



(An exploration stage company)

***Management's Discussion and Analysis
For the three-month period ended March 31, 2009***

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND OPERATING RESULTS

The following Management's Discussion and Analysis ("MD&A") provides an analysis of the results of operations, financial condition and cash flows of Plexmar Resources Inc. (the "Company" or "Plexmar") for the three-month period ended March 31, 2009 and 2008. This MD&A should be read in conjunction with the annual consolidated financial statements and related notes for the years ended December 31, 2008 and 2007, which are prepared with generally accounting principles in Canada ("GAAP").

The Annual financial statements and many other data regarding the business of the company are available on SEDAR at the following Internet address: <http://www.sedar.ca/>.

All amounts included in this report are expressed in Canadian dollars unless otherwise stated.

FORWARD LOOKING STATEMENTS

This MD&A contains certain forward-looking statements and informations relating to Plexmar Resources Inc. that are based on the beliefs of its management as well as assumptions made by and information currently available to Plexmar. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to Plexmar or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of Plexmar with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Aside from factors identified in the annual MD&A, additional important factors, if any, are identified here.

MARKET AND ECONOMIC SITUATION OVERVIEW

Plexmar Resources Inc. has completed private placements totaling \$832,000 and consisted in the issuance of a total of 16.64 million units at a price of five cents per unit. Each unit comprises one Plexmar common share and one common share purchase warrant. Each whole common share purchase warrant entitles its holder to subscribe to one additional common share at a price of 10 cents per share for two years after the closing date. The company can trigger the exercise of the warrants if the closing price is at least 18 cents for 10 continuous days.

The Company did not incur any losses on asset-backed commercial paper as we have never invested in such securities.

With its current working capital position the company has adequate resources to meet anticipated expenditures until the end of the second quarter of 2009.

The Company's ability to continue as a going concern is contingent upon its ability to obtain additional financing. Management is seeking additional forms of financing through the issuance of new equity instruments, the exercise of existing warrants for the purchase of common shares and the exercise of stock options to continue its activities as a going concern, and while it has been successful in doing so in the past, there can be no assurance it will be successful in doing so especially in actual market conditions. See *Note 3 – Going concern* of the financial statements.

BUSINESS OF THE COMPANY AND SUMMARY OF ACTIVITIES

The Company, incorporated under the Canada Business Company's Act is in the business of acquiring and exploring mineral properties with the objective of discovering and defining economically viable ore deposits. The Company's corporate objectives are currently focused on acquiring and developing gold properties in Peru and Ecuador through its subsidiaries, with medium term objectives of defining gold resources. The Company is a reporting issuer in British Columbia, Alberta, Ontario and Quebec and trades on the TSX Venture Exchange under the symbol PLE.

Due to the nature of the Plexmar's business, most of our expenditures consist of exploration and assay costs, fees and salaries for professional personnel, land, legal and property payments, and travel to, from and within properties. The following table details properties specific spending for the year ended March 31, 2009.

Mining properties as at March 31, 2009

	Undivided interest	Balance as at January 1st 2009	Costs incurred	Mining properties under option	Balance as at March 31 2009
	%	\$	\$	\$	\$
Angolos (Bolsa Del Diablo) (Peru)					
Mining properties	100	1 231 826	58 964	-	1 290 790
Exploration costs		2 342 554	38 611	-	2 381 165
		<u>3 574 380</u>	<u>97 575</u>	<u>-</u>	<u>3 671 955</u>
Almirante Miguel Grau (Peru)					
Mining properties	100	1 398 075	-	-	1 398 075
Exploration costs		72 521	-	-	72 521
		<u>1 470 596</u>	<u>-</u>	<u>-</u>	<u>1 470 596</u>
Ecuador (Escondida) (a)					
Mining properties	100	911 858	-	-	911 858
Exploration costs		260 591	-	-	260 591
		<u>1 172 449</u>	<u>-</u>	<u>-</u>	<u>1 172 449</u>
		<u>6 217 425</u>	<u>97 575</u>	<u>-</u>	<u>6 315 000</u>

Bolsa del Diablo (Peru)

The Bolsa del Diablo project in Peru is the core asset of the Company. The project covers an area of nearly 225 km² located near the border with Ecuador. The Company owns 100% of 24 concessions and has the right to acquire 100% of 2 more concessions through option agreements. All the concessions are located on land owned by two communities.

