MANAGEMENT DISCUSSION & ANALYSIS
For the period ended January 31, 2009

Directors and Officers as at March12, 2009:

Directors:

Gary Arca
Robert Eadie
Gary Hawthorn
Cory Kent
Arturo Prestamo
Ken Sumanik
Federico Villaseñor

Officers:

Chairman, President & Chief Executive Officer – Robert Eadie
Chief Financial Officer – Gary Arca
Corporate Secretary – Cory Kent

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TSX Symbol: SAM

Form 51-102-F1

STARCORE INTERNATIONAL MINES LTD.

(formerly Starcore International Ventures Ltd.)

MANAGEMENT DISCUSSION & ANALYSIS

For the Period Ended January 31, 2009

1. Date of This Report

This MD&A is prepared as of March 12, 2009.

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the unaudited interim consolidated financial statements of Starcore International Mines Ltd. ("Starcore", or the "Company") for the quarter ended January 31, 2009. **Monetary amounts throughout this MD&A are shown in thousands of Canadian dollars, unless otherwise stated.**

This MD&A includes certain statements that may be deemed "forward-looking statements". Such statements and information include without limitation: statements regarding timing and amounts of capital expenditures and other assumptions; estimates of future reserves, resources, mineral production and sales; estimates of mine life; estimates of future mining costs, cash costs, minesite costs and other expenses; estimates of future capital expenditures and other cash needs, and expectations as to the funding thereof; statements and information as to the projected development of certain ore deposits, including estimates of exploration, development and production and other capital costs, and estimates of the timing of such exploration, development and production or decisions with respect to such exploration, development and production; estimates of reserves and resources, and statements and information regarding anticipated future exploration; the anticipated timing of events with respect to the Company's minesite and; statements and information regarding the sufficiency of the Company's cash resources. Such statements and information reflect the Company's views as at the date of this document and are subject to certain risks, uncertainties and assumptions, and undue reliance should not be placed on such statements and information. Many factors, known and unknown could cause the actual results to be materially different from those expressed or implied by such forward looking statements and information. Such risks include, but are not limited to: the volatility of prices of gold and other metals; uncertainty of mineral reserves, mineral resources, mineral grades and mineral recovery estimates; uncertainty of future production, capital expenditures, and other costs; currency fluctuations; financing of additional capital requirements; cost of exploration and development programs; mining risks, risks associated with foreign operations; risks related to title issues; governmental and environmental regulation; the volatility of the Company's stock price; and risks associated with the Company's forward sales derivative strategies. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

2. Overall Performance

Description of Business

Starcore is engaged in exploring, extracting and processing gold and silver through its wholly-owned subsidiary, Compañia Minera Peña de Bernal, S.A. de C.V. ("Bernal"), which owns the San Martin mine in Queretaro, Mexico. The Company is a public reporting issuer on the Toronto Stock Exchange ("TSX"). The Company is also engaged in owning, acquiring, exploiting, exploring and evaluating mineral properties, and either joint venturing or developing these properties further or disposing of them when the evaluation is completed. The Company has interests in properties which are exclusively located in Mexico.

The Company's continued existence as a going concern is dependent upon its ability to continue profitable operations first generated in 2007 at its San Martin Mine. During the period ended January 31, 2009, the cash flow used from operations, repaying the loan payable and in investing activities was $1,042 bringing the Company's cash balance to $1,848. At January 31, 2009 the Company had working capital of $290. The ability of the Company to generate sufficient cash flows to continue as a going concern is dependent upon many factors including, but not limited to, sufficient ore grade, ore production and continued delivery of purchased concentrate at the San Martin mine, control of mine production costs, administrative costs and tax costs and upon the market price of metals. Cash flows may also be affected by the ability of the Company to reduce capital expenditures, including mine development, or to restructure debt payments. The Company may also generate cash from future debt or equity financings, however, depending on market conditions; there is no assurance that such financings will be available to the Company.

Management continues working to achieve efficiencies and improved cash flow at the mine and is exploring all opportunities available to the Company to ensure its future success including pursuing efforts to diversify the Company's resource property holdings through acquisition and merger opportunities. While management believes the Company will be able to continue operations in the future, given the uncertainty of the above and other items, there is no assurance that the Company will be able to meet all of its operating costs, forward contract sales, capital expenditures and debt payments in the coming fiscal year. (See also Section 6 - Liquidity, Commitments and Going Concern).

3. Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

		July 31, 2008		July 31, 2007		July 31, 2006
Revenues	**$**	**27,066**	$	18,499	$	-
Cost of Sales		**23,761**		12,324		-
Earnings from mining operations		**3,305**		6,175		-
Administrative Expenses		**4,280**		6,850		919
Loss before extraordinary items						
(i) Total loss	**$**	**2,567**	$	2,218	$	890
(ii) Loss per share - basic	**$**	**0.04**	$	0.06	$	0.07
(iii) Loss per share - diluted	**$**	**0.04**	$	0.06	$	0.07
Net loss						
(i) Total loss	**$**	**2,567**	$	2,218	$	890
(ii) Loss per share - basic	**$**	**0.04**	$	0.06	$	0.07
(iii) Loss per share - diluted	**$**	**0.04**	$	0.06		0.07
Total assets	**$**	**47,261**	$	50,109	$	8,700
Total long-term liabilities	**$**	**17,876**	$	18,903		-

4. Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the unaudited interim consolidated financial statements of the Company and notes attached hereto for the period ended January 31, 2009.

