

# MANAGEMENT DISCUSSION & ANALYSIS

**For the year ended April 30, 2007**

Date of Report: August 28, 2007

## **Directors and Officers as at August 28, 2007:**

### **Directors:**

Martin Auyeung  
David Baker  
Walter Peredery  
Bill Stone  
Earl Terris

### **Officers:**

David Baker, President & CEO  
Bill Stone, Senior VP- Exploration

### **Contact Name:**

David Baker

### **Website:**

[www.goldbrookventures.com](http://www.goldbrookventures.com)

### **TSX Venture Exchange Symbol:**

GBK

# **GOLDBROOK VENTURES INC.**

## **MANAGEMENT DISCUSSION & ANALYSIS**

For the Year Ended April 30, 2007

### **1.1 Date of This Report**

August 28, 2007

### **1.2 Overall Performance**

#### ***Description of Business***

The Company was incorporated as Goldbrook Explorations Inc. under the Ontario *Business Corporations Act* on May 20, 1983. On July 22, 2002, the Company changed its name to Goldbrook Ventures Inc. In addition, the Company consolidated its capital on a 3 old for 1 new basis. On April 14, 2003, the Company was granted a Certificate of Continuation under the Company Act of British Columbia.

The Company's registered and records office in British Columbia is Suite 1550, 200 Burrard Street, Vancouver, British Columbia, V6C 3L6. The Company's telephone number is (604) 683-8083. The Company's Shares are currently listed for trading on the TSX Venture Exchange under the symbol "GBK".

On February 6, 2004, the Company announced that shares of Goldbrook Ventures Inc. would commence trading on the Frankfurt Stock Exchange under the trading symbol "GVE".

The Company is a publicly traded junior resource company. In the past fiscal years until 2001, the Company was involved, to a limited extent, in the exploration of various mineral properties. As of 2001, the Company had written down all of its investments in its mineral properties; and was deemed inactive by the Exchange on September 7, 2001. On August 1, 2002, the Company completed its reactivation plan and the Exchange removed the inactive status.

On September 6, 2005, the Company announced that in accordance with TSX Venture Exchange policy 2.5, the Company had met the requirements for a Tier 1 company. Effective September 2, 2005, the Company's tier classification changed from Tier 2 to Tier 1 – mineral exploration and development company.

The Company's mineral properties consist of the following:

- Onaman River, Onaman Lake Township, Ontario;

Raglan Area, District of Northern Quebec:

- Ungava;
- Nuvilik,
- Belanger;
- Wakeham (Inlet);
- Masuparia;
- Ubex;
- VVC; and
- Scott.

### 1.3 Selected Annual Information

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

	<u>April 30, 2007</u>	<u>April 30, 2006</u>	<u>April 30, 2005</u>
(a) Net sales	-	-	-
(b) Loss before extraordinary items			
(i) Total loss	\$1,295,605	\$1,626,795	\$3,013,618
(ii) Loss per share – basic	\$0.02	\$0.03	\$0.07
(iii) Loss per share – diluted	\$0.02	\$0.03	\$0.07
(c) Net loss			
(i) Total loss	\$1,295,605	\$1,626,795	\$3,013,618
(ii) Loss per share – basic	\$0.02	\$0.03	\$0.07
(iii) Loss per share – diluted	\$0.02	\$0.03	\$0.07
(d) Total assets	\$19,822,746	\$14,576,162	\$14,288,182
(e) Total long-term liabilities	-	-	-
(f) Cash dividends declared per-share	N/A	N/A	N/A

## **1.4 Results of Operations**

### ***Discussion of Acquisitions, Operations and Financial Condition***

The following should be read in conjunction with the financial statements of the Company and notes attached hereto.

#### ***Mineral Properties***

##### **Onaman River Property**

For the year ended April 30, 2002, these mining claims were carried at a nominal value of \$1.00 and represented an 80% interest in the Onaman River Property, Onaman Lake Township, Ontario, subject to 30% net profits royalties on two separate groups of claims and a net smelter royalty of 2% - 3% on the balance of claims. The Company wrote-off the nominal value of \$1.00 in the year ended April 30, 2003. The Onaman claims remain in good standing.

Minimal expenses were incurred to maintain the Onaman claims in good standing during the year ended April 30, 2007.

##### **Raglan Area Properties – District of Northern Quebec**

The Company currently has eight separate property agreements in the Ungava Region and on April 25, 2005 announced an option and joint venture agreement with Anglo American Exploration (Canada) Ltd.

##### **Anglo American Exploration (Canada) Ltd. option and joint venture agreement**

On April 25, 2005, the Company signed the definitive option and joint venture agreement (“Agreement”) with Anglo American Exploration (Canada) Ltd. (“AAEC”) with respect to the Company’s Nuvilik and Belanger properties (the “Properties”). The Agreement granted AAEC the option to acquire up to a 70% interest in the Properties by funding exploration and delivering a full feasibility study.

