PC GOLD INC.
(the "Company")

FORM 51-102F1
MANAGEMENT'S DISCUSSION & ANALYSIS

Date

This MD&A is dated November 13, 2008 and should be read in conjunction with the financial statements for the 3 months ended September 30, 2008.

Overview

The Company was incorporated under the laws of Ontario on October 17, 2007 to consolidate leasehold ownership interests in, explore and develop, the Pickle Crow Gold Mine Property ("the Property") in northwestern Ontario. The Pickle Crow Property is the Company's sole property.

Acquisition
On May 13, 2008, further to a Property Acquisition Agreement with Premier Gold Mines Limited and Donald M. Ross In Trust (together, "the Vendors"), dated December 21, 2007, the Company acquired a 100% interest in a mining lease expiring July 31, 2067 which covers the Pickle Crow Property, consisting at the time of acquisition of 98 patented mineral claims totalling 1,582.9 hectares located in Connell and McCullagh Townships, Patricia Mining Division, near the town of Pickle Lake, Ontario, hosting the past producing Pickle Crow gold mine, together with all surface infrastructure including a mill, stockpiles, equipment and tailings.

Purchase price	**$**
Cash	3,500,000
9,500,000 common shares of the Company at $1.00 per common share	9,500,000
2,375,000 warrants entitling the holder to purchase one common share of the Company at a price of $1.40 per common share until May 13, 2010	1,074,591
Reimbursement of costs incurred by the vendors for the care and maintenance of the Pickle Crow Property from November 2, 2007 to May 13, 2008	43,364
Acquisition costs	284,905
	14,402,860

Net assets acquired	
Reclamation deposit	108,841
Mineral resource property	14,294,019
	14,402,860

The Pickle Crow Property
The Pickle Crow Property hosts the past-producing Pickle Crow Gold Mine. The Pickle Crow Mine was a well known asset when in production and remains well known in the industry today. It was among the highest grade, longest-lived underground gold mines in North America, operating continuously from April 1935 through September 1966 and producing in total 45 tonnes (1,446,214 Troy oz.) of gold and 5.25 tonnes (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 oz/T Au) and 1.88 g/t Ag (0.06 oz/T Ag).

Faced with a declining real gold price (US $35/oz.) and increasing costs from deepening operations, the mine recorded its first operational loss in 1964, and closed in 1966 with mineralization in place, productive veins open to depth, and largely untouched zones of iron formation hosted gold within the workings. The Pickle Crow Property lay dormant for many years, but saw extensive work by various operators through the course of the 1980's, 1990's and first part of this decade. This historical work, which included several non-NI 43-

101 compliant estimates of the volume of gold mineralization hosted by the Property, outlined substantial zones of auriferous material within the area of, or in close proximity to, the historical workings. These historical estimates can be separated into two groups, namely:

1. Estimates of quartz-carbonate vein material only, prepared by the engineering department of the Pickle Crow Mine prior to mine closure in 1966 (historically, production from the Pickle Crow Mine was almost entirely from high grade quartz-carbonate veins); and
2. Estimates of both quartz-carbonate vein and iron formation hosted gold mineralization conducted by various groups between mine closure and the late 1980's. Iron formation hosted gold was not historically mined at the Pickle Crow Mine, possibly because the mill was not set up to process it, and possibly because its average apparent grade of approx. 5.5 grams/tonne Au (0.16 oz/T) was below the mid 1960's cut-off grade of 8.57 g/t Au (0.25 oz/T).

These historical estimates, which can be viewed in Section 5.4 of the NI 43-101 Technical Report dated January 25, 2008 and amended and restated April 21, 2008 (available from www.sedar.com), prepared by independent consultants MPH Consulting Limited of Toronto, range from a general inventory in place on mine closure (PCGM, September 1966) of 140,000 tonnes averaging 11.31 g/t Au (46,190 oz. Au) to a global calculation (Noramco, April 1988) totalling 5,731,050 tonnes at 7.26 g/t Au (1,213,919 oz. Au). These estimates are historical in nature and pre-date and are non-compliant with NI 43-101. The Company is not treating these historical estimates as current mineral resources or reserves and has not undertaken any independent investigation of the estimates nor independently analyzed the results of the previous exploration work in order to verify the historical resource figures. These historical estimates should therefore not be relied upon. The Company does however believe that these historical estimates provide a conceptual indication of the potential of the gold mineralized zones on the Pickle Crow Property and are relevant to ongoing exploration, and that it is reasonable to suggest they may be brought into compliance with the NI 43-101 standard, in whole or in part, through implementation of the exploration program now underway, which will include necessary verification drilling and additional studies.