The ground geophysical program was halted in early 2007 in the community that covers the northern part of the concessions because a written permission was deemed required before a diamond drilling program could be initiated. Since then, the Company has partly halted the exploration program and has affected part of its available manpower to work with the social team. At this time, the Company doesn't know when and if it will be able to get the permission to resume exploration work, the exploration and social work was put on hold. However, in 2008, a partnership signed with a private Peruvian Company aimed at solving the access issues to the concessions has given the Company strong indications that the exploration work may resume in the first half of 2009.

For those reasons, the Company renegotiated the terms of the option agreement for the acquisition of the Angolos property. Under the initial terms of this agreement the Company was to make final payments totalling US\$525,000 in 2008.

Terms were renegotiated as follows:

- Cash payments totalling US\$825,000

October 2009	US\$50,000
April 2010	US\$75,000
October 2010	US\$150,000
April 2011	US\$200,000
October 2011	US\$200,000
April 2012	<u>US\$150,000</u>
	<u>US\$825,000</u>

- The Company also issued 600,000 shares in the first quarter of 2009.

In its efforts to get a written permission to resume exploration work, the Company has signed in 2008, through its subsidiary, an agreement with Minera Uchucha SAC for the exclusive commercialization and production rights for the top 100

metres on all the concessions that are part of the Bolsa del Diablo project. In return, Ucucha will obtain all necessary authorizations from the local communities to allow free and undisturbed exploration for the duration of the agreement, and will give Plexmar's subsidiary a 10-per-cent royalty from all mineral extracted and commercialized from its concessions.

Following the signing of the final agreement at the end of February 2009, Ucucha has a maximum of 60 days to obtain community approval to resume exploration. Plexmar has extended that period of another 30 days.

Ucucha is a successful Peruvian mining company that operates three processing plants in southern Peru. Ucucha told us that they produced in 2008, over 10 million pounds of copper concentrate for total revenues of approximately \$8-million (U.S.). They have extensive experience and a very successful record in dealing with informal miners and communities. Ucucha shares the same management as Iimpul Peru SA, one of the largest Peruvian buyer and exporter of artisanal gold. In 2007, Iimpul had revenues of over \$120-million (U.S.) and is one of the top 157 Peruvian companies. Ucucha has long-term sales agreement with Louis Dreyfus Commodities Metals, one of the world's leading commodity merchants, merchandising and trading bulk commodities in international markets since 1851.

The agreement has a 10-year duration and all contractual clauses will be reviewed every two years.

During the past three years, geologists have uncovered an area measuring approximately 6 km² on which a number of artisan miners are pulling gold on a daily basis from trenches or pits. In one pit, Company's geologists got the highest grade sample to date on the property; 635 g/t Au and 24.8 g/t Ag from a vertical channel taken from a vein.

The airborne survey detected a large magnetic and potassic anomaly measuring 2.5km x 2.8km coincident with a mapped intrusive body. Preliminary results from the IP program indicate that high resistivity is consistent with silicification associated with the veins. At 100 meters of depth, the resistivity decreases and the chargeability increases. This may represent an increase in sulphide mineral content that would be consistent with a gold bearing alteration system which is the target the Company is exploring for.

The alteration zone is characterized by low to intense silica and clay hydrothermal alteration. All the volcanic rocks in the area of interest show pervasive argillic alteration and have developed very intense stockwork structures. Gold mineralization occurs partly as fracture fillings in the stockwork and also as dissemination throughout the rock. Limonitization is pervasive throughout the rock. This intense stockwork was observed in numerous places on the property. There are over 100 pits, some going as deep as 40 metres, and numerous trenches located throughout the property.

