

PC GOLD INC.
(the “Company”)

FORM 51-102F1
MANAGEMENT’S DISCUSSION & ANALYSIS

Date

This MD&A is dated November 11, 2009 and should be read in conjunction with the financial statements for the 3 months ended September 30, 2009.

Overview

The Company was incorporated under the laws of Ontario on October 17, 2007, and subsequently taken public through an Initial Public Offering (“IPO”) on the Toronto Stock Exchange on May 13, 2008, to consolidate leasehold ownership interests in, explore, and develop the past-producing Pickle Crow Gold Mine Property (“the Property”), located near the community of Pickle Lake in northwestern Ontario, Canada. The Pickle Crow Property is the Company’s sole property. The Property size presently stands at 4,117 hectares and the Company now holds 100% ownership of the Property’s mining lease, which expires July 31, 2067. The Company’s leasehold interest in the Property is additionally subject to two Net Smelter Return (NSR) royalties totaling 1.25%, both of which the Company has the option of purchasing in their entirety.

The Pickle Crow Property

The Pickle Crow Property hosts the past-producing Pickle Crow Gold Mine. The Pickle Crow Mine was a very well known asset when in production and remains well known in the industry today. Operating continuously from April 1935 through September 1966, the mine produced in total 1,446,214 Troy oz. of gold and 168,757 Troy oz. of silver from 2,785,488 tonnes (3,070,475 tons) of ore milled. Average recovered grade over the life of the mine was 16.14 g/t Au (0.47 opt Au) and 1.88 g/t Ag (0.06 opt Ag). Gold production was derived almost entirely from high grade, narrow, quartz-carbonate veins.

The mine closed in 1966 not because the mineralized system had been mined out, but because the mine was losing money as operations extended to deeper levels and costs rose in a fixed gold price environment (\$US35/oz). The historical drilling record indicates that the high grade veins from which the bulk of the historical production was drawn remain open to depth below the workings, and in several cases lateral to them. Moreover, considerable volumes of gold in iron formation are known to have been left in place within, or proximal to, the historical workings, as the grade of this material was generally below the mine’s economic cut-off at the time (approx. 8.57 g/t). Several historical, non-NI 43-101 compliant estimates of the volume of gold mineralization remaining in the mine, or close to it, have been carried out. These historical estimates can be viewed in Section 5.4 of the Pickle Crow Property NI 43-101 Technical Report available from the Company’s website at www.pcgold.ca, or from www.sedar.com.

A major exploration and development program commenced on the Property late in 2007, and was accelerated subsequent to the Company’s IPO in May 2008. The principal objectives of the exploration program are to define and expand known gold zones within or in close proximity to the mine workings and to extend those zones, and make new discoveries, both lateral to the historical workings and at depth below the old mine. To oversee this effort, the Company has contracted Fladgate Exploration Consulting Corporation of Thunder Bay, Ontario (www.fladgateexploration.com).

Following extensive upgrades to roads, bridges, accommodations and on-site exploration facilities, the Pickle Crow Property is now a turn-key site capable of sustaining year-round exploration activities in all weather conditions.

Historical Data Digitization and 3D Mine Model Development

A key objective of the Company's exploration effort has been to assemble and digitize the enormous body of historical data sets from the earliest days of exploration on the Property through the mine's active years and up to the present time. These historical data sets constitute one of the Company's most important assets, providing hard data to support quantification of what remains within or close to the mine, and providing data useful to the planning of new exploration drilling programs on the Property. The ultimate goal is to combine the historical data sets with the Company's own exploration results, to produce a 3D model of the mine to be used in calculating a National Instrument 43-101 compliant resource. By the end of September 2009, the 3D model contained geology, survey and assay data for some 3,500 individual diamond drill holes (of a currently identified total number of holes drilled on the Property that now exceeds 4,500), in addition to data for some 52 kilometres of workings, the majority of stoped-out areas within the mine, and the majority of historical resource blocks, along with approximately 17,600 chip assays.

Drilling

In preparation for exploration drilling on the Property, the Company implemented, in 2008, a rigorous quality assurance / quality control (QA/QC) program to ensure best practices in sampling and analysis of drill core. The QA/QC program was established under the direct oversight of Mr. Neil Pettigrew, the Company's Vice President, Exploration, and Qualified Person as defined by NI 43-101. The details of this QA/QC program can be viewed on the Company's website at www.pcgold.ca.