4.1 San Martín Mine, Queretaro, Mexico

On February 1, 2007, the Company completed the acquisition of Bernal, the owner and operator of the San Martin Mine in Queretaro, Mexico, from Luismin S.A. de C.V. ("Luismin"), a wholly owned subsidiary of Goldcorp, Inc. (the "Acquisition"). In connection with the Acquisition, the Company paid US$24 million and issued 4,729,600 common shares to Luismin. Bernal became a subsidiary of the Company's subsidiary, Starcore Mexicana, S.A. de C.V. with the completion of the Acquisition and Starcore is, through its wholly-owned subsidiary, the owner of producing mining assets in Mexico.

A more detailed discussion of the Acquisition and related consideration, financing and allocation of purchase price can be found in the July 31, 2007 audited consolidated financial statements and management discussion and analysis of the Company which were filed on SEDAR on October 29, 2007.

Reserves

The San Martin Mine, an ISO 9001 certified facility located approximately 50km east of the City of Queretaro, State of Queretaro, Mexico, consists of mining concessions covering 12,992 hectares and includes seven underground mining units and three units under exploration, as well as an additional exploration property, San Pedrito, located 50 km west of San Martin. Luismin has been operating the mine since 1993 and Starcore will continue to operate the mine over an expected mine life of at least 12 years based on conversion of known resources. Mining at San Martin over the past nine years has been at a rate of approximately 267,000/tonnes per year. Exploration is able to maintain approximately four years reserves replacing those mined with new reserves.

As of December 31, 2006, reserves and resources at San Martin as reported in "A Technical Review of the San Martin Project for Starcore International Ventures Ltd." dated September 27, 2006, and revised March 23, 2007, prepared by Watts, Griffis & McOuat Limited (the "Technical Report"), were as follows:

Classification	Tonnes (000's)	Gold (g/t)	Silver (g/t)	Gold (000's of oz)	Silver (000's of oz)	Gold Equiv. (000's of oz)
Reserve:						
San Martin Mine						
Proven	320	3.26	33	34	340	41
Probable	713	3.85	48	88	1,100	110
Total Reserve	**1,033**			**122**	**1,440**	**151**
Resource:						
San Martin Mine						
Inferred	1,881	3.75	58	227	3,508	297
San Pedrito						
Inferred	1,125	0.63	221	23	7,994	183
Total Resource	**3,006**			**250**	**11,502**	**480**

Total Proven and Probable Mineral Reserves estimated are 1,032,767 tonnes at a grade of 43 g Ag/t and 3.66 g Au/t, yielding approximately 44,574 kg of Ag and 3,784 kg of Au., using cut-off grades based on total operating costs of US$30.18/t and cut off values for silver of US$7.00 per troy ounce and for gold of US$450 per troy ounce;

The total Inferred Mineral Resources estimated and not included in the Mineral Reserves stated above are about 1.88 million tonnes at an approximate grade of 60 g Ag/t and 3.75 g Au/t;

In addition to the Mineral Reserves and Mineral Resources disclosed above, the total Inferred Mineral Resources estimated for San Pedrito are about 1.125 million tonnes at an approximate grade of 221 g Ag/t and 0.63 g Au/t; and

A 50:1 silver to gold equivalency ratio was used to calculate gold equivalent ounces.

See the Technical Report, available on SEDAR, for further information on the San Martin Mine. Management is currently updating the reserves and resources with a view to reporting the updated amounts as at December 31, 2008 by the end of March, 2009.

Production

The following table is a summary of mine production statistics for the San Martin mine for the three and the cumulative amounts for the two complete years ended January 31, 2009 and 2008, since acquisition on February 1, 2007:

(Unaudited)	*Unit of measure*	**Actual results for 3 months ended January 31, 2009**	**Actual results for 12 months ended January 31, 2009**	**Actual results for 12 months ended January 31, 2008**
Production of Gold in Dore	*thousand ounces*	**5.0**	**19.0**	**24.1**
Production of Silver in Dore	*thousand ounces*	**43.8**	**160.3**	**213.1**
Equivalent ounces of Gold	*thousand ounces*	**5.5**	**21.6**	**28.2**
Silver to Gold Equivalency Ratio		**79:1**	**62:1**	**52:1**
Gold grade	*grams/tonne*	**2.56**	**2.50**	**3.23**
Silver grade	*grams/tonne*	**35.4**	**33.00**	**46**
Gold recovery	*percent*	**87**	**89**	**90**
Silver recovery	*percent*	**56**	**57**	**56**
Milled	*thousands of tonnes*	**68.9**	**266.2**	**258.1**
Mine development, preparation and exploration	*meters*	**1,179**	**4,782**	**5,350**
Operating Cost per tonne milled	*US dollars/tonne*	**32**	**35**	**33**
Operating Cost per Equivalent Ounce	*US dollars/ounces*	**400**	**433**	**301**
Number of employees and contractors at minesite		**268**	**268**	**249**

During the quarter ended January 31, 2009, the mill operated at a rate of approximately 748 milled tonnes/calendar day. Gold and silver grades were 2.56 g/t and 35 g/t, respectively, compared to prior quarter grades of 2.67 g/t and 39 g/t. Overall equivalent gold production of 5,500 ounces was lower than the previous quarter production of 5,600 ounces due mainly to lower gold and silver grades.