Malin Plant

The Company owns a small flotation plant located in the La Libertad department in Northern Peru close to Oro del Norte, Grand Chimu and Lucma concessions. The plant was bought from the Peruvian government at the time when the Company was exploring the Cascajal project. The Company has been looking for local partners to start the plant or to sell it and the book value is \$144,000.

In 2008, the Company signed a joint venture agreement, called 'Minera Juliaca' with a Peruvian resident (``the Owner``) to jointly explore, produce and commercialize copper concentrates located on the Maria Gracia concession. The Maria Gracia concession is located near the town of Juliaca in the Puno department, in southern Peru. The Owner is also a principal of Minera Ucucha SAC.

The Owner has been producing, for the past 10 months, an average of 25 tons per day of high grade copper. The production comes from a network of veins, varying in widths from 0,5m to 4,0m with copper grades varying from 2 to 12% copper. The head grade is on average 4 to 5% copper and was recently increased to 7-8% copper due to the lower prices of copper. The Owner has already acquired a second 100 tpd plant and along with the Malin plant, the milling capacity will be 250 tons per day in a few months. The Owner wants to slowly increase production to 1,000 tons per day. A copper concentrate is being produced on site and then shipped to Lima for refining.

Plexmar disposed of the Malin plant in favor of the joint venture; in return, the Owner of the concession will move, refurbish and install the necessary equipment on the Maria Gracia project. The Malin plant has an estimated capacity of 50 tons per day, however, the Owner wants to increase the capacity to 100 tons per day. As of March 31st 2009, production has not started.

Plexmar is entitled to receive 15% of the profits generated from the Joint Venture. A construction and production schedule has been approved by Plexmar

Ecuador (Escondida)

Measurement uncertainty for mining properties in Ecuador

On April 18, 2008, the Constitutional Assembly of Ecuador approved a Mining Mandate (the "Mandate") which established a number of conditions and restrictions on metallic mining concessions previously issued by the Government of Ecuador. According to the Ministry of Mines and Petroleum (the "MMP"), the new Mining Law (note 15) enacted on January 29, 2009 establishes the new legal framework for mining. However, the Regulations underlying the Mining Law have yet to be developed, creating some uncertainty regarding the mining industry in Ecuador. To date, the company's discussions with the MMP and legal counsel have not resulted in a determination of any material impairment in the carrying value of the company's concessions as a result of the lack of defined Regulations or clear governmental confirmation that the Mandate is no longer in effect.

Acquisition of the properties and transaction with Escondoro Resources Ltd.

On November 7, 2006, the company signed an agreement whereby it has the option to acquire all the mining rights in the Escondida properties from Minera DMG S.A. (DMG) in consideration of regular cash payments amounting to US\$2,000,000 of which US\$850,000 were delegated to Escondoro Resources Ltd. (see Signing of an Option and Joint Venture Agreement).

Furthermore, in 2007, 6,000,000 common shares were issued in relation to this agreement.

Signing of an Option and Joint Venture Agreement

On September 14, 2007, the company and its wholly-owned subsidiary Plexmar Ecuador S.A. ("Plexmar S.A.") entered into an Option and Joint Venture Agreement (the "Option Agreement") with Escondoro Resources Ltd. ("Escondoro"), a corporation managed by the president of the company, and its wholly-owned subsidiary SADCOECUADOR S.A. ("Sadco"). Sadco was granted the sole and exclusive option (the "Option") to acquire up to an undivided 60% interest in properties held by Plexmar Ecuador (the "Escondida properties"), which is subject to the performance of the following terms and conditions:

1. the payment by Escondoro to the company of an aggregate amount equal to the expenditures previously incurred by the company on the Escondida properties amounting to \$1,384,822. As of December 31, 2008 the amount receivable from Escondoro was \$1,045,754. As a result of the financial situation of Escondoro impacted by the uncertainty in Ecuador an allowance of \$1,045,754 has been taken as of December 31, 2008;
2. the issuance by Escondoro, on its initial public offering ('IPO'), of 3,000,000 common shares to the company;
3. the undertaking by Escondoro to bear and pay all payments due by the company or its subsidiary to Minera "DMG" S.A. ("DMG") as regards the acquisition of the mining rights in the Escondida properties as follows:

US\$

November 7, 2007 (done)	200,000
February 7, 2008 *	200,000
May 7, 2008 *	200,000
November 7, 2008 *	250,000

*: Escondoro had made deposits on the purchase of mining properties for an amount greater than the amount payable in 2008 (US\$650,000). These deposits could be applied against the payments for the Escondida properties if there was no acquisition of mining properties. Escondoro made the choice to apply part of these deposits to complete the payments for the Escondida properties and with that being done there is no more amount payable for the acquisition of the mining rights in the Escondida properties as of December 31, 2008.

4. Sadco will incur work expenditures aggregating US\$3,000,000 with respect to the exploration and development of the Escondida properties in accordance with the following schedule:

- (i) US\$750,000 on or before one year after the listing date;
- (ii) US\$1,000,000 on or before two years after the listing date;
- (iii) US\$1,250,000 on or before three years after the listing date.

5. as long as the company or Plexmar S.A. is a shareholder of Escondoro, undertaking by Escondoro to propose to its shareholders two Directors designated by the company.

Upon Sadco having acquired a 60% interest in the Escondida properties, a joint venture will automatically be formed with Plexmar S.A. holding a 40% interest. Terms of the joint venture will include:

- Sadco will act as operator of the joint venture and will have the right (but not the obligation) to remain operator for as long as its participating interest is 50% or more; and
- a management committee will be formed for the direction and control of the affairs of the joint venture, with the operator having a preponderant vote on any matter to be determined by this committee;

Because Escondoro's and Sadco's interest in the Escondida properties are by way of an option agreement only,

1. Escondoro and Sadco do not own the Escondida properties; rather Sadco has the right to acquire an interest in the Escondida properties by incurring the expenditures and meeting the other obligations outlined in the Option Agreement;
2. if Sadco fails to incur the work expenditures as provided in the Option Agreement or if Escondoro does not issue the common shares to the company, then the Option Agreement shall terminate.

Signing of a Delegation Agreement

On September 14, 2007, Escondoro and its subsidiary (Sadco) entered into a Delegation Agreement with the company, Plexmar S.A. and DMG whereby, jointly and severally, Escondoro and Sadco undertake to bear and pay all payments due by the company or Plexmar S.A. to DMG as described in (g)3. DMG agreed to such delegation and the grant of the Option pursuant to the Option Agreement, subject to the performance of the following terms and conditions:

- issuance by Escondoro to DMG on the listing date of:
 - (i) 2,200,000 common shares of Escondoro; and
 - (ii) 1,100,000 share purchase warrants of Escondoro.

DMG is entitled to receive a 2.5% net smelter return royalty from the operator if and when the properties are put into production.

Almirante Miguel Grau

On August 18, 2006, the company signed an agreement for the acquisition of all mining rights in the Almirante Miguel Grau in consideration of a cash payment of US\$50,000 and the issuance of 2,000,000 common shares of the company.

No exploration work was carried out on this project in 2008 and the company expects to do reconnaissance work, sampling and mapping in 2009.

OUTLOOK FOR THE REMAINING OF 2009

On the Bolsa del Diablo project, the Company is very confident that exploration work is finally set to resume in the first half of 2009. Our partner Uchucha has made a lot of progress towards obtaining permission from the local communities. They have started to buy material from the miners and have established good working relationships with them and the local leaders. The material bought is being transported to their plant located near Nazca.

In 2009, Ucucha's goal is to build a plant to process part of the 250 tons per day being mined from the general area. They believe that given the proper equipment and training the production could increase substantially. As Ucucha's share of the local mineral market increases so is the Company's ability to continue and carry on its exploration program.

The Company has contacted at least two geophysical contracting companies interested in submitting proposals to complete the ground survey.

In Ecuador, the Company expects to lift the uncertainty regarding the status of its concessions in the first half of 2009. We have been advised by the Ministry of Mines that, following the publication of the rulings of the new mining law, they will sit down with the Company in order to review the exploration plan and allow the exploration on the concessions.