At the Pickle Crow Property, the high grade veins from which the historical production was drawn are known from the historical drilling record to remain open to depth. Of these known veins within the now flooded Pickle Crow Mine workings proper, a greater number are present within the mine workings than were initially apparent on surface, indicating a robust mineralized system which may be intensifying with depth. Moreover, several substantial zones of gold in iron formation, not historically mined, remain in place both within the area of the historical workings, and to depth. The unexplored block of virgin ground to depths of 2,000 metres or more below the historical workings is therefore considered to be as prospective from an exploration standpoint as the shallower areas mined in the past. There are, in addition, several areas on the Property which host near surface mineralization or remain prospective. Consequently, there is believed to be considerable potential to expand the Property's known zones of gold mineralization.

A major exploration and development program on the Pickle Crow Property was called for by MPH in the NI 43-101 Technical Report. This program commenced late in 2007 with a preparatory program of data compilation, digitization and 3D modeling which is serving as a guide for exploration drilling, now underway, and will be used to facilitate a planned NI 43-101 compliant resource calculation. The current exploration drilling program, which commenced in August 2008, encompasses a combination of shallow (<300 metres vertically from surface), intermediate (300-1,000 metres) and deep exploration (+1,000 metres). To oversee this effort, the Company has retained Fladgate Exploration Consulting Corporation of Thunder Bay, Ontario. The Company has also contracted Major Drilling Group International to carry out the required program of diamond drilling.

The principal objectives of the ongoing exploration program will be to define and expand known gold zones within or in close proximity to the mine's workings and to extend those zones, and make new discoveries, in the virgin ground beneath the old mine, where the system lies open.

On June 23, 2008, the Company announced that it had staked an additional 2,579 hectares of ground in the heart of the Pickle Lake mining camp, increasing the size of its land package by more than two and a half times from 1,583 hectares to a total of 4,162 hectares. The objectives of the staking were both strategic and practical: to protect core property areas, to secure prospective ground on which several gold prospects are located, to provide lateral room, if needed, for stepping back for deep drilling purposes, and to provide additional site options for new surface infrastructure that may be required in future. The Company now commands a dominant position in the historical core areas of the camp. This includes holding 100% of what was historically the camp's most productive asset.

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 June and July 2002 respectively. 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.

Drilling

In August, the Company deployed the first of two drill rigs to the Pickle Crow Property. To September 30, approximately 4,344 metres had been completed in 21 holes. The bulk of this drilling has been focused on near surface (<300 metres vertically from surface) vein and iron formation hosted gold targets in the Shaft 1, Shaft 3 and Albany Shaft areas of the Property. The objectives of this near surface drilling are to confirm historical drilling results and test for extensions to these targets both along strike and down plunge. Initial drilling assays from the near surface work are expected in October. Of these target areas, the Albany Shaft area is of particular interest, as it hosts numerous high grade veins, several of which have seen historical underground development work from surface to the 230 metre (750 foot) level, but none of which have been mined. Among the targets to be tested in the Albany Shaft area is the east-west trending E Zone vein located north of the Albany Shaft, where on September 9th the Company announced that grab samples collected from surface outcrops returned values up to 14.6 g/t Au (0.43 oz/T Au) and 179 g/t Au (5.22 oz/T Au).

Early in September, a second drill, a Major 50 capable of down-hole depths to 2,500 metres, arrived on-site. Drilling got underway September 8th on hole PC-08-14, targeting the No. 5 Gold Zone (No. 5 vein and associated mineralized iron formation) at about the 930 metre (3050 foot) level of the Shaft 1 workings. This hole will consist of a mother hole and subsequent up-hole wedges. Drilling of PC-08-14 and its daughter holes is expected to continue through the month of October and into November, at which point the phase 1 portion of the Company's 2008 drill program is expected to conclude to allow for catch-up, data interpretation and further refinement of the 3D model.

