

## TIOMIN RESOURCES INC.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS

(Unless stated otherwise, all monetary amounts have been expressed in Canadian dollars)

**Quarter Ended March 31, 2009**

This Management's Discussion and Analysis of Tiomin Resources Inc. ('Tiomin' or 'the Company') is dated May 12, 2009 and should be read in conjunction with the Company's Annual Audited Consolidated Financial Statements for the year ended December 31, 2009 prepared in accordance with Canadian generally accepted accounting principles ('GAAP').

#### Selected Annual Financial Information

The following table provides selected audited consolidated financial information that should be read in conjunction with the consolidated financial statements of the Company.

	Year ended Dec.31, 2008	Year ended Dec.31, 2007	Year ended Dec.31, 2006
(\$000's)	\$	\$	\$
<b>Loss before interest, equity loss, amortization and income taxes</b>	9,763	8,807	33,935
<b>Loss before income tax</b>	9,515	7,930	32,908
<b>Net loss per share</b>	0.02	0.02	0.09
<b>Working capital</b>	19,964	29,135	27,162
<b>Total assets</b>	61,268	68,184	73,619
<b>Long-term liabilities</b>	386	636	496

#### Forward-Looking Information

When used in this document, words such as 'estimate', 'expect', 'anticipate', 'believe' and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management's future plans, objects, and goals for Tiomin and therefore involve inherent risks and uncertainties.

Potential shareholders and prospective investors should be aware that the financial statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risk and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. Tiomin undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or such factors which affect this information, except as required by law.

#### Internal Controls and procedures over Financial Reporting

The Company's management is responsible for establishing and maintaining internal controls over financial reporting. The internal controls are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles. The accounting staff is small in number and it is not practical or cost effective to increase the number of accounting personnel to enable the segregation of all accounting and financial reporting duties in a company of this size. Should a complex transaction present itself, the Company would plan to consult with independent specialists.

The Chief Executive Officer and Chief Financial Officer have reviewed the process and have concluded that the controls in place give reasonable assurance that relevant and reliable financial information is available for reporting and for the preparation of interim and annual consolidated financial statements in accordance with Canadian GAAP. There were no changes in the Company's internal controls over financial reporting during the most recent annual period that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

## Company Highlights

- In Q1 2009, Tiomin followed its clear strategy to realize the value of its current assets while also seeking an accretive merger where Tiomin's cash is combined with producing or near-producing assets. This strategy led a second investment to increase ownership of Kivu Gold Corporation to 33.5% (subsequently decreasing to 33.4%), and a proposed transaction with Cadiscor Resources Inc. ("Cadiscor"). Tiomin ended the quarter with a strong cash position of \$15.3 million and working capital of \$17.0 million.
- The key event in Q1 was the proposed Cadiscor Resources Inc. ('Cadiscor') transaction, which would have been excellent for Tiomin shareholders. The Company had to cancel this transaction because of the actions of Jaguar Financial Corporation ('Jaguar'), a dissident shareholder. Cadiscor subsequently announced an alternative transaction deal that valued its shares at \$0.59, or almost twice the \$0.30 per share cost Tiomin negotiated in February 2009. This increased value equates to an opportunity cost to Tiomin shareholders of 2.6 cents per Tiomin share. Cadiscor's shares continued to increase in value, closing at \$0.85 on May 7<sup>th</sup>, which further affirms Tiomin's assessment of Cadiscor and demonstrates Tiomin's ability to find appropriate accretive transactions.
- Tiomin invested \$1,424,375 in Kivu Gold Corporation, increasing its ownership to approximately 33.5%. Scott Wilson Roscoe Postle Associates Inc. completed a report entitled "Valuation of the Exploration Properties of Kivu Gold Corporation" dated December 31, 2008 and an independent fairness opinion was obtained from Fraser Mackenzie Limited that the Investment is fair from a financial point of view to the shareholders of the Company.
- On April 2, 2009, the Company announced that it had received notice from Jaguar of its intention to commence a court application for leave to file a derivative legal proceeding in the Company's name under the Canada Business Corporations Act against the current directors, a former director and third parties. This matter is now before the Court and the Company and the directors will vigorously defend themselves against the issues raised in this matter.
- On Friday April 24, 2009, Jaguar issued a news release communicating that Jaguar will not proceed with its requisition for a special meeting of shareholders of Tiomin that it previously announced on February 13, 2009. Jaguar stated in its release that the reason for not pursuing the requisition for the Special Meeting was Tiomin's decision to withdraw from the proposed business combination with Cadiscor. Tiomin announced this decision on February 19, 2009. It is significant that between February 17, the date that Jaguar announced the meeting requisition, and April 24, Cadiscor's share price increased 100% from \$0.30 to \$0.60 and Jaguar's fell 25% from \$0.10 to \$0.075.

## Company Future

Tiomin continues to work on increasing shareholder value and is actively reviewing merger and acquisition ('M&A') opportunities created by the combined impact of changing commodity prices and difficult capital markets. Tiomin believes its M&A strategy will lead to value creation. Companies with producing or near-producing assets that may be having difficulty raising the modest amounts of capital required to start production are potential merger candidates for Tiomin. The focus is to restore value to Kwale by concluding a development transaction, add copper and gold resources in Peru and to continue exploring select greenfield properties.

## Overview

Tiomin is incorporated under the laws of the Canada Business Corporations Act and its registered and executive office is at 18 King Street East, Suite 810, Toronto, Ontario, Canada M5C 1C4.

Tiomin is involved in the exploration and development of industrial mineral and base metal projects. The Company, from mid-1998 through 2006, focused mainly on the development of its Kwale project in Kenya. Unfortunately, due to numerous unresolved issues with the Government of Kenya, the terms of the July 2006 project financing could not be met. Consequently, in 2007, Tiomin was forced to put the project into "care and maintenance" and seek alternative project financing sources or partners. The Company successfully negotiated, in July 2008, an arrangement with the Jinchuan Group

(“Jinchuan”) to finance, develop and operate the Kwale project through Tiomin Kenya Limited. A final agreement with Jinchuan is still pending.

After deciding to change its focus away from Kenya, the Company actively sought and evaluated numerous prospective properties and companies. This investment strategy evolved in the fall of 2008 to become focused on producing or near-producing assets and businesses. The results include minority investments into Kivu Gold Corporation in February 2008 and February 2009; the acquisition of Radiant Resources Inc. (subsequently renamed Tiomin China Limited); and a proposed arrangement in February 2009 to combine businesses with Cadiscor Resources Inc. Although the Cadiscor Resources arrangement had to be aborted due to increased deal risk created by the actions of a dissident shareholder, Tiomin continues to pursue a strategy of seeking an appropriate M&A opportunity, while maximizing the value of its present properties.

The Company is currently not in production on any of its properties and has only minimal revenue derived from interest earned on its cash balances.