Production costs of the mine for the current quarter were lower at US$400/EqOz. from the prior quarter cost of US$462/EqOz. and the twelve month average of US$433/EqOz, in spite of lower metal production and higher production costs, due mainly to cost savings from the higher US dollar in relation to the Mexican peso ("MXN") on which the majority of mine costs are based. During the quarter the MXN/US$ exchange rate averaged over 13.5 MXN/US$ compared to approximately 11.5 MXN/US$ in the prior quarter. In addition to this, the Company has been implementing cost savings measures at the mine level as indicated by cost per tonne decreasing to US$32/t compared to US$40/t in the prior quarter and US$35/t for the twelve month period, despite rising production costs. The mine plan has been developed to ensure the mine is properly developed and mined so as to ensure a constant supply of ore in accordance with currently planned production capacity and ore grades over the next 3 years. Changes to the plan that may involve increased production and capital investment are continually being assessed by Starcore management. Currently, the Company is continuing underground exploration in order to identify higher grade ore zones and has allocated a budget to support year long exploration.

During the quarter ended January 31, 2009, the Company incurred approximately US$655 in mine capital expenditures, which includes mine development drifting and drilling, machinery and equipment leases and purchases and construction and tailings dam remediation, compared to US$979 in the prior quarter.

In addition to the Company's mining operations at San Martin, Starcore has agreements to purchase concentrate ore from two surrounding mines and charges a processing and marketing fee as a reduction of purchase price paid based on assays of the concentrate. These agreements are not binding and may be cancelled or renegotiated based on changing operating conditions. During the period ended January 31, 2009, the purchased concentrate has been reduced significantly for the second quarter in a row due to production stoppage at one of the mines. The Company has not been informed as to when the concentrate production will be continued at this mine.

Sales of Metal produced by the milled ore from the mine, along with purchased ore concentrate, over the January 31, 2009, quarter of operations approximated 5,520 ounces of gold and 50,490 ounces of silver sold at **average prices in the period** of US$714 and US$10 per ounce, respectively. The sales of metal over the six month period ended January 31, 2009 approximated 10,860 ounces of gold and 214,820 ounces of silver sold at average prices in the period of US$738 and US$12 per ounce, respectively. The gold average price realized was decreased in the quarterly period due to the sale of 3,363 ounces of gold pursuant to existing gold sales contracts which are fixed at US$731 per ounce, payable based on the month end London Metals Exchange spot gold price. The Company has forward sales remaining at January 31, 2009 of 55,045 ounces at the rate of approximately 1,135 ounces per month until January 31, 2013.

4.2 Property Activity

San Martin properties – Queretaro, Mexico

The San Martin mine properties are comprised of mining concessions covering 12,992 hectares, including the San Pedrito property located approximately 50km west of the San Martin mine. In addition to the ongoing mine exploration and development that is currently being performed in development of the mine, management is continually assessing the potential for further exploration and development of the San Martin properties and continually modifying the exploration budget accordingly.

The Company is continuing to develop and mine the Guadalupe vein at San Martin. Four underground diamond drill holes intersected the vein with economical values, as reported in the Company's news release dated March 25, 2008 and April 1, 2008. The cross sections and three dimensional models can be viewed at the Company's website at www.starcore.com.

Mineral Property – Cerro de Dolores

The Company entered into an option agreement effective December 15, 2003, and amended July 23, 2007, with Wheaton River Minerals Ltd. and two of Wheaton's subsidiaries, Luismin and Compañia Minera Astumex, S.A. de C.V. (collectively, "Goldcorp") for the acquisition of up to an 80% interest in the Cerro de Dolores property (the "Agreement") subject to a 3% net smelter return royalty.

In order to exercise an initial option and acquire a 51% interest in the property, the Company must issue a total of 250,000 post consolidation common shares and incur US$1.4 million in exploration expenditures on the property over a four year period as follows:

- 100,000 common shares upon TSX Venture Exchange (the "Exchange") acceptance of the Agreement on June 23, 2004 (issued at $0.50);
- an additional 50,000 common shares (issued at $0.50) and US$300 in exploration expenditures on or before June 23, 2005 (incurred);
- an additional 100,000 common shares (issued at $0.52) and US$300 in exploration expenditures on or before June 23, 2008;
- an additional US$300 in exploration expenditures on or before June 23, 2009; and
- the final US$500 in exploration expenditures on or before June 23, 2010.