An initial Phase of drilling comprising a total of 8,519 metres in 29 holes was carried out on the Property between August and November, 2008. Major Drilling International was contracted to do the work. The Phase I drill program targeted some eleven different vein and iron formation hosted gold targets spread across predominantly near-surface portions of the Shaft 1, Shaft 3 and Albany Shaft areas of the Property, in addition to the important No. 5 Gold Zone at depth in the vicinity of Shaft 1. The primary intent of this work was to confirm the historical drill results from these target areas so that the historical data could be used with confidence in a NI 43-101 compliant resource calculation. A secondary objective, crucial to future efforts to evaluate the deep exploration potential of the Property, was to demonstrate that the Company could successfully drill deep holes to more than 1,000 metres vertically from surface, and could, moreover, intersect multiple targets within each of those individual deep holes. Both of these objectives were fully realized by the Phase I drill program.

Knowledge gleaned from the historical data and 3D modeling effort is being used to develop targets and guide planning for the ongoing Phase II drill program, which got underway with a single drill on June 15, 2009. The Phase II program was expanded with the addition, in mid September, of a second drill rated to 2,500 metres (8,200 feet) vertical depth. The immediate objectives of the Phase II program are to follow up on promising intercepts made in the Albany Shaft area during the Fall 2008 Phase I program, to initiate deep drilling of the system below the old mine, and to assess the potential of near surface areas to the north and south of the core mine trend, particularly the potential for disseminated-replacement-style gold mineralization associated with the contact of the Pickle Crow and Confederation assemblages.

In support of this last objective, in August 2009 the Company retained Quantec Geoscience Ltd. to carry out a 115 line kilometre magnetometer survey as well as a 75 line kilometre ground based Titan 24 Induced Polarization / Resistivity (DCIP) survey over the mostly swamp covered areas north and south of the mine. By quarter's end this work was well advanced, with completion of field work anticipated for early November. The survey is expected to provide high resolution near surface data and is capable of detecting disseminated sulphide mineralization to depths of 700 metres. Targets generated will be prioritized for drilling this winter, when freeze-up will allow for access.

The Company announced, on August 10, 2009, a successful initial test of the concept of disseminated-replacement style gold mineralization possibly associated with the unconformable contact of the Pickle Crow and Confederation assemblages (“the Contact”). The potential for this new type of deposit on the Property, which had previously gone unrecognized, was underscored during the current phase of drilling by the discovery of a zone of low grade disseminated gold bearing sulphides overlying the Contact some 250 metres to the southwest of the No. 3 Shaft (for example, **0.54 g/t gold over 30 metres** (PC-09-034)); the discovery of a substantial, previously unrecognized, sedimentary basin between Shafts 1 and 3, including a thick unit of heavily sulphidized conglomerate with gold in cross-cutting structures (for example, **1.45 g/t gold over 16.70 metres** (hole PC-09-030)); and thirdly, the discovery of high grade gold bearing veins to the south of the Contact in the Confederation rocks proper (for example, **24.89 g/t gold over 0.40 metres** (hole PC-09-033)).

Late in the quarter, on September 28, 2009, the Company also announced the discovery of a significant new gold zone in the heart of the Albany Shaft portion of the Property. The new discovery, intercepted in 8 holes from near surface to approximately 500 metres down-plunge and termed the Conduit Zone (“CZ”), is interpreted to be a north trending, deformed rod or pipe-shaped body, down-faulted and possibly off-set along its length, which had not been intersected by any historical drilling. As presently understood, the CZ is unique for the Property in terms of the style of mineralization (highly deformed stockwork and breccia-style veins with distinctive alteration halos); the combination of robust widths and good grades (for example, **3.17 g/t over 35.6 metres** including **9.53 g/t over 10.1 metres** (PC-09-036) and **2.11 g/t over 40.5 metres** including **5.55 g/t over 11.0 metres** (PC-09-037), and the fact that the zone appears to cut across all lithologies at a shallower plunge than is the norm for other gold zones on the Property. The intense deformation within the zone indicates the CZ likely represents one of the earliest mineralizing events on the Property, possibly pre-dating and unrelated to, the nearby high grade No. 14, 15, 16 and 17 veins.

At quarter’s end, drilling was continuing on or in close proximity to the CZ in an attempt to better define the lateral limits of the zone, its down-plunge extent, and to explore the possibility that other similar zones may exist nearby.

The series of unique discoveries made during the quarter, both in the vicinity of the PC-Confederation Contact and the Albany Conduit Zone, confirm the prolific occurrence of gold at Pickle Crow, and the potential for important new discoveries even in close proximity to the historical workings.