During the quarter ended March 31, 2009 management focused on working with the GoK and Jinchuan to complete all the original outstanding lender requirements in order to finance the Kwale project. Separately, the Company continued to consider other invest and M&A opportunities that would generate incremental value for Tiomin shareholders.

## **Project Update**

### ***Pukaqaqa Project, Peru***

Milpo and Tiomin have delineated mineral resources in Pukaqaqa copper deposit in Central Peru. Tiomin requested Met-Chem Canada Inc. (‘Met-Chem’) to perform an independent audit of the estimate of the mineral resources contained in the deposit. This report, which may be viewed at [www.SEDAR.com](http://www.SEDAR.com), presents the results of the validation of the resources and constitutes a Technical Report under the guidelines of National Instrument 43-101 (NI 43-101).

Despite the recent fall in copper prices, the Pukaqaqa property remains highly prospective and Milpo and Tiomin intend further explore when there are signs that the economy is recovering. At a 0.3% cut-off, measured resources are 38 million pounds of copper and 7,200 ounces of gold and indicated resources are 1,176 million pounds and 279,700 ounces respectively. Total measured and indicated resources are 1.22 billion pounds of copper and 287,000 ounces of gold and inferred resources are 776 million pounds and 209,000 ounces respectively.

The table below, which should be read in conjunction with the full report, presents the results obtained by Milpo and validated by Met-Chem Canada Inc. in the NI 43-101 compliant Technical Report prepared by Guy Saucier, Eng. Senior Geological Engineer and Project Manager. The full report was filed on December 7, 2007 and is available on SEDAR.

Resource Category *	Cut-off Cu (%)	Total				
		Tonnes (000)	Cu (%)	Au (g/t)	Mo (ppm)	Ag (g/t)
Measured	0.3	2,793	0.62	0.08	78	1.64
	0.4	2,190	0.70	0.09	73	1.74
Indicated	0.3	96,355	0.55	0.09	108	1.69
	0.4	62,867	0.66	0.10	106	1.78
Measured & Indicated	0.3	99,148	0.56	0.09	107	1.69
	0.4	65,057	0.67	0.10	105	1.78
Inferred	0.3	58,662	0.60	0.11	106	2.30
	0.4	39,014	0.73	0.13	101	2.47

\*Tiomin's interest is 49%. See additional information:  
[http://www.tiomin.com/i/pdf/2007-10-25\\_NRT.pdf](http://www.tiomin.com/i/pdf/2007-10-25_NRT.pdf)

Rio Tinto staked the concessions in January 1995 and commenced exploration in the Pukaqaqa District in June 1996. Following identification of a gossan associated with gaby breccia, extensive surface work was undertaken.

From 1996-1999, 45 diamond drillholes (10,185 m) were completed into the property. The first drillhole of the project (PND001) intersected 127m @ 1.26% Cu and 0.3 g/t Au and stopped in mineralization.

In 1999, Rio Tinto and Compania de Minas Buenaventura S.A. (Buenaventura) entered into a 2-year joint venture agreement. During the first year (1999) of the Buenaventura JV, drilling continued with another 24 holes and 4,016m of diamond drilling. The work done during the second year (2000), consisted of a resource calculation using Vulcan software, the drilling of 22 holes for 3,389 m, geophysical and geochemical work and the continuation of the preliminary metallurgical testwork. Subsequently, Buenaventura did not complete the option requirement and dropped the option.

In October 2001, Milpo and Rio Tinto signed an LOU (Letter of Understanding) that granted Milpo the right to acquire a 100% interest in the concessions within an original period of 5 years. Subsequently, in October 2004, Milpo and Tiomin signed a Joint Venture Agreement (JVA) which allowed Tiomin to acquire a 49% interest in the Rio Tinto concessions. In 2004, Milpo completed 3,400 m in 16 diamond drillholes, in 2005 2,190 m in 17 holes and in 2006-07 16,209 m in 65 drillholes.

Although the copper price has improved during the first quarter of 2009 no exploration is planned or took place on either the Pukaqaqa or the Pukaqaqa Sur properties. We believe that until there is stability in the market, exploration activities will be minimal, if at all, during 2009.

### ***Kwale***

As mentioned above, Kwale remains a work-in-process. Jinchuan and Tiomin continue to work cooperatively to find a way to build the Kwale project. The GoK has yet to complete all the steps to allow the project to proceed and until all these steps are completed Jinchuan will not sign the definitive agreement, which will require Tiomin shareholder approval to proceed with the construction of the Kwale project.

Jinchuan are currently covering most of the costs associated with the Kwale project and the readers should note that if the GoK fails to complete all the required steps or if Jinchuan and Tiomin are unable to reach a definitive agreement based on the MoU signed on July 28, 2008, the Kwale project may be further impaired which will require an adjustment to the carrying value of the Kwale assets.

### **Investments**

#### ***Radiant Resources Inc. (renamed Tiomin China Limited)***

On July 31, 2007, the Company acquired by private placement 1,250,000 common shares at \$0.40 each in Alliance Pacific Resources Inc. ('Alliance'), a private Corporation incorporated in Ontario, which subsequently became Radiant Resources Inc. ('Radiant') a company quoted on the TSX Venture exchange. On January 29, 2008 Radiant successfully acquired all the issued and outstanding shares of Alliance pursuant to a plan of arrangement. Alliance shareholders received 0.917082 common shares of Radiant or approximately 1,146,353 of the 30,044,985 common shares outstanding. On January 29, 2008 a director and officer of the Company was appointed to the board of directors of Radiant.

On May 27, 2008 the Company and Radiant Resources Inc. ('Radiant') (TSX-V: RRS) announced that they had entered into a binding letter of intent ('LOI') pursuant to which Tiomin would acquire all of the outstanding securities of Radiant in exchange for securities of Tiomin (the 'Transaction'). Also, as part of the LOI Tiomin loaned Radiant \$500,000 to begin drilling its Sarsuke property in the Altay Shan region of northwestern China.

At a special meeting of Radiant shareholders held on September 23, 2008, the shareholders approved the proposed Transaction, whereby holders of securities of Radiant would receive one common share, common share purchase warrant or option, as appropriate, of Tiomin in exchange for each common share, common share purchase warrant or option, as the case may be, of Radiant. The Transaction was effected by way of a three-cornered amalgamation, whereby a newly incorporated wholly-owned subsidiary of Tiomin amalgamated with Radiant and, the resulting corporation being Tiomin China Limited ("Tiomin China"), which would continue to carry out the business of Radiant. The transaction was accounted for as a purchase for accounting purposes. The common shares of Radiant were de-listed from the TSX Venture Exchange ('TSX-V'). Radiant's public documents are filed on SEDAR under the amalgamated corporation's name, Tiomin China Limited.