The No. 5 gold zone hosts a significant portion of the known gold bearing iron formation mineralization within the historical workings and also hosts high grade veins in addition to the historically mined No. 5 vein. 3D modeling of historical underground drill results has already established the apparent continuity in the vertical dimension of this important target zone from surface to the deepest (1,158 metre / 3,800 foot) level of the old workings. The lateral limits of the No. 5 gold zone are presently unknown, and modeling indicates the zone is open to depth below the 1,158 metre level. The current drill test (PC-08-14 and daughters) will aim to confirm the historical results, thereby assisting in upgrading historical grade-tonnage estimates to NI 43-101 compliant resources.

Risks and Uncertainties

The Company is in the exploration stage and has not yet determined whether its mineral resource properties contain reserves that are economically recoverable. The continued operations of the Company and the recoverability of amounts shown for mineral resource properties is dependent upon the ability of the Company to obtain financing to complete the exploration and development of its mineral resource properties, 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 properties.

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 mineral properties or the inability to obtain mining licences, the inherently risky nature of the Company's activities and its lack of experience in bringing an exploration property into production, foreign exchange fluctuations, price fluctuations for gold and silver, title risks, political and regulatory risks related to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, 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 employees and consultants.

Results of Operations

3 months ended September 30, 2008

	$
General and administrative expenses	
Professional fees	7,500
Salaries and benefits	83,546
Consulting fees	12,000
Directors' fees	17,750
Stock-based compensation	88,248
Premises	5,100
Office, general and administration	11,321
Public company costs	13,336
Investor relations	96,354
Travel	2,376
Amortization	5,340
	342,871
Loss before the following item	(342,871)
Interest income	31,101
Loss for the period	(311,770)

The Company commenced operations on October 17, 2007 and therefore, comparative figures are not provided.

Summary of Quarterly Results

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

	Q2 2008 $ (note 1)	Q3 2008 $	Q4 2008 $	Q1 2009 $
Interest revenue	-	4,386	18,089	31,101
Loss				
- Total	10,413	63,132	1,481,385	311,770
- Per share	0.01	0.02	0.09	0.01

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 loss of $1,481,385 for the fourth quarter of 2008 includes stock-based compensation of $1,246,372 for stock options granted during the period.

Overall Performance

Net loss for the 3 months ended September 30, 2008 was $311,770, which included $93,588 related to non-cash charges for stock compensation and amortization.

Exploration expenses capitalized to the Company's mineral resource property totalled $2,135,388.

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.

As at September 30, 2008, working capital of $4,565,137 included cash of $4,734,405. The Company intends to use the funds to explore its Pickle Crow Property, and has invested these funds in an interest-bearing account at a Canadian chartered bank until they are required. The investment of these funds resulted in revenue of $31,101 for the 3 months ended September 30, 2008. The Company has no exposure to asset–backed commercial paper.

Future cash requirements will depend primarily on the extent of future expenditures on the Company's exploration program. In keeping with the recommendations of the NI-43-101 Technical Report on the Pickle Crow Property, which called for a major, multi-phase exploration and development program, the Company began a surface-based drilling program in August using a single drill, and subsequently added a second drill in early September. In light of the unprecedented deterioration in market conditions over the July-September period, including the freeze in credit and capital markets, the Company has taken steps to conserve its capital resources. The most important of these steps includes a reduction in expenditures, including drilling expenditures, and careful attention to costs throughout its operations, the net effect of which will be to ensure the Company has sufficient funds to maintain itself through at least the close of 2009.

Transactions with Related Parties

During the 3 months ended September 30, 2008, consulting fees of $15,000 were expensed for two companies controlled by officers of the Company and salaries & benefits included $55,000 paid to a director and an officer of the Company. Mineral resource property included $784,190 of exploration expenditures paid or payable to Fladgate Exploration Consulting ("Fladgate"). An officer of the Company is an officer of Fladgate. These transactions were in the normal course of business and are recorded at an exchange value established and agreed upon by the related parties.

Accounts payable and accrued liabilities includes $269,112 due to Fladgate.

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

Proposed Transactions

There are currently no proposed transactions.