Shortly after the quarter’s end, on October 6, 2009, the Company announced that the deep drill underway on the Property since mid September had completed wedge hole PC-08-014AW03 and successfully intersected the No. 5 Iron Formation (“IF”) / No. 5 Vein Zone and the No. 11 Vein, with abundant VG noted in the core. Another wedge hole, PC-09-014AW04, had been started, targeting the No. 5 IF Zone at the 3,800 foot (1,160 metre) level in the Shaft 1 area, where historical drill holes such as 4-38-38 returned up to **13.71 g/t gold over 12.95 m (0.40 opt gold over 42.5 ft)**. Upon completion of wedge hole PC-09-014AW04, the drill will be moved to a new site northeast of Shaft 1, where it will commence drilling a new mother hole to a vertical target depth of 1,700 metres (5,600 feet) below surface, undercutting the deepest workings of the former mine (1,160 metres / 3,800 feet). This mother hole and subsequent wedge holes will target the depth extensions of some of the richest historical ore bodies including the No. 1, No. 5, and No. 9 Veins in addition to the No. 1, Central and No. 5 IF Zones.

To quarter’s end, a total of approximately 15,474 metres of NQ-diameter diamond drilling in 45 holes had been completed on the Property by the Company since the commencement of drilling in August 2008. This includes 5,336 metres in 15 holes in the quarter itself.

Financing

On July 22, 2009, the Company completed a private placement of 4,600,000 units at a price of \$0.53 per unit for gross proceeds of \$2,438,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one common share at a price of \$0.75 until July 22, 2010. In connection with the offering, the Company issued to the agents 50,000 common shares with a value of \$26,500 and 324,000 common share purchase warrants entitling the holder to purchase one common share at a price of \$0.75 per common share until July 22, 2010.

Marketing Activities

Management was active during the quarter marketing the Company at industry shows in Toronto and broadening awareness of the Company through selective advertising on the web, in print, on the radio, and on television.

Website

The core of the Company's efforts to keep shareholders well informed, and to educate new investors, is the corporate website at www.pcgold.ca. All news releases, promotional and marketing activities and initiatives are linked to it, in a manner designed to channel visitor traffic to the site. Visits to the website have shown a more or less steady increase from 1,797 in January 2009, to 3,503 in July, with a corresponding increase in data downloads. The greater market visibility that the website affords has greatly assisted management's efforts to broaden awareness of the Company.

Memorandum of Understanding with Mishkeegogamang First Nation

On May 8, 2009, the Company signed an Exploration Memorandum of Understanding ("MOU") with Mishkeegogamang First Nation, on whose traditional lands the Pickle Crow Property is located. Its key terms and provisions call for the Company to make best efforts at employing and training Mishkeegogamang members and utilizing local Mishkeegogamang businesses where possible with the intent of building capacity within the community and maximizing the economic opportunities that the Company's presence provides; the issuance of 200,000 common share purchase warrants to Mishkeegogamang, each warrant exercisable at a price of \$0.49 per share until July 8, 2014; and the establishment of a Community Fund to which the Company will contribute, on a quarterly basis, 2% of all on-site exploration expenditures. In addition, the Company and Mishkeegogamang have agreed to negotiate an Impact Benefits Agreement, should the Pickle Crow project proceed to the operational stage.

Environment

The Company is presently engaged with the Ontario Ministry of Northern Development and Mines in a process to complete a certified amendment to the Pickle Crow Production Closure Plan dated July 2002. This process, which is expected to include a review of the environmental condition of the Property by an independent environmental consulting firm and an assessment of the potential costs of remediating historical open pits, tailings areas, and mill and other infrastructure sites, will determine what new funds, if any, in addition to those already held by the Ministry on the Company's behalf, may be required to cover rehabilitation of the mine site following a permanent closure of the Pickle Crow Property.

Risks and Uncertainties

The Company is in the exploration stage and has not yet determined whether its mineral resource property contains reserves that are economically recoverable. The continued operations of the Company and the recoverability of amounts shown for mineral resource property is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource property, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource property.

The Company is subject to numerous risk factors that may affect its business prospects in the future. These risks include, but are not limited to, the Company's access to additional capital to fund future activities, its reliance on the Pickle Crow Property as its sole asset, the loss of its mineral property or the inability to obtain exploration licenses, the inherently risky nature of the Company's activities, price fluctuations for gold and silver, title risks, political and regulatory risks related to prospecting, development, mining, labour standards, occupational health and safety, waste disposal, land use, water use, environmental protection, land claims of indigenous people and other matters, statutory and regulatory compliance, the adequacy and availability of insurance coverage, competition for equipment and skilled personnel, liquidity risk, and the Company's dependence upon key employees and consultants.