SELECTED FINANCIAL INFORMATION

	March 31	
	2009	2008
	\$	\$
Consolidated statements of Earnings		
Loss and comprehensive loss	188,224	295,939
Basis and diluted loss per share	0.001	0.002
Consolidated balance sheet data		
	March 31 2009	December 31 2008
Total assets	7,183,444	6,798,540
Long term liabilities	13,248	15,553

CONSOLIDATED STATEMENTS OF EARNINGS

Comparison of three-month period ended March 31, 2009 and 2008

Considering the financial situation of the Company and general market conditions management limited expenses at the minimum level in the first quarter of 2009.

For the three-month period ended March 31, 2009 professional and maintenance fees decreased by \$5,000 to \$ 23,000 compared to the three-month period ended March 31, 2008.

Management fees were \$67,000 for the three-month period ended March 31, 2009 comparable to the same period in 2008.

Stock-based compensation costs decreased by \$250,000 for the three-month period ended March 31, 2009 to \$23,000 compared to the same period in 2008. This decrease is explained by no grant of options in 2008.

General and administrative expenses increased by \$4,000 for the three-month period ended March 31, 2009 compared to 2008.

Travelling expenses increased by \$22,000 for the three-month period ended March 31, 2009 to \$23,000 compared to \$1,000 for the three-month period ended March 31, 2008. This increase is explained by more travelling to Peru related to the company's projects in this country.

Depreciation of property plant and equipment is comparable with last year.

In the three month period ended March 31, 2009, the exchange gain was \$42,000 compared to of \$67,000 in 2007. This variance is explained by the decrease of the value Canadian dollar compared to the Nuevo Sol in Peru.

Consolidated loss and comprehensive loss for the for the three-month period ended March 31, 2009 was \$188,000 or \$0.001 per basic and diluted shared compared to a loss of \$296,000 or \$0.002 for the three-month period ended March 31, 2008.

TOTAL CONSOLIDATED ASSETS AND LONG-TERM LIABILITIES

Total consolidated assets were \$7.2 million as of March 31, 2009, an increase of \$0.4 million since December 31, 2008, which is explained mainly by a the completion of the private placement in the February 2009.

QUARTERLY SUMMARY FINANCIAL INFORMATION

<i>Unaudited</i>	Quarters ended			
	March 31 2009	December 31 2008	September 30 2008	June 30 2008
Revenues	-	\$622	\$7	\$92
Net loss	\$188,224	\$4,673,350	\$223,014	\$445,731
Basic and diluted loss per share	\$0.01	\$0.03	\$0.01	\$0.01
	March 31 2008	December 31 2007	September 30 2007	June 30 2007
Revenues	\$167	\$622	\$934	\$532
Net loss	\$295,939	\$1,035,619	\$701,985	\$701,530
Basic and diluted loss per share	\$0.01	\$0.01	\$0.01	\$0.01

It is important to note that historical patterns of expenses cannot be taken as an indication of future expenses. The amount and timing of expenses and availability of capital resources vary substantially from quarter to quarter, depending on the level of exploration activity being undertaken at any one time and the availability of funding from investors.

LIQUIDITY, CASH FLOWS AND CAPITAL RESOURCES

The Company's primary capital needs are the funds required for the acquisition and exploration of mining properties, administrative expenses and working capital. Since its inception, the Company has mainly financed its cash requirements through issuance of equity instruments and interest income.

With its current working capital position, the company has adequate resources to meet anticipated expenditures until the end of the second quarter of 2009.

The Company's ability to continue as a going concern is contingent upon its ability to obtain additional financing. Management is seeking additional forms of financing through the issuance of new equity instruments, the exercise of existing warrants for the purchase of common shares and the exercise of stock options to continue its activities as a going concern, and while it has been successful in doing so in the past, there can be no assurance it will successful in doing so. See 'Risk factors'.

The Company had cash and cash equivalents totaling \$122,000 on March 31, 2009, an increase of \$108,000 from December 31, 2008. The Company had a working capital of \$234,000 as at March 31, 2009.