Proposed Exploration Program and Future Plans

As at January 31, 2009 the Company has incurred approximately US$475 in direct work expenditures on the property. At January 31, 2009, the Company was in default of exploration expenditure requirements under the Agreement and is currently renegotiating with Goldcorp. No exploration costs were incurred during the year ended July 31, 2008 and the quarter ended January 31, 2009.

4.3 Results of Operations

The loss for the six months ended January 31, 2009 was $131 as compared with a loss of $2,130 for the six months ended January 31, 2008. The details of the Company's operating results and related revenues and expenses are as follows:

For the six months ended January 31,		2009		2008		Variance
Revenues						
Mined ore	**$**	**9,277**	$	8,095	**$**	**1,182**
Purchased ore		**2,692**		4,754		**(2,062)**
		11,969		12,849		**(880)**
Cost of Sales						
Mined Ore		**5,849**		5,078		**454**
Purchased ore		**2,637**		4,666		**(2,029)**
Reclamation and closure		**39**		32		**7**
Amortization and depletion		**1,275**		1,083		**192**
		9,800		10,859		**199**
Earnings from mining operations		**2,169**		1,990		**(1,079)**
Administrative Expenses						
Amortization		**29**		19		**10**
Stock-based compensation		**(99)**		1,012		**(1,111)**
Interest on long-term debt		**315**		420		**(105)**
Accretion on long-term debt		**109**		77		**32**
Professional and consulting fees		**122**		288		**(166)**
Management fees and salary		**180**		449		**(341)**
Office, travel and miscellaneous		**171**		669		**(498)**
Shareholder relations		**233**		258		**(25)**
Transfer agent and regulatory fees		**8**		15		**(7)**
		1,068		**3,207**		**(2,211)**
Income (loss) before other income (expense) and taxes		**1,101**		(1,217)		**2,318**
Other income (expense)						
Foreign exchange		**(980)**		(300)		**(680)**
Investment and interest income		**94**		78		**16**
Current income taxes		**-**		(49)		**49**
Future income tax		**(346)**		(642)		**296**
Net income (loss) for the period	**$**	**(131)**	$	(2,130)	**$**	**1,999**

Revenues included sales of gold and silver at average monthly market prices and based on gold sales contracts as discussed under *section 4.1 - "production"* above. The Company also earned a net profit of $55 from the purchase and sale of ore concentrate from surrounding mines. The cost of sales above includes non-cash costs for reclamation, amortization and depletion of $1,275 which is calculated based on the units of production from the mine over the expected mine production as a denominator. This calculation is based solely on the San Martin mine proven and probable reserves and a percentage of inferred resources (excluding San Pedrito) in accordance with the Company's policy of recognizing the value of expected Resources which will be converted to Proven and Probable Reserves, as assessed by management.

The two quarters of operations to January 31, 2009, produced earnings from mine operations of $2,169 compared to $1,990 for the period ended January 31, 2008. While ore grades averaging 2.5 g/t gold and 33 g/t of silver were comparable to the prior year, the revenue was higher due to higher metal prices on average and slightly higher production. In addition costs were lower at an average operating cost of US$430/EqOz compared to an average operating cost of US$490/EqOz in the period ended January 31, 2008, due mainly to the more favourable MXN exchange rate and despite the general trend of increased mining costs in the industry due to the higher cost of electricity, fuel, chemicals, equipment replacement parts, mine infrastructure costs and labour and related social costs. Also included in mined ore costs in the current period is non-cash stock based compensation expense "recovery" of $118 for the period ended January 31, 2009 compared to an expense of $76 for the period ended January 31, 2008.

This amount reflects the fair value calculated of the stock options granted and vested during the period and the Company experienced a recovery of the expense due to the cancellation of 2,500,000 mine employee options (of the total of 7,869,822 Director and employee stock options) in the period resulting in the recovery of the unvested amounts previously expensed. The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant.

Management of the Company was able to make significant cost savings in corporate administrative expenses for the six months ended January 31, 2009, resulting in the following significant changes from the six months ended January 31, 2008:

Office, travel and administration expenses of $171, a decrease of $498 over the prior period. The costs for the period ended January 31, 2008 include administration fees to Luismin relating to management of the mine under the terms of the acquisition agreement (until January 31, 2008);

Professional and consulting fees of $122 and management fees and salary of $180, representing an decrease of $166 and $341, respectively, due to a reduction of consultants required and the reduction of an administrative management officer;

Interest expense on long term debt decreased by $105 to $315 due to lower average debt outstanding in the quarter;

Foreign exchange losses increased by $680 for the period ended January 31, 2009 due to the devaluation of the MXN net assets in relation to the US$, the functional currency of the mining operations; and

Current and future income taxes of $296, which include non-cash adjustments at the consolidation of the entities to account for differences between the tax and the accounting base of assets and liabilities. Taxes payable by the Company are subject to Mexican tax laws which are changing. These estimates reflect the best estimate of tax liability by the Company based on the existing interpretation of these laws.

