	(0.02)	(0.01)	0.03	(0.01)	(0.03)	(0.08)	(0.02)

G. Fourth Quarter

During fiscal 2006 the Company's business focus was changed from the technology sector to the resource sector. By the beginning of fiscal 2007 the Company acquired its

first property and completed its first financing. The financings completed during fiscal 2007 allowed the Company to build its infrastructure required to support the exploration program of the Roche Bay project. From the establishment of infrastructure in 2007, the Company was allowed to move forward on its 2008 drill program.

The exploration program is subject to favourable weather during the non-winter months. This results in a seasonal drill program where the activity is ramped up in the second and third quarter, with sample analysis and completion of the 43-101 requirement completed in the fourth. The losses between the quarters are relatively consistent as these costs represent the administrative overhead required to support the Roche Bay project and public company expenses.

H. Off-Balance Sheet Arrangements

The Company had no off-balance sheet arrangements as of December 31, 2008 or December 31, 2007.

I. Changes in Accounting Policies including Initial

The accounting policies used in the preparation of the accompanying audited annual consolidated financial statements are the same as those described in Note 2 of the Company's audited annual consolidated financial statements and the notes thereto, for the year ended December 31, 2008, except that the company has adopted the following CICA standards, effective January 1, 2008 as described below:

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 noncompliance. The Company has included disclosures recommended by the new Handbook section in note 3 to these audited annual consolidated 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 18 to these audited annual consolidated financial statements.

International Financial Reporting Standards (“IFRS”)

In February 2008, the Canadian Accounting Standards Board confirmed that the transition to IFRS from Canadian GAAP will occur on January 2011 for public entities. The impact of this transition on the Company’s consolidated financial statements has not yet been determined; however, management continues to monitor these developments and the CFO has enrolled in education courses regarding IFRS business issues and implementation strategies for mining companies.

J. Outlook

The demand for iron ore and the potential for higher iron ore prices in early 2008 had created a significant demand for iron ore projects, but the current state of the financial markets for precious and base metals has dramatically decreased the level of activity in the mining sector. Having a strong management team with strength in iron ore development and exploration will aid the Company through this time. However, as always, there can be no assurance that the Company will be successful in attracting new financing or new opportunities.

K. Risks and Uncertainties

The prospects of the Company are currently being driven by a single iron ore project. This strategy has required, and continues to require, significant financings and is subject to risks associated with mineral prices, mineral resources and operations. There is no certainty that new projects will be acquired or that the Roche Bay Project will successfully advance. Due to the nature of the Company’s business and the present stage of development of its mineral resource projects, readers should carefully review and consider the financial, environmental and operational risk factors affecting the Company.

No Production Revenues

To date, the Company has not achieved a sustainable stream of revenues, neither from mining operations nor from the technology agreement. There can be no assurance that significant additional losses will not occur in the near future, or that the Company will be profitable in the future. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants’ analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, the Company’s acquisition of new properties and other factors, many of which are beyond the Company’s control. In particular, the Company’s operating expenses and capital expenditures may increase in subsequent years as needed consultants, personnel, and equipment associated with advancing exploration, development and commercial production of its properties are added.

The Company does not expect to receive revenues from mining operations in the near future. While the Company is encouraged by the results from the Roche Bay project, the Company expects to continue to incur losses until such time as its properties enter into commercial production, and generate sufficient revenues to fund its continuing operations. There can be no assurance that the Company will generate any revenues or achieve profitability.

Political and Economic Uncertainties of Operations

Changes in the laws and regulations within Canada (Provinces and Territories) and foreign countries can have a material adverse impact on the business of AEI with respect to such countries. AEI currently has one project located in northern Canada. The recently formed Territorial Government of Nunavut, while indicating a strong support for the Roche Bay Project, has not yet permitted a mining operation. As the Company examines other opportunities within Canada and abroad, foreign currency exchange controls, expropriation of assets and profits, foreign ownership controls, and changes in taxation laws could negatively affect AEI and its business.

Competition

The business of the Company is intensely competitive. The Company competes with other mining companies, many of which have greater resources and experience. Competition in the mining industry is primarily for mineral properties that can be economically developed, the technical expertise to find, develop, and operate such properties, the labour to operate the properties, and the capital for the purpose of funding such properties. The Company's key asset is the Roche Bay Project. Many competitors both explore for and mine iron ore on a worldwide basis. Such competition may result in the Company being unable to acquire additional properties, to recruit or retain qualified employees, or to acquire the capital necessary to fund its operations and develop its properties. The inability of the Company to compete with other mining companies for these resources would have a material adverse effect on the results of operations and business of the Company.

Dependence on Management

The success of the operations and activities of the Company are dependent to a significant extent on the efforts and abilities of the management of the Company. Investors must be willing to rely to a significant extent on the discretion and judgment of the management of the Company. The Company does not maintain key employee insurance on any of its employees.

Conflicts of Interest

The directors and officers of the Company may serve as directors or officers of other natural resource companies or companies providing services to the Company, or they

may have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms.

From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties, thereby allowing for the participation in larger programs, permitting involvement in a greater number of programs, and reducing financial exposure in respect of any one program. It may also occur, that a particular Company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the Company making the assignment.

In accordance with the laws of Canada, the directors of the Company are required to act honestly, in good faith and in the best interest of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

Mr. Daniel Botes, a director of the Company, also served as a director of Roche Bay during the current period. The Company, as the operator of the Roche Bay Project, has full control and decisions with respect to its project activities. Certain agreements have the potential to require the approval of Roche Bay and when and if such circumstances arise, steps are taken in accordance with best corporate practices to mitigate the risk for conflict to occur. The Company is cognizant of the risks related to Mr. Botes role with Roche Bay and is of the opinion that the role enhances the relationship thus reducing the potential for business conflicts between the companies.

L. Other MD&A Requirements

Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.