Critical Accounting Estimates

Mineral resource property
Costs relating to the acquisition, exploration and development of a 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 a mineral resource property includes the cash consideration and the fair value of shares issued on the date the property was 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 impaired, those costs in excess of estimated recoveries are charged to operations.

The recoverability of amounts shown for a 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.

Changes in Accounting Policies Including Initial Adoption

On July 1, 2008, the Company adopted amendments to CICA Handbook Section 1400, "General Standards of Financial Statement Presentation" which includes requirements to assess and disclose an entity's ability to continue as a going concern; disclosure of material uncertainties related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern; disclosure of when financial statements are not prepared on a going concern basis, together with the basis on which the financial statements are prepared and the reason why the entity is not regarded as a going concern.

Beyond additional disclosure, the adoption of this new accounting standard did not have an effect on the Company's financial statements.

Future accounting changes
On July 1, 2009, the Company will adopt CICA Handbook Section 3031, "Inventories", which will replace Section 3030. The new standard requires that inventories be measured at the lower of cost and the net realizable value, provides guidelines on determining cost, prohibits the use of the last-in, first-out method (LIFO) and requires the reversal of a previous write-down when the value of inventories increases.

On July 1, 2009, the Company will adopt CICA Handbook Section 3064, "Goodwill and Intangible Assets" which will replace 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 EIC27, Revenues and Expenses during the pre-operating period.

International Financial Reporting Standards ("IFRS"):
In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles (GAAP) with IFRS over an expected five year transitional period.

In February 2008, the AcSB confirmed that IFRS will be mandatory in Canada for publicly held entities for fiscal periods beginning on or after January 1, 2011. The Company's first IFRS financial statements will be for the year ending June 30, 2012 and will include the comparative period for 2011. Beginning with the first quarter of 2011, the Company will provide unaudited consolidated financial information in accordance with IFRS including comparative figures for 2010. The Company is evaluating accounting policy differences between Canadian GAAP and IFRS based on management's current understanding of these standards. However, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

The Company is currently assessing the impact of these new accounting standards on its financial statements.

Financial Instruments and Other Instruments

The carrying value of cash, receivables and 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, interest rate risk, and commodity price risk.

Currency risk
As the majority of the Company's expenditures are in Canadian dollars, the Company limits it 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 and holding no asset-backed commercial paper.

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.

Commodity price risk
The Company is exposed to commodity price risk with respect to gold and silver prices. A significant decline in gold and silver prices may affect the Company's ability to obtain capital for the exploration and development of its mineral resource property.

Controls and Procedures

The Chief Executive Officer and Chief Financial Officer have designed disclosure controls and procedures 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 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 disclosure controls and procedures and assessed the design of the Company's internal controls over financial reporting. 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, there are supervisory controls exercised by management and audit committee oversight, and interim financial statements are reviewed by the Company's auditors.

There has been no change in the Company's internal control over financial reporting that occurred during the Company's most recent interim period that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Disclosure of Outstanding Share Data (as at November 13, 2008)

Shares
Authorized:
Unlimited number of common shares.

Outstanding:
25,700,000 common shares.

Warrants
Outstanding:
805,000 warrants entitling the holder to purchase one common share at a price of $1.00 per common share until May 13, 2010.

2,375,000 warrants entitling the holder to purchase one common share at a price of $1.40 per common share until May 13, 2010.

Stock options
Authorized:
2,570,000 stock options.

Outstanding:

Exercise price	Options outstanding	Options exercisable	Expiry date
$1.00	2,115,000	1,288,333	May 13, 2013
$1.08	400,000	300,000	May 28, 2013
	2,515,000	1,588,333	

At November 13, 2008, there are 55,000 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 mineral properties or the inability to obtain mining licences, the inherently risky nature of the Company's activities and its lack of experience in bringing an exploration property into production, foreign exchange fluctuations, the political stability and economic uncertainty of those areas in which the Company carries on operations and the lack of infrastructure in those areas, title risks, the risks and uncertainties associated with joint ventures and the Company's reliance on third parties, statutory and regulatory compliance, the adequacy and availability of insurance coverage, the Company's dependence upon employees and consultants and fluctuations in mineral prices. 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.