The next most significant reduction in administrative expense was the non-cash stock based compensation expense recovery of $99 for the period ended January 31, 2009, representing a decrease of $1,111 over the comparative period. This amount reflects the fair value calculated of the stock options granted and vested during the period. The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant. The decrease over the prior period was due mainly to the accelerated expense recognized for the period ended January 31, 2008, based on the fair value of 8,605,822 options granted on December 20, 2006, January 22, 2007, February 2, 2007 and July 10, 2007, and 1,250,000 options granted on October 24, 2007 which were estimated to be $5,209 and $576 respectively amortized over 18 months in accordance with Company vesting policy. Coupled with this was the decrease due to the cancellation of 7,869,822 Director and employee stock options in the period resulting in the recovery of the unvested amounts previously expensed.

Cash flow from operating activities was $136 during the period ended January 31, 2009, compared to $2,357 for the period ended January 31, 2008. Cash flow from operating activities changed in the period due mainly to timing differences in working capital balances. Cash flow from operating activities is determined by removing non-cash expenses from the net loss and adjusting for non-cash working capital amounts. Overall cash and equivalents decreased during the period ended January 31, 2009 by $1,042 in the period compared to a decrease of $3,175 in the prior six month period ended January 31, 2008, due mainly to the payment of $3,045 of debt principal in the six months ended January 31, 2008, compared to $1,058 in the current period.

Investor Relations Activities

During the period ended January 31, 2009, the Company directly responded to investor inquiries.

Financings, Principal Purposes & Milestones

No shares were issued during the period ended January 31, 2009. During the period ended January 31, 2009, the Company issued 100,000 common shares at a fair value of $0.52 pursuant to the Cerro de Dolores property option agreement.

5. Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q2 31-Jan-09	Q1 31-Oct-08	Q4 31-Jul-08	Q3 30-Apr-08	Q2 31-Jan-08	Q1 31-Oct-07	Q4 31-Jul-07	Q3 30-Apr-07
Total Revenue	$ 5,340	$ 6,629	$ 6,999	$ 7,218	$ 5,224	$ 7,625	$ 9,232	$ 9,267
Earnings from mining operations	$ 1,210	$ 959	$ 305	$ 1,010	$ 48	$ 1,942	$ 3,121	$ 3,054
Net Income (loss):								
Total	$ (22)	$ (109)	$ (654)	$ 218	$ (1,491)	$ (640)	$ 352	$ (1,680)
Per share – basic and diluted	$ (0.00)	$ (0.00)	$ (0.02)	$ 0.00	$ (0.02)	$ (0.01)	$ 0.01	$ (0.03)

Discussion

The Company reports a loss for the quarter of $22 compared to a loss of $109 in the prior quarter ended October 31, 2008. The earnings from mining operations were higher due mainly to lower production costs in the period, despite lower ore grades as compared to the prior quarter, due to the more favourable MXN exchange rate. For more detailed discussion on the quarterly production results and financial results for the period ended January 31, 2009, please refer to *Sections 4.1 and 4.3 under "Results of Operations"*.

6. Liquidity, Commitments and Going Concern

The Company expects to continue to receive income and cash flow from the mining operations at San Martin (*section 4.1*). Management expects that this will result in sufficient working capital and liquidity to the Company.

The Company's continued existence as a going concern is dependent upon its ability to continue profitable operations first generated in 2007 at its San Martin Mine. During the period ended January 31, 2009, the cash flow used from operations, repaying the loan payable and in investing activities was $1,042 bringing the Company's cash balance to $1,848. At January 31, 2009 the Company had working capital of $290. The ability of the Company to generate sufficient cash flows to continue as a going concern is dependent upon many factors including, but not limited to, sufficient ore grade, ore production and continued delivery of purchased concentrate at the San Martin mine, control of mine production costs, administrative costs and tax costs and upon the market price of metals. Cash flows may also be affected by the ability of the Company to reduce capital expenditures, including mine development, or to restructure debt payments. The Company may also generate cash from future debt or equity financings, however, depending on market conditions; there is no assurance that such financings will be available to the Company.

Management continues working to achieve efficiencies and improved cash flow at the mine and is exploring all opportunities available to the Company to ensure its future success including pursuing efforts to diversify the Company's resource property holdings through acquisition and merger opportunities. While management believes the Company will be able to continue operations in the future, given the uncertainty of the above and other items, there is no assurance that the Company will be able to meet all of its operating costs, forward contract sales, capital expenditures and debt payments in the coming fiscal year.

The Company has secured a commitment for a US$10 million loan from a senior Mexican financial institution. The loan will have a term of four years, with the first principal payment not due until two years after draw-down. The loan will bear interest at Libor + 5% per annum, payable quarterly. The purpose of the loan is to pay down existing liabilities, including the outstanding amounts owed to Investec Bank (U.K.) Limited ("Investec") under an existing loan facility. Draw down of the loan is subject to the execution of a definitive agreement (which has already been negotiated), the provision of a pledge of the shares of the Company's operating subsidiary, Bernal, and a release of existing security over Bernal's assets.