The Company issued 28,898,635 shares to the shareholders of Radiant in exchange for all of the outstanding shares of Radiant. The value of the common shares issued was determined based on the closing market price of the Company's shares at September 26, 2008, being \$0.07 per common share. The acquisition was accounted for as a purchase and the Company allocated the purchase price of the acquisition based upon the preliminary estimate of the fair values of the assets acquired and liabilities assumed.

The Radiant properties are in northwestern China, in an area with a known history of mining activity. Radiant's Sarsuke property is 5km from the Ashele Mine ('Ashele'), a large underground producer of copper-zinc sulphides. Ashele is the only major copper-zinc discovery in the immediate region, which is a statistical anomaly. In addition, the area around Sarsuke and Ashele is under-explored and will benefit from using up-to-date exploration methodology.

On January 19, 2009 the board took the decision that management may, in its best determination, abandon and write-off the Radiant exploration properties in China. On February 18, 2009, management decided to suspend further exploration activities in the area. As a result, charges for impairment in value of mineral properties and deferred exploration of \$2,144,000 million and \$3,085,000 million were recorded effective December 31, 2008. The Company is actively seeking another joint venture partner or other investor in order to obtain future value from the XPR investment. At March 31, 2009 the Company has been unable to find an investor willing to purchase the Company's share. The Chinese entity will be wound up over the next few months.

The decision to suspend activities in China was extremely difficult and driven by the speed and degree of changes in external factors in the global economy that we do not control. We really liked the exploration potential in Xinjiang but felt it was better to preserve the capital than continue to spend there.

### ***Kivu Gold Corp***

Kivu is an exploration company focusing on sub-Saharan Africa. On February 14, 2008 the Company completed its first investment in Kivu, when it acquired 4,000,000 common shares of Kivu at \$0.50 per common share, or approximately 16.9% of the then 23,630,000 issued and outstanding common shares of Kivu. Non-related directors of Tiomin approved the initial investment based on their review and analysis, which included receiving an independent fairness opinion.

On February 20, 2009 the Company completed by way of private placement of \$1,424,375 worth of common shares of Kivu at a price of \$0.215 per Kivu common share (the 'Investment'), thereby increasing its ownership from approximately 16.9% to approximately 33.5% of the outstanding common shares of Kivu.

As a result of the Investment, the Company now owns 10,625,000 Kivu common shares Kivu. The directors, officers and employees of Tiomin hold 12,550,000 common shares of Kivu, of which 10,000,000 common shares of Kivu are held by Jean-Charles Potvin, the Chairman of Tiomin, and 1,250,000 common shares of Kivu are held indirectly by Robert Jackson, the President and CEO of Tiomin, who are also directors of Kivu.

Scott Wilson Roscoe Postle Associates Inc. completed a report entitled "Valuation of the Exploration Properties of Kivu Gold Corporation" dated December 31, 2008 and an independent fairness opinion was obtained from Fraser Mackenzie

Limited that the Investment is fair from a financial point of view to the shareholders of the Company.

In accordance with the rules of the Toronto Stock Exchange, the Company's Investment in Kivu was approved by the independent members of the Company's board of directors.

Although the Company's Investment in Kivu was a related party transaction, the completion thereof was not subject to the shareholders meeting and valuation requirements of Multilateral Instrument 61-101 as the fair market value of the Investment did not exceed 25% of the market capitalization of the Company.

At December 31, 2008 the Kivu investment was accounted for under the cost method, however effective February 20, 2009, the Company is required to retroactively account adopting the equity method of accounting, which resulted in a restatement of the December 31, 2008 figures. At December 31, 2008 equity losses attributable to Kivu were \$395,000. For the three months ended March 31, 2009, an amount of \$121,000 being 16.9% up to and including February 20, 2009 and 33.5%, subsequently decreasing to 33.4%, from February 21, 2009 until March 31, 2009 of Kivu's loss was charged to the statement of operations.

### ***Freegold Short term loan***

On August 22, 2008, the Company announced that it would provide a bridge loan of US\$2 million to Freegold, a corporation in which the Company's President and CEO was also a director until January 13, 2009.

This US\$2 million loan completed a US\$4 million bridge loan financing obtained by Freegold, which closed the first US\$2 million tranche on July 31, 2008.

The bridge loan facility was scheduled to mature on January 15, 2009. Terms for this facility included an annual interest rate of 12.5%, a cash closing fee, and 350,000 warrants at \$0.55 each to purchase common stock of the Company for a two year period. An amount of \$105,365 in interest income was recorded in the year ended December 31, 2008.

Both loan facilities share the collateral, being a first priority pledge of the shares in Freegold's wholly-owned U.S. subsidiaries and a general security agreement against the personal property of the company (including a second charge against the processing and private property assets currently collateralizing an equipment loan at Golden Summit). Tiomin's security interest in the collateral is subordinated to that of the first tranche lender, which provided the initial US\$2 million loan. Both loan facilities can be prepaid at any time, and all proceeds generated from subsequent financings must be used to repay the two facilities.

On January 15, 2009, the Company agreed to extend the bridge loan facility until February 10, 2009. As consideration for this extension, Freegold issued Tiomin with 250,000 common shares of Freegold and repriced the 350,000 warrants to \$0.30 each. Interest accrued on the outstanding principal amount.

On February 24, 2009 the Company announced that it renegotiated the terms of the US\$2 million bridge loan the Company advanced to Freegold on August 22, 2008. The loan repayment originally due January 15, 2009 and previously extended to February 10, 2009, was further extended to July 15, 2009.

Tiomin and the other bridge lender reached an agreement with Freegold to further extend the maturity date of the combined US \$4.1 million in bridge loans to July 15, 2009. As consideration for this extension, the interest rate on the two loans was increased from 12.5% to 15.0%, and Tiomin and the other lender each were to receive extension fees consisting of 360,000 common shares of the Freegold (have not yet received the common shares), 500,000 warrants to purchase common stock of the Freegold for a two year period at a price of C \$0.25/share, and 3% of loan principal, payable upon the earlier of the receipt of new financing or March 31, 2009. At March 31, 2009 the price of the Freegold common shares were \$0.13 and the Company charged \$35,000 to other comprehensive income as an unrealized loss on the 250,000 Freegold shares received.

Due to Freegold's inability to repay the Company on January 15, 2009 and the subsequent extensions to the loan, the Company has determined that the loan is impaired and has not recognized in 2009 any interest, extension fees or

commissions paid with Freegold common shares and will only do so if and when the loan is repaid. In addition, during the quarter ended March 31, 2009, the Company has impaired the closing balance at December 31, 2008 by recording an allowance of \$227,000.