Results of Operations

3 months ended September 30

	2009	2008
	\$	\$
General and administrative expenses		
Professional fees	8,024	7,500
Salaries and benefits	136,155	83,546
Consulting fees	12,000	12,000
Directors' fees	24,667	17,750
Stock-based compensation	791,344	88,248
Premises	5,025	5,100
Office, general and administration	13,182	11,321
Public company costs	26,526	13,336
Investor relations	82,254	96,354
Travel	1,894	2,376
Amortization	3,738	5,340
	1,104,809	342,871
Loss and comprehensive loss before the following item	(1,104,809)	(342,871)
Interest income	1,765	31,101
Loss and comprehensive loss for the period	(1,103,044)	(311,770)

The increase in the loss for the 3 months ended September 30, 2009 compared to the same period in the previous year is primarily the result of stock-based compensation of \$791,344 recorded for stock options issued.

Summary of Quarterly Results

The summary of quarterly results has been prepared in accordance with Canadian generally accepted accounting principles.

	Q2 2008	Q3 2008	Q4 2008	Q1 2009	Q2 2009	Q3 2009	Q4 2009	Q1 2010
	\$	\$	\$	\$	\$	\$	\$	\$
	(note 1)							
Interest revenue	-	4,386	18,089	31,101	14,262	4,026	3,473	1,765
Loss								
- Total	10,413	63,132	1,481,387	311,770	310,897	337,167	396,770	1,103,044
- Per share	0.01	0.02	0.09	0.01	0.01	0.01	0.01	0.03

1. The Company commenced operations on October 17, 2007 and the figures presented are for the period October 17, 2007 to December 31, 2007.

The Company was incorporated on October 17, 2007 and the results of operations for the second and third quarters of 2008 reflect expenditures incurred in respect of the organization of the Company and the generation and negotiation of the acquisition of the Pickle Crow Property, which was completed on May 13, 2008.

The loss of \$1,481,387 for the fourth quarter of 2008 includes stock-based compensation of \$1,246,372 for stock options granted during the period.

The loss of \$1,103,044 for the first quarter of 2010 includes stock-based compensation of \$791,344 for stock options granted during the period.

Overall Performance

Net loss for the 3 months ended September 30, 2009 was \$1,103,044, which included \$795,082 related to non-cash charges for stock compensation and amortization.

Exploration expenses capitalized to the Company's mineral resource property totalled \$1,765,550.

Liquidity and Capital Resources

The Company is not in commercial production on its mineral resource property, and accordingly, the Company has no revenues. The Company finances its operations by raising capital in the equity markets.

On July 22, 2009, the Company completed a private placement of 4,600,000 units at a price of \$0.53 per unit for gross proceeds of \$2,438,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant entitles the holder to purchase one common share at a price of \$0.75 until July 22, 2010. In connection with the offering, the Company issued to the agents 50,000 common shares with a value of \$26,500 and 324,000 common share purchase warrants entitling the holder to purchase one common share at a price of \$0.75 per common share until July 22, 2010.

As at September 30, 2009, the Company had working capital of \$2,299,502, which included cash of \$2,440,270. Barring the option available to the Company of scaling back its activities, these amounts are not sufficient to enable the Company to indefinitely fund its operations and the exploration of its mineral resource property at present rates of expenditure. Accordingly, the Company is actively seeking to raise the capital necessary to sustain its exploration plans, activities and operational needs at the current level

well into the future. Although the Company has to date been successful in raising money, there can be no assurance that its present efforts to raise additional funding will also be successful. Without additional funding to meet existing obligations and to finance its operations and the exploration of its mineral resource property, there is substantial doubt as to the Company's ability to continue as a going concern.