Statement of cash flows	For the three-month ended March 31	
	2009	2008
Operating activities	(\$649,000)	(\$79,000)
Financing activities	812,000	61,000
Investing activities	(\$55,000)	(\$120,000)
Net change in cash	\$108,000	(\$138,000)

Operating activities

Cash flow used in operating activities increased by \$570,000 from \$79,000 for the three-month ended March 31, 2009. This increase is mainly explained by the change in non-cash working capital for \$493,000.

Financing activities

For the three-month ended March 31, 2009, cash flows from financing activities increased by \$751,000. The Company completed two private placements, issuing 16,640,000 shares at \$0.05 totalling \$832,000 compared to one private placement in 2008 amounting to \$62,000.

Investing activities

Cash flow used in investing activities decreased by \$65,000 from \$120,000 for the three-month ended March 31, 2009. This decrease is explained by less payment and explorations costs on mining properties for \$50,000.

CONTRACTUAL OBLIGATIONS

There has been no significant change in the contractual obligations and commercial commitments of the Company since December 31, 2008.

RELATED PARTY TRANSACTIONS

In connection with the approval of related party transactions, the Company's policy requires that the terms of all such transactions be comparable to terms available in arm's length transactions.

The Company carried out the following transactions with companies controlled by an officer and directors:

	March 31, 2009	March 31, 2008
	\$	\$
Companies controlled by an officer and directors		
Management fees	67,413	57,192

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

OUTSTANDING SHARE DATA

As at May 29, 2009, the Company has 160,295,734 common shares outstanding, 17,062,834 stock options outstanding and 20,504,573 warrants outstanding.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles. The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts of assets and liabilities reported in the financial statements. Those estimates and assumptions also affect the disclosure of contingencies at the date of the financial statements and the reported amounts of revenues and expenses during the year. Significant estimates are generally made in connection with the calculation of stock-based compensation expense, as well as in determining future income tax assets and liabilities, the useful lives of property, plant and equipment and mining properties, the fair value of stock options granted, and certain accrued liabilities. Estimates are based on historical experience, where relevant, and on various other assumptions that we believe to be reasonable under the circumstances. Actual results could differ from those estimates.

There have been no changes in the Company accounting policies and estimates since December 31, 2008 except for the application of the new standards described below. Please refer to the appropriate section of the financial statements included in our 2008 Annual report for a complete description of our accounting policies.

NEW ACCOUNTING STANDARDS

New accounting standards adopted in 2009

The CICA issued Section 3064, "Goodwill and Intangible Assets", which will apply to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. This section establishes standards for the recognition, measurement and disclosure applicable to intangible assets. It replaces Section 3062, "Goodwill and Other Intangible Assets", and Section 3450, "Research and Development Costs". On January 1, 2009, the company adopted Section 3064 of the CICA Handbook and it had not impact significantly on its financial position and results of operations.

In January 2009, the CICA's Emerging Issue Committee ("EIC") issued Abstract EIC-173, *Credit Risk and the Fair Value of Financial Assets and Liabilities*, which requires entities to take both counterparty credit risk and their own credit risk into account when measuring the fair value of financial assets and liabilities, including derivatives. EIC-173 will be effective for interim and annual periods beginning on or after January 1, 2009. The adoption of this Abstract had no impact on the consolidated financial statements of the Company.

On March 27, 2009, the EIC issued Abstract EIC-174, "Mining Exploration Costs", to provide additional guidance for mining exploration enterprises on when an impairment test is required. This Abstract should be applied to financial statements issued after March 27, 2009. The adoption of this Abstract had no impact on the consolidated financial statements of the Company.