### Summary of Quarterly Results

The following summary of quarterly results has been prepared in accordance with Canadian GAAP.  
(in thousands of dollars)

	Mar-31 2009	Dec-31 2008	Sep-30 2008	Jun-30 2008	Mar-31 2008	Dec-31 2007	Sep-30 2007	Jun-30 2007
<b>Loss before interest, equity loss and amortization</b>	1,524	6,573	1,078	1,034	1,078	923	1,354	452
<b>Loss before income tax</b>	1,647	6,538	959	1,045	973	684	1,112	267
<b>Loss per share</b>	0.00	0.02	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total assets</b>	58,400	60,873	67,923	64,622	66,250	68,184	69,721	73,052
<b>Compensation expense relating to stock options</b>	-	-	-	(55)	(55)	110	-	291
<b>Working capital</b>	17,034	19,964	21,597	24,398	26,213	29,135	30,803	32,400
<b>Mineral properties</b>	9,680	9,680	11,812	9,680	8,779	8,779	7,644	7,644
<b>Deferred exploration and development</b>	27,046	27,046	29,739	27,046	27,046	27,063	27,096	27,074
<b>Share Capital:</b>								
<b>Outstanding (000's)</b>	480,814	476,614	474,264	445,365	445,365	445,365	445,365	445,339
<b>Warrants (000's)</b>	103,385	103,385	107,642	98,438	98,438	98,438	198,438	214,958
<b>Options (000's)</b>	43,571	44,764	40,444	40,444	34,675	35,995	26,025	26,125

### Results of Operations

The Company is currently not in production on any of its properties and therefore it did not have significant revenues or cash flow from operations.

The following summary of quarterly results has been prepared in accordance with Canadian GAAP.

Tiomin's loss from operations for the three months ended March 31, 2009 was \$1,647,000 (\$0.00 per share) and \$973,000 (\$0.00 per share) for the same period in 2008.

During the three months ended March 31, 2009, \$Nil (2008 – (\$17,000)) was invested/(recovered) in deferred exploration. The amount in 2008 related to an overpayment made in 2007. The Company spent \$2,000 on fixed assets, which was mainly attributable to computer equipment being purchased.

On August 1, 2006 the Company commenced construction of its Kwale project in Kenya. Construction in progress totaled \$11,909,000 at December 31, 2006. This amount was written-off after the decision was taken to cancel the debt facility and at December 31, 2007 Construction in progress totaling \$3,940,000 was written-off. During the twelve months ended December 31, 2008 Construction in progress totaling \$1,124,000 was written-off compared to \$3,940,000 for the same period in 2007. During the first quarter ended March 31, 2009 Construction in progress totaling \$224,000 was written-off.

### ***Kwale Project write-offs***

The Company incurred Kwale project expenses in Kenya in the first quarter of \$224,000 compared to \$279,000 in the same quarter last year. The expenses include general and administrative costs required to operate on a care and maintenance basis while supporting the Government of Kenya and Jinchuan in their efforts to complete tasks necessary to advance the project.

### ***Salaries and other compensation***

Salaries and other compensation expenses for the three months ended March 31, 2009 were \$308,000 and \$466,000 for the same period in 2008.

### ***Severance costs***

Severance costs for the three months ended March 31, 2009 were \$Nil and \$163,000 for the same period in 2008. These costs related to staff retrenched at Tiomin Kenya Limited, a wholly owned subsidiary of Tiomin.

### ***Stock based compensation***

Stock based compensation expense for the ended March 31, 2009 were \$35,000 and (\$55,000) for the same period in 2007.

For options granted prior to June 11, 2007, compensation expense was first measured at fair value at the grant date using the Black-Scholes option pricing model and recognized over the vesting period with a corresponding increase in contributed surplus. If, prior to the exercise of the options, the quoted market price of the common shares exceeds the total of the fair value of the options as determined at the grant date plus the exercise price, additional compensation expense will be recorded equal to the excess with on-going re-measurement of the outstanding contributed surplus. At the time of exercise, share capital is credited with the amount, if any, of the outstanding contributed surplus.

At the Annual Special Meeting held on June 11, 2007, the shareholders approved the cashless settlement alternative in connection with the exercise of options. Under this method, the Company has the option to issue to the option holder substituted rights which are immediately converted into an equal number of common shares.

For options granted after June 11, 2007, compensation expense is calculated as the amount by which the quoted market price exceeds the exercise price with ongoing remeasurement of the outstanding contributed surplus.

### ***Office costs***

Office costs for the quarter ended March 31, 2009 were \$64,000 compared to \$60,000 during 2008.

### ***Foreign exchange loss***

Foreign exchange losses (gains) were (\$64,000) and (\$24,000) for quarters ended March 31, 2009 and 2008 respectively. These gains are a result of fluctuations in the various currencies and any exchange gain or loss that arises on translation is included in the determination of net loss for the period. As at March 31, 2009 the Company holds its cash and cash equivalents in Canadian dollars, United States dollars, Kenyan shillings and Chinese Renminbis, representing the near term operating costs to be incurred in Kenya.

### ***Travel***

Travel expenses have decreased over the three months ended March 31, 2009 compared to the same period in 2008 due to salaried personnel and consultants traveling less to Kenya and other destinations. Personnel are expected to travel during the balance of the year to various countries to explore exploration potential and other mining opportunities. During the three months ended March 31, 2009 and 2008 respectively, amounts totaling \$52,000 and \$79,000 were expensed respectively.

### ***Shareholders' information***

For the quarter ended March 31, 2009 and 2008, amounts totaling \$59,000 and \$44,000 were respectively expensed. The majority of these costs relate to annual filing fees for the audited financial statements, the MD&A as well as the Annual Information form.

### ***Professional fees***

Professional fees for the quarter ended March 31, 2009 and 2008 were \$555,000 and \$50,000 respectively. The Company continues to use experts where required for legal, accounting and tax matters and will continue to do so during 2009. During the quarter ended March 31, 2009, the Company incurred significant consulting and legal expenses to address issues resulting from the proposed Cadiscor transaction, and its subsequent cancellation after being challenged by a dissident shareholder. Additionally, the Company hired a firm to assist with the preparation of the Management Information Circular for shareholders.

### ***Charge on loan impairment***

Impairment on loan expense of \$227,000 for the period ended March 31, 2009 (2008-Nil) relates to a write down provision on the Freegold Ventures Limited loan.

### ***General exploration and write-off***

General exploration and write-off expense for the quarter ended March 31, 2009 and 2008 were \$58,000 and \$48,000 respectively. Management spends a great deal of time assessing various projects, which often also requires outside expertise and travel to conduct the necessary due diligence. These amounts are charged to general exploration until such time as a project is acquired or a joint-venture agreement is entered into with another party.

### ***Leasehold Expense***

For the quarter ended March 31, 2009 and 2008, amounts totaling \$6,000 and \$2,000 were respectively expensed. This relates mainly to leasehold property, Mombasa/Mainland South/Block 1/1980, which the company has prepaid for in full. The land was leased for the construction of the Likoni Port Facility in Mombasa, Kenya. The remaining term of the lease is 84 years.