Future cash requirements will depend primarily on the extent of future expenditures on the Company's exploration program, and to a lesser degree outlays on general and administrative expenses, including marketing activities. In keeping with the recommendations of the NI-43-101 Technical Report on the Pickle Crow Property, the Company is engaged in a multi-phase exploration and development program at Pickle Crow, and will in future require additional capital beyond its current resources in order to fully execute on its vision. However, the Company has considerable discretion in terms of the scale and rate at which it unfolds its exploration activities, can tailor its program expenditures to its ability to raise funds from capital markets and, on an ongoing basis, pays careful attention to costs throughout its operations, the net effect of which is to ensure the Company has sufficient funds to maintain itself. In light of difficult market conditions over the past year, including tightness in credit and capital markets, the Company has been especially cognizant of the need to conserve its capital resources. The success of the July 22, 2009 \$2,438,000 private placement has underscored the Company's ability to raise money in current markets. The Company has sufficient funds to maintain itself for approximately 7.5 months if it restricts operations to data digitization, 3D modeling and general and administrative expenses only, and some 19 months if it restricts operations to general and administrative expenses only. As the Company's present rate of program expenditures with two drills underway exceeds these basic levels, it is actively seeking to raise additional capital to support current activity levels well into the future. In the event that such capital is not available, the Company has the option of reducing the scale of its planned activities to fit the circumstances, thereby conserving capital resources and ensuring its continuance as a going concern.

Transactions with Related Parties

	3 months ended September 30, 2009 \$	Outstanding as at September 30, 2009 \$
Consulting fees		
Marlborough Management Limited, a company controlled by Miles Nagamatsu, for his services as Chief Financial Officer of the Company.	12,000	-
DSA Corporate Services a company controlled by Shaun Drake, for his services as Secretary of the Company.	3,000	1,162
Salary		
Kevin Keough for his services as President and Chief Executive Officer of the Company.	55,000	78,333
Mineral exploration expenditures		
Fladgate Exploration Consulting for exploration activities conducted on behalf of the Company. Neil Pettigrew, Vice President, Exploration of the Company is an officer of Fladgate.	935,318	174,396

These transactions were in the normal course of business and are recorded at an exchange value established and agreed upon by the related parties.

Critical Accounting Estimates

Mineral resource property

Costs relating to the acquisition, exploration and development of mineral resource property are deferred until the property is brought into commercial production, at which time they are amortized over the estimated useful life of the property on a unit-of-production basis. The cost of mineral resource property includes the cash consideration and the fair value of shares issued on the date the property is acquired. The proceeds from options granted on the property are credited to the cost of the property. When a property is determined to be non-commercial, non-productive or its value otherwise impaired, those costs in excess of estimated recoveries are charged to operations.

The recoverability of amounts shown for mineral resource property is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource property, the existence of economically recoverable reserves and future profitable production, or alternatively, upon the Company's ability to recover its costs through a disposition of its mineral resource property.

The amount shown for mineral resource property does not necessarily represent present or future value. Changes in future conditions could require a material change in the amount recorded for mineral resource property.

Stock-based compensation

Stock-based compensation is determined using the Black-Scholes option pricing model, which requires the input of subjective assumptions, including the expected price volatility of the Company's common shares and the expected life of the options. Changes in these input assumptions can materially affect the estimate of fair value.

Accounting Changes

On July 1, 2009, the Company adopted CICA Handbook Section 3064, "Goodwill and Intangible Assets" which replaced Section 3062. The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of pre-production and start-up costs and requires that these costs be expensed as incurred. Concurrent with the introduction of this standard, the CICA withdrew EIC-27, Revenues and Expenses during the pre-operating period.

On July 1, 2009, the Company adopted CICA Handbook Section 1000, "Financial Statement Concepts" which has also been amended to clarify the criteria for the recognition of an asset, specifically as it relates to the use of the matching principle. Accordingly, certain items that may have been previously recognized as assets may not be able to be reflected as such under the new recommendations.

The adoption of these new standards did not have an effect on the Company's financial statements.

Future accounting changes

On January 1, 2011, the Company will adopt CICA Handbook Section 1582, "Business Combinations", which will replace Section 1581, "Business Combinations". The new standard amends standards for the recognition and measurement of identifiable assets acquired, liabilities assumed, non-controlling interest in the acquiree and goodwill acquired in a business combination.

On January 1, 2011, the Company will adopt CICA Handbook Sections 1601, “Consolidated Financial Statements” and Section 1602, “Non-controlling Interests”, which together, will replace section 1600, “Consolidated Financial Statements”. Section 1601 amends standards for the preparation of consolidated financial statements and Section 1602, establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination.

The Company does not expect the adoption of these new standards to have an effect on the Company’s financial statements.