Currently, Investec holds a pledge of the Bernal shares and a security interest over the Bernal assets, as security for its US$13 million acquisition loan facility provided to the Company in connection with the Company's acquisition of the San Martin mine in January of 2007. Approximately US$8.0 million remains outstanding under this loan facility. Investec has advised the Company that, in order to release its security interest and the pledge of the Bernal shares, it will require the Company to repay the loan facility and wind up the forward sales commitments (Discussed in Section 13 – Financial and Other Instruments). At gold prices in effect on the date of this Report, the Company does not have sufficient funds to both wind up the forward sales agreements and repay the Investec loan facility. The Company believes the terms of the loan from the Mexican financial institution and the two year principal repayment deferral are more favourable to the Company than the Investec facility. The Company is working on alternatives to repay the Investec facility, and wind up the forward sales commitments. The ability of the Company to wind up the forward sales commitments (thereby allowing Investec to release the security it currently holds over the shares and assets of Bernal, and enable the Company to pledge such security to the Mexican financial institution) is dependent upon the price of gold reducing to a level which would allow the Company to settle the forward sales commitments at a favourable cost or no cost to the Company. There is no guarantee that this event will occur in the near future, thereby allowing the Company to draw down the Mexican loan facility.

The Company has the following commitments:

a) A term of the Loan financing requires that the Company fund a Debt Service Reserve Account ("DSRA") at January 31, 2009, which will maintain a balance equal to six months loan principal and interest at all times. The required funding commitment at January 31, 2009, is approximately US$1,365 in accordance with the Loan repayment schedule. The Company has used all but $48 of this account to fund loan principal payments during the period ended October 31, 2008 and July 31, 2008. The Company is required to refund the DSRA as soon as excess operating funds are available from mine operations. The principal due over the next year ended July 31, 2009 of $3,156 is shown as a current liability on the Company's balance sheet and is in addition to the funding of the DSRA.

b) In addition to funding of the DSRA account, as stated above, principal due over future fiscal years are as follows:

Principal due for the fiscal year ended:		
July 31, 2009		**1,674**
2010		**2,392**
2011		**1,516**
2012		**2,552**
2013		**1,752**
	$	**9,886**

c) In order to exercise an initial option and acquire a 51% interest in Cerro de Dolores, the Company must issue a total of 250,000 common shares and incur US$1.4 million in exploration expenditures on the property over a four year period as follows.

At January 31, 2009, the Company was in default of exploration expenditure requirements under the Agreement and is currently renegotiating with Goldcorp.

d) As at January 31, 2009, the Company has management contracts to officers and directors totaling $300 per year, payable monthly, expiring in January, 2013.

7. Capital Resources

The capital resources of the Company are the mining interests, plant and equipment as well as the mineral properties, with amortized historical costs of $46,107 and $806 as at January 31, 2009, respectively. The Company is committed to further expenditures of capital required to maintain and to further develop the San Martin mine which management believes will be funded directly from the cash flow of the mine. In addition, the Company is committed to capital expenditures required to maintain Mineral properties in good standing, as detailed in *Section 4*.2.

8. Off Balance Sheet Arrangements

In conjunction with the Acquisition, the Company has agreed to grant Goldcorp Inc. a security interest over the Bernal mining properties as collateral to ensure that Bernal maintains an agreement to sell all silver produced from the mine to Goldcorp Inc. until October, 2029, at the prevailing spot market rate at the time of the silver sale.

The Loan agreement entered into on the Acquisition required that the Company enter into a forward sales agreement for the sale of 81,876 ounces of gold at a price of US$731 per ounce until January, 2013. These gold sales contracts are excluded from the definition of derivatives because the obligation may be met by the physical delivery of gold and the Company's practices, productive capacity and delivery intentions are consistent with the definition of normal sales contracts in accordance with the Company's Revenue Recognition Policy in Note 2 of its audited financial statements for the year ended July 31, 2008 (see note 1 – Nature of Operations and Going Concern). The fair value of the remaining gold sales contracts for the sale of 55,045 ounces to January 31, 2013, as at January 31, 2009 was negative US$11,812 (July 31, 2008 - US$14,893) based on a gold value of US$925 per ounce (July 31, 2008 – US$929).

9. Transactions with Related Parties

There were no material reportable Related Party transactions.

10. Second Quarter

The second quarter results are comparable to each of the previous year's quarters due to mine operating activity upon the acquisition of the San Martin mine discussed throughout this MD&A and as detailed in Section 4.1.

11. Critical Accounting Estimates

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in Canada. Pursuant to the Acquisition of Bernal, the Company has adopted many accounting policies which were not formerly applicable or material to report, which are presented in notes 2, 3, 10 and 13 of the Company's July 31, 2008 audited consolidated financial statements.