### ***Interest income and other income***

Interest income and other income received for the quarter ended March 31, 2009 and 2008 were \$49,000 and \$231,000 respectively. The amount received during the quarter ended March 31, 2009 was mainly attributable to the interest from GIC's and short term investments. In prior year's interest was mainly derived from funds received from private placements, prospectus offerings and other equity issues invested in interest bearing instruments. This will vary from year to year and this amount is expected to be reduced substantially during 2009 due to less cash on hand and declining interest rates.

### ***Equity loss of associated company***

Equity loss for the quarter ended March 31, 2009 was \$121,000 compared to \$57,000 for the same period in 2008. This loss relates to the 33.5% interest the Company has in Kivu. In 2008, the interest in Kivu amounted to 16.9%.

### ***Interest***

Interest charges for the three months ended March 31, 2009 and 2008 were \$2,000 and \$3,000 respectively. The amounts incurred during 2009 are for leased vehicles through the Company's wholly-owned subsidiary Tiomin Kenya Limited, acquired in the last quarter of 2005 and 2006 respectively. Some of the leases have matured, thus reducing interest charges. All leases mature by December 2009.

## ***Amortization***

During the quarter ended March 31, 2009, amortization charges of \$49,000 and \$66,000 were charged respectively during the same periods in 2008. During the three months ended March 31, 2009, the Company acquired additional fixed assets totaling \$2,000.

## **Cash Flow and Liquidity**

The following table summarizes the Company's consolidated cash flows and cash on hand in thousands of dollars:

\$000s	<b>Three months:</b>	
	<b>March 31, 2009</b>	<b>Fiscal Year 2008</b>
Cash and cash equivalents	<b>15,295</b>	19,300
Working capital	<b>17,034</b>	19,964
Cash provided by (used in) operating activities	<b>(2,582)</b>	(5,014)
Cash provided by (used in) investing activities	<b>(1,426)</b>	(5,130)
Cash provided by (used in) financing activities	<b>(7)</b>	(76)

With the current issues in the financial markets, it is important to note that the Company was never exposed to asset backed commercial papers or sub-prime mortgages. At March 31, 2009 the Company had a working capital surplus of \$17,034,000 compared to \$19,964,000 at December 31, 2008. For the quarter ended March 31, 2009, Tiomin used cash of \$4,005,000 and \$3,285,000 for the same period in 2008.

During the three months ended March 31, 2009, the Company did not issue any shares for cash, but issued 4,200,000 common shares as bonuses accrued for in 2008. Cash decreased during the quarter ended March 31, 2009 from operating activities, primarily from a decrease in accounts payable of \$1,214,000 (2008 – \$746,000) and an decrease in receivables of \$124,000 (2008 – (\$359,000)). During the three months ended March 31, 2009 the Company invested in fixed assets totaling \$2,000. During the three months ended March 31, 2009 the Company by way of a private placement invested \$1,424,000 into Kivu Gold Corp as discussed above.

During 2009, the Company does not anticipate issuing any common shares for cash, but will pursue merger and acquisition transactions.

## **Commitments and Contractual Obligations**

The Company, through its subsidiary Tiomin Kenya Limited has entered into capital lease agreements for various vehicles and equipment. An amount of approximately \$30,000, which includes interest, is payable until December 2009. In addition, Tiomin Kenya Limited has leased office premises for five years for approximately 90,000 Kenyan Shillings per month. At March 31, 2009 the Company owes 1,440,000 Kenyan shillings or \$23,284 using the closing exchange rate of 61.8429 Kenyan shillings for one Canadian dollar.

At March 31, 2009, an amount of \$29,000 (December 31, 2008 - \$36,000) is owed excluding interest of approximately \$1,000 (December 31, 2008 - \$2,000) on the capital lease obligation. The long-term debt of \$386,000 is comprised of a Canadian International Development Agency grant (as described in note 7 to the consolidated financial statements) that is not repayable until the Company earns in excess of \$5.0 million from the Kwale project, which is not anticipated until early-2012.

On February 2, 2006, the Company entered into an office lease for approximately 3,103 square feet of space for five years commencing on July 1, 2006 and ending on August 31, 2011. During the period from July 1, 2006 through August 31, 2011, a fixed minimum annual rent of \$43,000 or \$0.014 per square foot of the rentable area will be payable in equal monthly installments of \$4,000 payable in advance on the first day of each month. Additional rent will be charged for a proportionate

share of the costs of the operation, local taxes, utility costs and any special services provided to the tenant. At March 31, 2009 an amount of approximately \$104,000 (December 31, 2008- \$116,000) is owed until August 31, 2011.

### **Capital Resources**

The Company currently has no source of income and no immediate cash flow from its operations. The Company receives cash for use in operations from issuing common shares, investment income and occasional sales of selected assets. Tiomin has been successful in accessing the equity markets in the past and while there is no guarantee that this will continue to be available, management has no reason to expect that this will diminish in the near future.

### **Capital Expenditure Commitments**

At March 31, 2009, Tiomin had no capital commitments, other than amounts already accrued or reflected in accounts payable.

### **Off-Balance Sheet Arrangements**

Tiomin has no off-balance sheet arrangements.

### **Transactions with Related Parties**

- a) Kivu is a company controlled by directors and officers of the Company. At December 31, 2008 Tiomin held 4,000,000 common shares or approximately 16.9% of the 23,630,000 common shares outstanding in Kivu. Subsequent to the year end the Company increased its ownership to 33.5% and the directors, officers and staff holds 12,550,000 common shares of Kivu, of which 10,000,000 common shares of Kivu are held by Jean-Charles Potvin, the Chairman of Tiomin, and 1,250,000 common shares of Kivu are held indirectly by Bob Jackson, the President and CEO receive no compensation from Kivu but have 700,000 and 400,000 stock options, respectively at an exercise price of \$0.50. The Company charges Kivu \$5,000 per annum, being the fair market value for office space, and at March 31, 2009 an amount of 1,250 was charged to Kivu. Additional amounts totaling \$14,490 were charged to Kivu for expenses incurred by Kivu and JC Potvin. At March 31, 2009 Kivu owed the Company \$19,544, which was subsequently repaid to Tiomin. No services are provided and charged for by the Company. This transaction has been recorded at the exchange amount.
- b) The Company also rents office space at fair market value to Rukwa Uranium Inc. ("Rukwa"), a company in which the directors and officers of the Company hold common shares. The Company charges Rukwa \$5,000 per annum for office space and at March 31, 2008 an amount of \$1,250 was charged to Rukwa. No services are provided and charged for by the Company. At March 31, 2009 the Company is owed \$1,342 by Rukwa, which was paid in April 2009. This transaction has been recorded at the exchange amount.
- c) Jinchuan owns approximately 18.5% of Tiomin and has board representation. Tiomin and Jinchuan are currently in negotiations for Jinchuan to acquire 70% of Tiomin Kenya Limited ('TKL') a wholly owned subsidiary of Tiomin as discussed in note 21. Jinchuan have advanced \$503,000 (December 2008 - \$264,000) to TKL, which will be repaid to Jinchuan only if the transaction is completed. If the transaction is not completed Jinchuan will not be repaid.