International Financial Reporting Standards (“IFRS”)

In February 2008, the CICA Accounting Standards Board confirmed that the changeover to IFRS from Canadian GAAP will be required for publicly accountable enterprises, effective for the interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition from current Canadian GAAP to IFRS is a significant undertaking that may materially affect the Company’s reported financial position and results of operations. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS on its financial statements. The Company has not completed development of its IFRS changeover plan, which will include project structure governance, resourcing and training, analysis of key GAAP differences and a phased plan to assess accounting policies under IFRS as well as potential IFRS 1 (“First Time Adoption of IFRS”) exemptions. The Company hopes to complete its project scoping, which will include a timetable for assessing the impact on data systems, internal controls over financial reporting and business activities, such as financing and compensation arrangements, during 2010.

Financial Instruments and Other Instruments

The carrying value of cash, accounts payable and accrued liabilities approximates fair value due to the short-term nature of these financial instruments.

The Company’s financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk and interest rate risk.

Currency risk

As the majority of the Company’s expenditures are in Canadian dollars, the Company limits its exposure to currency risk by maintaining its cash and cash equivalents in Canadian dollars.

Credit risk

Credit risk is the risk of a loss if a counterparty to a financial instrument fails to meet its contractual obligations. The Company limits its exposure to credit risk by holding its cash in deposits with high credit quality Canadian financial institutions.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company manages its liquidity risk through the management of its capital structure.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to interest rate risk due to the short-term nature of its financial instruments.

Controls and Procedures

The Chief Executive Officer and Chief Financial Officer have designed disclosure controls and procedures (“DC&P”) to provide reasonable assurance that material information relating to the Company is made known to them by others within the Company, particularly during the period in which the interim filings are being prepared. The Chief Executive Officer and Chief Financial Officer have also designed internal controls over financial reporting (“ICFR”) to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements in accordance with Canadian generally accepted accounting principles.

The Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of the Company’s DC&P and ICFR and concluded that they are ineffective due to the weakness discussed below. As the Company has a limited number of personnel, management has concluded that a weakness exists in the design of internal controls over financial reporting caused by a lack of adequate segregation of duties. This weakness has the potential to result in material misstatements in the Company’s financial statements and should also be considered a weakness in its disclosure controls and procedures. Management has concluded that taking into account the present stage of the Company’s development and the best interests of its shareholders, the Company does not have sufficient size and scale to warrant the hiring of additional personnel to correct this weakness at this time. To help mitigate the impact of this weakness and to ensure quality financial reporting, the Company employs both a Controller and a Chief Financial Officer and there are additional supervisory controls exercised by management and audit committee oversight.

Disclosure of Outstanding Share Data (as at November 11, 2009)

Shares

Authorized:
Unlimited number of common shares.

Outstanding:
34,410,000 common shares.

Warrants

Outstanding:

Exercise price	Number of warrants outstanding	Expiry date
\$1.00	805,000	May 13, 2010
\$1.40	2,375,000	May 13, 2010
\$0.70	2,275,000	March 12, 2010
\$0.75	2,624,000	July 22, 2010
\$0.49	200,000	July 8, 2014
	8,279,000	

Stock options

Authorized:
3,441,000 stock options.

Outstanding:

Exercise price	Options outstanding	Options exercisable	Expiry date
\$1.00	2,115,000	1,701,667	May 13, 2013
\$1.08	400,000	350,000	May 28, 2013
\$1.10	895,000	895,000	August 10, 2014
	3,410,000	2,946,667	

At November 11, 2009, there are 31,000 stock options available to be granted under the stock option plan.

Forward-Looking Statements

All statements made in this MD&A, other than statements of historical fact, are forward-looking statements. The words “anticipate”, “believe”, “estimate”, “expect”, “intend”, “may”, “plan”, “will”, “would”, “should”, “guidance”, “potential”, “continue”, “project”, “forecast”, “confident”, “prospects”, and similar expressions typically are used to identify forward-looking statements. Forward-looking statements are based on the then-current expectations, beliefs, assumptions, estimates and forecasts about the Company’s business and the industry and markets in which it operates. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or implied by these forward-looking statements due to a number of factors, including but not limited to the Company’s access to additional capital to fund future activities, the loss of its mineral property or the inability to obtain exploration and development licenses, the inherently risky nature of the Company’s activities, land claims of indigenous peoples in the area in which the Company carries on operations, title risks, statutory and regulatory compliance risks, the adequacy and availability of insurance coverage, the Company’s dependence upon key employees and consultants, and fluctuations in the price of gold and silver. These risks, as well as others, could cause actual results and events to vary significantly. The Company expressly disclaims any intent or obligation to update these forward-looking statements, unless the Company specifically states otherwise.

Additional Information

Additional information relating to the Company is available on SEDAR at www.sedar.com, and at www.pcgold.ca.