Because a precise determination of many assets and liabilities is dependent upon future events, the preparation of these financial statements requires management to make estimates and assumptions. The most significant ones include, but are not limited to: the recoverability of amounts receivable; mining asset economic life and expected life of mine, including estimated recoverable tonnes of ore from the mine; quantities of proven and probable gold reserves; the value of mineralized material beyond proven and probable reserves; future costs and expenses to produce proven and probable reserves; future commodity prices and foreign currency exchange rates; the estimated realizable value of inventories; the future cost of asset retirement obligations; the anticipated costs of reclamation and closure cost obligations; the amounts of contingencies; and assumptions used in the accounting for employee stock options such as volatility, expected term and risk free interest rate. Using these estimates and assumptions, management makes various decisions in preparing the financial statements including:

The treatment of mine development costs as either an asset or an expense;
Whether long-lived assets are impaired, and if so, estimates of the fair value of those assets and any corresponding impairment charge;
The ability to realize deferred income tax assets;

The useful lives of long-lived assets and the measurement of amortization;
The fair value of asset retirement obligations;
The likelihood of loss contingencies occurring and the amount of any potential loss;
Whether investments are impaired; and
The amount of stock option expense.
Financial instruments

As the estimation process is inherently uncertain, actual future outcomes could differ from present estimates and assumptions, potentially having material future effects on the financial statements. The accounting policies of the Company as presented in notes 2, 3, 10 and 13 of the Company's July 31, 2008 audited consolidated financial statements should be reviewed in conjunction with the critical estimates identified by management above.

Management has identified the following critical accounting policies and estimates as described in the Notes mentioned above:

Mining interests, plant and equipment

Mining interests represent capitalized expenditures related to the development of mining properties and related plant and equipment. Depletion of mine properties is charged on a unit-of-production basis over proven and probable reserves and a portion of resources expected to be converted to reserves. Depreciation of plant and equipment is calculated using the straight-line method, based on the lesser of economic life or expected life of mine. At the end of the each calendar year estimates of proven and probable gold reserves and a portion of resources expected to be converted to reserves are updated and the calculations of amortization of mining interest, plant and equipment is prospectively revised.

Costs related to property acquisitions are capitalized. When it is determined that a property is not economically viable, the capitalized costs are written off.

Mining expenditures incurred either to develop new ore bodies or to develop mine areas in advance of current production are capitalized. Commercial production is deemed to have commenced when management determines that the completion of operational commissioning of major mine and plant components is completed, operating results are being achieved consistently for a period of time and that there are indicators that these operating results will be continued. Mine development costs incurred to maintain current production are included in operations. Exploration costs relating to the current mine in production are expensed to net income as incurred due to the immediate exploitation of these areas or an immediate determination that they are not exploitable.

Upon sale or abandonment, the cost of the property and equipment and related accumulated depreciation or depletion, are removed from the accounts and any gains or losses thereon are included in operations.

The Company reviews and evaluates its mining interests, plant and equipment for impairment at least annually or when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. Impairment is considered to exist if the total estimated future undiscounted cash flows are less than the carrying amount of the assets. An impairment loss is measured and recorded based on discounted estimated future cash flows. Future cash flows are estimated based on expected future production, commodity prices, operating costs and capital costs.

Reclamation and closure cost obligations

The Company's mining and exploration activities are subject to various governmental laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. The Company has made, and intends to make in the future, expenditures to comply with such laws and regulations. The Company has recorded a liability for the estimated reclamation and closure, including site rehabilitation and long-term treatment and monitoring costs, discounted to net present value. Such estimates are, however, subject to change based on negotiations with regulatory authorities, or changes in laws and regulations.

The Company has adopted the *CICA Handbook Section 3110 "asset retirement obligations"* which establishes standards for the recognition, measurement and disclosure of liabilities for asset retirement obligations and the associated asset retirement costs. The standards apply to legal obligations associated with the retirement of long-lived tangible assets that arise from the acquisition, construction, development or normal operation of such assets. The standards require that a liability for an asset retirement obligation be recognized in the period in which it is incurred and when a reasonable estimate of the fair value of the liability can be made. Furthermore, a corresponding asset retirement cost should be recognized by increasing the carrying amount of the related long-lived asset. The asset retirement cost is subsequently allocated in a rational and systematic method over the underlying asset's useful life.

The liability will be increased in each accounting period by the amount of the implied interest ("accretion") inherent in the use of discounted present value methodology, and the increase will be charged against earnings or capitalized as appropriate.

Income taxes

Income taxes are accounted for using the future income tax method. Under this method income taxes are recognized for the estimated income taxes payable for the current year and future income taxes are recognized for temporary differences between the tax and accounting bases of assets and liabilities and for the benefit of losses available to be carried forward for tax purposes that are more likely than not to be realized. Future income tax assets and liabilities are measured using tax rates expected to apply in the years in which the temporary differences are expected to be recovered or settled.

Stock-based compensation

The Company uses the fair value based method for all stock-based awards granted on or after August 1, 2003 and to account for the grants as stock-based compensation expense in the statement of operations and comprehensive loss.