International Financial Reporting Standards

In February 2008, the Accounting Standards Board ("AcSB") confirmed that Canadian GAAP for publicly accountable enterprises will be converged with IFRS effective in calendar year 2011, with early adoption allowed starting in calendar year 2009. The conversion to IFRS will be required, for the Company, for interim and annual financial statements beginning on January 1, 2011. IFRS uses a conceptual framework similar to Canadian GAAP, but there are significant differences on recognition, measurement, presentation and disclosures. In the period leading up to the conversion, the AcSB will continue to issue accounting standards that are converged with IFRS such as IAS 2 "Inventories" and IAS 38 "Intangible Assets", thus mitigating the impact of adopting IFRS at the mandatory transition date.

During 2009, the Company will proceed with the assistance of external experts to establish a stage 1 diagnosis for the adoption of IFRS. This diagnosis will identify the main differences between the accounting treatments applied by the Company under Canadian GAAP and the IFRS as well as the practical implications related to the measure. The differences will be further classified according to their degree of complexity and by the amount of work to implement with respect to the measure.

The Company has decided to switch to IFRS on January 1, 2011. Some options permitted under IFRS will be analysed. A summary analysis indicates that in most cases, the Company would opt for a prospective application when the choice is available. The changeover to IFRS will result in changes to our accounting systems, our internal control systems and our management and evaluation systems. Therefore, we will analyze the potential of our systems and the possibility to integrate all our subsidiaries on the same information system. The Company will evaluate in 2009 the impact of the adoption of IFRS on its consolidated financial statements.

CAPITAL MANAGEMENT

The Company views capital as the Shareholders' Equity.

The Company's objectives when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide an adequate return to shareholders and maintain a sufficient level of funds to finance its exploration activities, including acquisition of mining properties, general and administrative expenses and working capital.

To maintain or adjust the capital structure, the Company may attempt to issue new shares, acquire or dispose of assets all subject to market conditions and the terms of the underlying third party agreements.

The Company is not subject to any capital requirements imposed by a regulator.

The total capital (Shareholders' Equity) was \$6,864,522 as at March 31, 2009.

FINANCIAL INSTRUMENTS RISK FACTORS

Fair value

Cash is recorded at fair value. The fair value of other financial instruments approximates their carrying value due to short-term maturity of to current market rates.

Financial risk

The Company is exposed to various types of risks owing the nature of the business activities it carries on, including those related to the use of financial instruments. The Company does not use financial derivatives.

Market risk

Market risk corresponds to the financial losses that the Company could incur because of unfavourable fluctuations in the value of financial instruments, following variations in the parameters underlying their evaluation, such as interest rates and exchange rates. The exposure to variation to interest rates is described hereunder.

Foreign Currency Risk

The Company operates internationally and a portion its balance sheet and results items are denominated in Nuevo Soles (Peru). A significant change in the currency exchange rate between the Canadian dollar relative to the Nuevo Soles could not have a material effect on the Company's results of operations, financial position or cash flows since the monetary assets denominated in Nuevo Soles are immaterial.

Interest rate risk

As at March 31, 2009, the company's exposure to interest rate risk is summarized as follows:

Cash and cash equivalents	Variable interest rate
Accounts receivable	Non-interest bearing
Accounts payable and accrued liabilities	Non-interest bearing
Long-term debt	Fixed interest rate

Credit risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents. Cash and cash equivalents are maintained with high-credit quality financial institutions. Consequently, management considers the risk of non-performance related to cash and cash equivalents to be minimal.

Liquidity risk

Liquidity risk represents the possibility that the Company may not be able to gather sufficient cash resources, when required and under reasonable conditions, to meet its financial obligations.

The Company believes that, with the financial resources currently at its disposal, it has sufficient cash and cash equivalents to meet its contractual liabilities until the end of the second quarter of 2009. To meet all its contractual liabilities, the Company will need to raise additional funds in the future and will seek additional forms of debt or equity financing, but cannot provide assurance that we will be successful in doing so. See note 3 of the financial statements – *Going concern*.

RISK FACTORS AND UNCERTAINTIES

There has been no significant change in the risk factors and uncertainties facing the Company as described in Plexmar's 2008 MD&A.

May 29, 2009

(Signed) Guy Bédard
Guy Bédard
CEO and President

(Signed) Pierre Labbé
Pierre Labbé CA
Vice-president and chief financial officer