### **Proposed Transaction**

As mentioned above, Tiomin and Jinchuan entered into a MoU, whereby Jinchuan will acquire 70% of Tiomin Kenya Ltd. by investing US\$25 million into Tiomin Kenya Limited. a wholly owned subsidiary of Tiomin that owns 100% of the Kwale Mineral Sands Project ('Kwale' or 'the project'). Jinchuan's investment will entitle it to a 70% interest in TKL and through its shareholding, the project.

Under the terms of the MoU, Jinchuan shall provide or arrange on commercially acceptable terms the balance of the financing required by TKL for the construction, development and daily operation of Kwale. On commencement of commercial production all net cash flow generated by Kwale will be used to repay the outstanding loans provided by Jinchuan. Thereafter net free cash flow will be distributed pro-rata to the shareholders of TKL. Jinchuan will be responsible for the construction, development and management of Kwale and the management of TKL.

For closing to take place, certain conditions must be met, including board approval for both companies, a formal valuation of Tiomin's interest in TKL, regulatory approval, Barrick's consent through its subsidiary, Pangea Goldfields, on its 'right of first refusal' on any sale of interest in the four properties held in TKL, the completion of outstanding items by the GoK, definitive agreements between Tiomin, TKL and Jinchuan and Tiomin shareholders' approval.

**The reader should note that the proposed transaction announced by Tiomin and Jinchuan Group Ltd on July 28, 2008 was not completed by November 1, 2008 as originally anticipated. If it is not completed at a later mutually agreed date, the project could suffer a permanent impairment and will be written off or written down accordingly. Jinchuan are currently paying the monthly costs of Tiomin Kenya Limited, but will only do this for a limited time.**

### **Critical Accounting Estimates**

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

The factors affecting stock-based compensation include estimates of when stock options and compensation warrants might be exercised and the stock price volatility. The timing for exercise of options is out of the Company's control and will depend upon a variety of factors including the market value of the Company's share and financial objectives of the stock-based instrument holders. The Company used historical data to determine volatility in accordance with the Black-Scholes model; however, the future volatility is uncertain and the model has its limitations.

The Company's recoverability of the recorded value of its mineral properties and associated deferred expenses is based on market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Company is in an industry that is dependent on a number of factors, including environmental, legal and political risks, the existence of economically recoverable reserves, the ability of the Company and its subsidiaries to obtain necessary financing to complete the development and future profitable production or the proceeds of disposition thereof.

### **Disclosure Controls and Procedure**

Disclosure controls and procedures are designed to provide assurance that all relevant information is gathered and reported to the senior management, which includes the Company's Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. As of March 31, 2009, the Company's certifying officers, being the Chief Executive Officer and the Chief Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures. Based on that evaluation, the certifying officers have concluded that, as of March 31, 2009, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company's annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*) and reports filed or submitted under Canadian securities laws were recorded, processed, summarized and reported within the time periods specified by those laws and that material information was accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

There were no changes in the Company's internal control over financial reporting during the most recent interim period that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

### **Certification of Disclosure in Issuers' Annual and Interim Filings**

The Company's Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, for Tiomin. The Company is committed to following established and/or best practices for governing, controlling and reporting its activities and performance. The CEO and CFO utilized the support and expertise of the Board of Directors; the executive management team; the Company's legal counsel; external auditors; and other consultants to facilitate the design and operation of DC&P and ICFR.

The design of Tiomin's DC&P and ICFR has evolved over time to adapt to changing business needs and legislated requirements. The present designs incorporate the following:

- Corporate Governance and Nominating Committee Charter;
- Audit Committee Charter;
- Compensation Committee Charter;
- Ongoing communication amongst the five Company executives and the General Manager of Tiomin Kenya Limited;
- Utilization of external legal counsel experienced in Tiomin's business;
- ICFR based on the COSO Framework;
- Investment in qualified staff and their professional development;
- Utilization of MS Dynamics SL (Solomon) for multi-company, multi-currency accounting, project tracking and reporting which benefit from built-in audit trails and controls that facilitate accurate and timely financial reporting
- Utilization of software tools, such as Compliance Partner® ( by Thompson Carswell) and IFRS Partner® (by Issues Central), to identify best practices, document existing controls and procedures, identify opportunities for improvements and scope and support compliance testing and evaluation;
- Consideration of control risks inherent in operations with a small number of staff where the lack of segregation of duties must be offset by other compensating controls such as expenditure variance analysis
- Consideration of inherent risks associated with a greater volume of cash transactions in Kenya and China
- Regular visits by Canada-based executives to subsidiaries in Kenya and China, and the joint venture partner in Peru to review exploration plans, operations and financial records, as appropriate.

#### ***Limitation on scope of design:***

The Company has limited the scope of the design of DC&P and ICFR to exclude controls, policies and procedures of its subsidiaries: Tiomin China Limited (TCL); Alliance Pacific Resources Corp. (APR); and Xinjiang Resources Corporation (XPR); which were acquired on September 26, 2008 as part of the business combination of Radiant Resources Inc. with a newly incorporated subsidiary of Tiomin subsequently renamed TCL. The scope limitation is primarily based on the assessment of the manual accounting processes utilized by APR and XPR and the time required to document and assess the DC&P and ICFR in a manner consistent with the Company's other operations.

***Conclusion regarding Design:***

Subject to the limitations on the scope of design of DC&P and ICFR directly related to TCL, APR and XPR, as noted above, the CEO and CFO have, as at the financial year end

- (a) designed DC&P, or caused it to be designed under their supervision, to provide reasonable assurance that
  - (i) material information relating to Tiomin is made known to the CEO and CFO by others, particularly during the period in which the annual filings are being prepared; and
  - (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (b) designed ICFR, or caused it to be designed under their supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

***Control framework:***

The control framework Tiomin's certifying officers and senior managers used to design Tiomin's ICFR is the COSO Framework.

***ICFR – material weakness relating to design:***

The design of ICFR for the Company has appropriately considered the risks that may affect the completeness, accuracy, timeliness and usefulness of its financial reporting. In particular the inherent risks associated with difficulties segregating certain duties in a small organization and the higher volume of payroll and other transactions paid by cash in Kenya and China were considered when implementing approval policies and procedures, accounting transaction processes and expenditure variance analysis. Consequently, the Company concludes that there are NO material weaknesses in the design of its ICFR existing at the financial year end.

***Changes in ICFR:***

During the three months ended December 31, 2008 the Company implemented an update to its Compliance Partner® software to facilitate the testing and evaluation of DC&P and ICFR in accordance with NI 51-102. The VP Corporate Controller assumed responsibility to update the documentation of key internal controls and utilize the Compliance Partner® software to target testing and evaluation of ICFR. This additional process enhances the ICFR similar to what may be expected from an internal audit function. Although certain procedures tested are also the responsibility of the VP Corporate Controller, the independence issue due to a lack of segregation of duties is generally addressed by a review by the CFO.