Stock-based compensation is accounted for at fair value as determined by the Black-Scholes option pricing model using amounts that are believed to approximate the volatility of the trading price of the Company's shares, the expected lives of awards of stock-based compensation, the fair value of the Company's stock and the risk-free interest rate, as determined at the grant date. The estimated fair value of awards of stock-based compensation are charged to expense over their vesting period, with offsetting amounts recognized as contributed surplus. Options granted to consultants are revalued each vesting date, using the Black Scholes model, and charged over the remaining vesting period accordingly. Upon exercise of share purchase options, the consideration paid by the option holder, together with the amount previously recognized in contributed surplus, is recorded as an increase to share capital.

The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

12. Changes in Accounting Policies Including Initial Adoption

There are new CICA accounting standards that have been adopted by the Company effective August 1, 2008. The Company has assessed the impact of these new accounting standards on its interim consolidated financial statements.

a) Effective August 1, 2008, the Company has adopted new accounting standard Section 1535, "Capital Disclosures", which requires companies to disclose their objectives, policies and processes for managing capital. In addition, disclosures are to include whether companies have complied with externally imposed capital requirements and, if not in compliance, the consequences of such non-compliance.

b) Effective August 1, 2008, the Company has adopted new accounting standard Section 3031 "Inventories", which requires the accounting treatment for inventories and provides guidance on the determination of inventory costs and their subsequent recognition as an expense, including any write-down to net realizable value.

13. Financial and Other Instruments

All significant financial assets, financial liabilities and equity instruments of the Company are either recognized or disclosed in the financial statements together with other information relevant for making a reasonable assessment of future cash flows, interest rate risk and credit risk. Where practicable the fair values of financial assets and financial liabilities have been determined and disclosed; otherwise only available information pertinent to fair value has been disclosed.

In the normal course of business, the Company's assets, liabilities and forecasted transactions are impacted by various market risks, including currency risks associated with inventory, revenues, cost of sales, capital expenditures, interest earned on cash and the interest rate risk associated with floating rate debt.

Currency risk is the risk to the Company's earnings that arises from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. At January 31, 2009 the company had the following financial assets and liabilities denominated in Canadian dollars (CDN) and denominated in Mexican Pesos:

	In '000 of CDN Dollars		In '000 of Mexican Pesos (MP)	
Cash and equivalents	$	717	MP	1,742
Other working capital amounts - net	$	53	MP	6,341
Long-term Liabilities	$	-	MP	28,954

At January 31, 2009 US dollar amounts were converted at a rate of $1.2265 Canadian dollars to 1 US dollar and Mexican Pesos were converted at a rate of MP14.2186 to 1 US Dollar.

The Loan agreement entered into on the Acquisition required that the Company enter into a forward sales agreement for the sale of 81,876 ounces of gold at a price of US$731 per ounce until January, 2013. These gold sales contracts are excluded from the definition of derivatives because the obligation may be met by the physical delivery of gold and the Company's practices, productive capacity and delivery intentions are consistent with the definition of normal sales contracts in accordance with the Company's Revenue Recognition Policy in Note 2 of its audited financial statements for the year ended July 31, 2008 (see note 1 – Nature of Operations and Going Concern). The fair value of the remaining gold sales contracts for the sale of 55,045 ounces to January 31, 2013, as at January 31, 2009 was negative US$11,812 (July 31, 2008 - negative US$14,893) based on a gold value of US$925 per ounce (July 31, 2008 – US$929).

14. Other

14.1 Disclosure of Outstanding Share Capital

	Number	Book Value
Common Shares	**60,690,789**	**$33,318**

There were no incentive stock options outstanding as at January 31, 2009, as the Company cancelled all 7,869,822 Director and employee stock options in the quarter ended January 31, 2009.

There were 37,238,857 share purchase warrants outstanding as at January 31, 2009 with an average exercise price of $0.80 per warrant and with expiry dates from August 2009 to February, 2012, with a possibility of the Loan Tranche B warrants being extended to February, 2013.

14.2 Disclosure Controls and Procedures

Disclosure Controls and Procedures

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures. Based upon the results of that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports it files is recorded, processed, summarized and reported, within the appropriate time periods and forms.

Internal Controls Over Financial Reporting

The Company's management, with the participation of its Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision of the Chief Financial Officer, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles ("GAAP"). The Company's controls include policies and procedures that:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP; and
- provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual financial statements or interim financial statements.

There has been no change in the Company's internal control over financial reporting during the Company's quarter ended January 31, 2009 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Limitations of Controls and Procedures

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

14.3 Additional disclosure

The Company capitalizes all expenditures relating to the exploration of its mineral properties. Details of mineral properties and deferred exploration costs for the properties are as follows:

	January 31, 2009	July 31, 2008
Cerro de Dolores - Actual Expenditures		
Acquisition costs	**$ 177**	$ 177
Assaying & sampling	**53**	53
Consulting fees (Geological & Engineering)	**168**	168
Drilling	**113**	113
Field work, equipment & rental	**31**	31
General & admin	**88**	88
Labour	**28**	28
Legal fees, licenses, maps & reports	**8**	8
Property taxes	**18**	18
Road construction	**33**	33
Site visits	**51**	51
Travel & transportation	**38**	38
Total Mineral Properties and Deferred Exploration Costs	**$ 806**	$ 806