The Company did not and is not expecting to detect any material errors associated with its ICFR as a result of implementing this additional procedure. The material benefit to be derived from the investment in this new process will be increased confidence in the ICFR and a cost effective way to test and evaluate the Company's DC&P to ensure compliance with NI 52-109.

***Evaluation of DC&P:***

The Company's evaluation of its DC&P utilized Compliance Partner® to provide guidance to scope and execute the required testing and evaluation of DC&P. The evaluation included a review of all press releases and corporate filings submitted to SEDAR to ensure there was evidence of appropriate authorization by the Board of Directors, either directly or indirectly via the Audit Committee or CEO based approvals of draft documents as applicable. Certain disclosures related to transactions or proposed transactions that required TSX approval were reviewed by legal counsel to ensure compliance with applicable regulations. Informal correspondence amongst executives and/or senior staff was reviewed to evaluate and confirm that the Company's communication practice ensured appropriate material issues were presented to the CEO and/or CFO to be considered for potential disclosure.

The Company concluded that the CEO and CFO have evaluated, or caused to be evaluated under their supervision, the

effectiveness of the issuer's DC&P at the financial year end and that the DC&P were operating effectively at the year to ensure compliance with applicable laws and regulations.

***Evaluation of ICFR:***

The Company's evaluation of its ICFR utilized Compliance Partner® to provide guidance to scope and execute the required testing and evaluation of ICFR. Testing and evaluation of items such as the completeness, accuracy and timeliness of monthly account reconciliations and financial statements; transaction approvals in accordance with the delegation of authority policy; and dual authorization of bank transactions were conducted throughout the year. Increased review and approval of accounting records was documented at each quarter end and at the year ended December 31, 2008 in conjunction with the quarterly review and year end audit performed by the Company's auditors.

Although the testing and evaluation revealed minor omissions and errors in estimates, as well as opportunities to improve the format or readability of certain internal reports, there were NO material weaknesses in the operation of Tiomin's ICFR at the financial year end. Additional substantive testing and analysis of the financial results of those subsidiaries not included in the scope of design of ICFR (i.e. TCL, APR and XPR) to provide assurance that there were no material errors that would affect the consolidated financial statements of the Company.

The Company concluded that the CEO and CFO have evaluated, or caused to be evaluated under their supervision, the effectiveness of the issuer's ICFR at the financial year end and that the ICFR were operating effectively during the year to ensure compliance with applicable laws and regulations.

***Reporting to the issuer's auditors and board of directors or audit committee:***

The CEO and CFO have disclosed, based on their most recent evaluation of ICFR, to the issuer's auditors, and the board of directors and the audit committee of the board of directors that there has been NO fraud that involves management or other employees who have a significant role in the issuer's ICFR.

**Future Accounting Changes**

***International Financial Reporting Standards ('IFRS')***

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

**Impact of International Financial Reporting Standards**

For reporting periods beginning on or after January 1, 2011, the Company must comply with the AcSB that have been revised to satisfy the requirements of IFRS as issued by the International Accounting Standards Board.

***Management of IFRS implementation***

Tiomin is a junior Company with few accounting staff. The VP Finance and Chief Financial Officer and the VP Corporate Controller will manage the conversion and report regularly to the Audit Committee. The implementation of IFRS consists of three phases:

- (i) *Scoping and impact analysis*- Project scoping and impact analysis has been completed as at December 31, 2008 and produced a high level view of potential differences to existing accounting and reporting policies and consequential changes to information systems and business processes.
- (ii) *Evaluation and design phase*- This phase involves specification of changes required to existing accounting policies, information systems and business processes, together with an analysis of policy alternatives allowed under IFRS

and development of draft IFRS financial statement content. The evaluation phase will take place during 2009 and the Company will continue to evaluate the impact of IFRS through to implementation.

*(iii) Implementation and review phase-* The implementation and review phase has commenced and includes training programs for all finance staff, execution of changes to information systems and business processes, and completing formal authorization processes to approve recommended accounting policy changes. It will culminate in the collection of financial information necessary to compile IFRS compliant financial statements, embedding of IFRS in business processes, elimination of unnecessary data collection processes and Board approval of IFRS financial statements. Implementation also involves delivery of further training to staff as systems begin to take effect.

### ***Key differences in accounting policies***

This financial report has been prepared in accordance with Canadian GAAP. The differences between Canadian GAAP and IFRS identified to date as potentially having a significant effect on Tiomin's financial performance and financial position are in the process of being reviewed.

During the quarter ended March 31, 2009, the Company has not quantified the effects of the differences between Canadian GAAP and IFRS, but has established that there will be differences related to stock-based compensation, and long term liabilities. The Company notes that its subsidiary Tiomin Kenya Limited currently prepares additional financial statements for Kenya statutory reporting purposes in accordance with IFRS. The Company will continue to assess the impact and will provide more detail during the next quarter ending June 30, 2009.

The regulatory bodies that promulgate Canadian GAAP and IFRS have significant ongoing projects that could affect the ultimate differences between Canadian GAAP and IFRS and their impact on the Company's financial reports in future years. The future impact of IFRS will also depend on the particular circumstances prevailing in those years.

### ***Goodwill and Intangible Assets***

In October 2007, the CICA approved Handbook Section 3064, 'Goodwill and Intangible Assets' which replaces the existing Handbook Sections 3062, 'Goodwill and Other Intangible Assets' and 3450 'Research and Development Costs'. This standard is effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2009, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The Company is currently assessing the impact of this new accounting standard on its financial statements.

### **Outstanding Share Data**

As at March 31, 2009, the Company had issued and outstanding 480,813,803 common shares (December 31, 2008 – 476,613,803) and 627,770,392 issued on a fully diluted basis (December 31, 2008 – 624,763,088). Included in the fully diluted number are 103,385,285 warrants (December 31, 2008 – 103,385,285), 43,571,304 stock options (December 31, 2008 – 44,764,000) and which, if exercised in their entirety, would contribute a further \$60.3 million to the Company in the future. The closing stock price at March 31, 2009 was \$0.03, which represented a \$14.4 million market capitalization.

During the three months ended March 31, 2009, 1,000,000 stock options were granted at \$0.025. During the quarter 2,192,696 options were cancelled or expired. No stock options were exercised.

## **Uncertainties and Risk Factors**

The mining business is inherently risky in nature. Exploration activities rely on professional judgments and statistically based tests and calculations and often yield few rewarding results. Mineral properties are often non-productive for reasons that cannot be anticipated in advance and operations may be subject to risks including labour disputes, environmental hazards, safety issues, geological issues, weather conditions, and changing regulatory requirements as examples. Tiomin is subject to competitive risk as its ability to finance its activities and generate profitable operations or proceeds from disposal of assets are subject to the world price for the precious metals and the economic forces that influence capital markets. As a result the securities of Tiomin must be considered speculative. A prospective investor in Tiomin should carefully consider the following factors:

### *Exploration and Development*

Exploration for gold, copper and other minerals is highly speculative in nature, involves many risks and frequently is unsuccessful. There can be no assurance that exploration efforts will result in the discovery of mineralization or that any mineralization discovered will result in the definition reserves. If reserves are developed, it may take a number of years and substantial expenditures from the initial phases of drilling until production is possible, during which time the economic feasibility of production may change. No assurance can be given that exploration programs will result in the definition of reserves or that reserves may be economically mined.

The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors, which are beyond the control of the Company.

All exploration and development evaluation expenditures incurred in Tiomin, prior to establishing that a property has economically recoverable reserves are capitalized.

### *Operating Hazards and Risks*

Mineral exploration and mining involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. The work that the Company proposes to undertake will be subject to all the hazards and risks normally incidental to exploration, development and production, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, explosions and cave-ins, are all the risks involved in the operation of mines and the conduct of exploration programs. Although the Company has secured liability insurance and will, when appropriate, secure property insurance in an amount which it considers adequate, the nature of these risks is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might elect not to insure itself against such liabilities due to high premium costs or other reasons, in which event the Company could incur significant costs or uninsured losses that could have a material adverse effect upon its financial condition.

### *Regulations and Mining Law*

Mining operations and exploration activities are subject to extensive local and overseas' laws and regulations governing exploration, development, production, taxes, labour standards, occupational health, waste disposal, protection and remediation of the environment, reclamation, mine safety, toxic substances and other matters. Compliance with such laws and regulations increases the costs of planning, designing, developing, constructing, operating and closing mines and other facilities. It is possible that the costs and delays associated with compliance with such laws and regulations could become such that the Company would not proceed with or would postpone the development and operation of a mine or mines.

### *Environmental Factors*

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which they operate. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Tiomin's operations or result in substantial costs and liabilities in the future.

### *Permits and Licenses*

The operations of the Company may require licenses and permits from various governmental authorities. Obtaining the necessary governmental permits is a complex and time-consuming process involving numerous jurisdictions. There can be no assurance that Tiomin will be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

### *Title to Assets*

Although the Company believes that it holds valid title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned.

### *Financing Risks*

Tiomin has limited financial resources, has no source of operating cash flow and has no assurance that additional funding will be available to it for further exploration and development work or to fulfill its obligations under any applicable agreements. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development plans.

### *Metal and Mineral Prices*

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of mineral sands and other metals or interests related thereto. The price of those commodities has fluctuated in recent years, and is affected by numerous factors beyond the Company's control including international economic and political conditions, expectations of inflation, international currency exchange rates, interest rates, global or regional consumption patterns, speculative activities, levels of supply and demand, increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of mineral sands and precious metals makes it difficult to predict the economic viability of the Company's operations.

### *Governmental Regulation*

Exploration, development and mining of the properties will be affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law; (iii) restrictions on production; price controls; and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are required in connection with the exploration activities proposed for the properties. To the extent such approvals are required and not obtained, the Company's planned exploration, development and production activities may be delayed, curtailed, or cancelled entirely.

Failure to comply with applicable laws, regulations and requirements may result in enforcement action against the Company, including orders calling for the curtailment or termination of operations on the properties, or calling for corrective or remedial measures requiring considerable capital investment. Parties engaged in mineral exploration and mining activities may be subject to civil and criminal liability as a result of failure to comply with applicable laws and regulations.

Amendments to current laws, regulations and permitting requirements affecting mineral exploration and mining activities could have a material adverse impact on the Company's operations and prospects.

#### *No Dividends*

Tiomin has not paid any dividends on its Common Shares during the past five years. Any decision to pay dividends on its shares in the future will be dependent upon the financial requirements of the Company to finance future growth, the financial condition of the Company and other factors which the board of directors of the Company may consider appropriate in the circumstances.

#### *Dependence on Key Employees*

Tiomin's future growth and its ability to develop depend, to a significant extent, on its ability to attract and retain highly qualified personnel. Tiomin is highly dependent on the principal members of its senior management group and the loss of their services might impede Tiomin's business strategy and growth. The loss of one or more key employees could have an adverse effect on the growth and profitability of Tiomin.

#### *Joint Ventures*

The Company holds, and expects to hold in the future, interests in joint ventures. Joint ventures may involve special risks associated with the possibility that the joint venture partners may;

- have economic or business interests or targets that are inconsistent with those of the Company;
- be unwilling or unable to fulfill their obligations under the joint venture or other agreements;
- take action contrary to the Company's policies or objectives; or
- experience financial or other difficulties.

Any of the foregoing may have a material adverse effect on the results of operations or financial condition of the Company

#### *Conflicts Of Interest*

Certain of the Company's directors and officers serve or may agree to serve as directors or officers of other reporting companies or may have significant shareholdings in other reporting 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.

#### *Competition*

The mineral industry is intensely competitive in all its phases. Tiomin competes with many companies possessing greater financial resources and technical facilities than itself for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

### *Share Price Fluctuations*

In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered development stage companies, have experienced wide fluctuations in price which would have not necessarily been related to the operating performance, underlying asset values or prospect of such companies. There can be no assurance that continual fluctuation in share price will not occur.

### **General**

**The Company also discloses information related to its activities in the Annual Information Form ('AIF'). The AIF and other pertinent information on the Company are available on SEDAR at [www.sedar.com](http://www.sedar.com).**

### **Indemnities**

No director or officer of the Company shall be held responsible for any losses or damages sustained by the Company while in the execution of the duties of his office save if such resulted from his gross negligence or wilful omission, or if he has not acted with honesty and in good faith. The Company shall fully indemnify and save harmless all directors and officers from any and all losses or damages they may sustain while in the execution of the duties of their office save if such resulted from their gross negligence or wilful omission or if they did not act with honesty and in good faith. The Company maintains insurance policies that may provide coverage against certain claims.

### **Cautionary Note**

Some of the statements contained in this report constitute forward-looking statements that describe the Company's future plans, objectives or goals, including management's expectation of stated conditions or results. Such forward-looking statements, including but not limited to, mineral reserves or resources, results of exploration, capital costs, estimated future production and costs and the Company's financial condition and prospects, may cause actual results, performance or achievements of the Company to be materially different from those currently anticipated in such statements by reason of factors such as: the productivity of the Company's mining properties, changes in general economic or political conditions, conditions in the financial markets, changes in demand or pricing for its anticipated products, litigation, legislative, environmental and other judicial, regulatory, political and competitive developments in domestic and foreign areas in which Tiomin operates. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements and should be considered carefully and undue reliance should not be placed on these forward-looking statements.