AAEC may earn an undivided 51% interest in the Properties by funding not less than \$20 million in exploration expenditures on or before the fourth anniversary of the Agreement. AAEC has committed to fund \$5 million in exploration before March 31, 2006. AAEC may earn an additional 19%, taking its total interest to 70%, by funding and delivering a full feasibility study. AAEC may terminate the option at any time after incurring a minimum of \$5 million in exploration expenditures. AAEC shall be the operator during the exploration phase and all other phases provided it holds at least a 50% interest.

On August 2, 2005, the Company announced that AAEC had begun diamond drilling on the Belanger property in the Raglan District of northern Quebec.

The 2005 exploration program by AAEC included geological mapping and prospecting, ground based geophysical surveys, and soil geochemistry surveys on both the Belanger and Nuvilik properties. Diamond drilling during the 2005 exploration program was to be completed on the Belanger property to follow-up areas of mineralization identified during the 2004 exploration program, and to test emerging targets elsewhere on the Belanger Property.

On December 15, 2005, AAEC had given notice to the Company that they will be proceeding with a 2006 exploration program on the Belanger and Nuvilik properties. Subsequent management meetings were held between the Company and AAEC on January 20, 2006, March 31, 2006 and June 5, 2006, to discuss budget, assessment report filing, and field program technicalities and logistics. Transportation of fuel and equipment was completed and crews were mobilized and the program commenced in June, based out of the Lac Mitiq exploration camp.

The 2006 exploration program commenced June 19 and was completed by AAEC on September 19. The focus of the program was drilling of individual targets within the Belanger and Nuvilik trends and assessment of regional targets elsewhere in the claims by geochemistry and ground geophysics. Results from drilling, including assays were released in February 2007.

On December 19, 2006, the Company announced notification from AAEC of its decision to terminate the option and joint venture agreement. The termination means that Goldbrook regains 100% ownership of the Belanger and Nuvilik properties, which include the Getty mineralized zone.

#### **Goldbrook's 100%-owned claims**

On June 5 2006 the Company announced its own plans for a \$4 million exploration program. The objective of the 2006 exploration program was the systematic exploration of Goldbrook's claims not under option by Anglo American (423,000 acres). The exploration program involved prospecting, mapping, sampling and drilling of preliminary targets mainly in the east and central parts of the Raglan District. The program was completed on September 29 and field crews were demobilized and the Lac Guindeau camp closed down for the season on October 4. On February 27, 2007, the Company announced its 2006 Exploration Results and commits to \$6 million program in 2007.

**Property # 1 - Belanger:**

By Letter of Intent dated March 26, 2003, and subsequent regulatory approvals dated April 4, 2003, the Company acquired from Mackenzie James a 100% interest in 90,675 acres in the Ungava region of Northern Quebec under the following terms:

- (i) The Company will make a payment of \$90,000 to the vendor upon receipt of Exchange approval (paid);
- (ii) The Company will issue 1,200,000 common shares of Goldbrook to the vendor upon receipt of Exchange approval (issued). These shares were issued at a deemed price of \$0.42 per share, for a total of \$504,000;
- (iii) The property is subject to a 1% net smelter return on any mineral production from the property and the Company has the option to purchase up to one-half of the 1% royalty for \$1,000,000.

On January 6, 2004, the Company announced the acquisition of five mineral claims comprising 198 acres located within the boundaries of the Company's 90,675-acre Belanger Property in the western part of the Raglan District, northern Quebec. The consideration payable for a 100% interest in the subject property is 200,000 common shares to be issued on receipt of Exchange approval. On January 16, 2004, the TSX Venture Exchange approved the Company's "Expedited Acquisition Filing" and the 200,000 shares were issued at a price of \$0.45 per share for a total of \$90,000.

On April 25, 2005, the Company signed the definitive option and joint venture agreement ("Agreement") with Anglo American Exploration (Canada) Ltd. ("AAEC") with respect to the Company's Nuvilik and Belanger properties (see above for details).

## **Exploration Results and Future Developments**

The 2006 exploration program commenced June 19, 2006 and was completed by Anglo on September 19, 2006. Individual targets on the Belanger and Nuvilik properties were drilled and regional targets elsewhere on the properties were assessed through geochemical and geophysical surveys. A total of 4,741 m were drilled in 25 holes. A total of 620 rock and core samples were sent for assay, and 3,140 soil and till geochemical samples sent for analysis. The assay results reveal many geochemical anomalies for follow-up in future field programs.

The nickel, copper and PGE-bearing sulfide drill hole intercepts and surface occurrences discovered to date at Belanger are part of a 20 km long mineralized trend known as the Belanger Horizon. The 2006 program was focused within this horizon, to test new and existing targets, namely PAD-1 (24.7m @ 0.85% Ni, 1.49% Cu, 1.28 g/t PGE), and Timtu (8.7m @ 1.01% Ni, 0.63% Cu, and 2.38 g/t PGE) discovered during 2005. Interpretation of results from three-dimensional models of the Getty and Sylvie areas identified several targets for drill testing down plunge and along strike. Elsewhere prospecting, mapping, soil geochemical sampling and ground geophysics focused on early-stage “regional” targets in the west part of the Belanger property.

Drilling by Anglo in 2006 extended the Getty zone to a total of 350 metres along strike and up to 200 metres down dip and plunge. The Getty zone was discovered by Goldbrook in 2004, when an intercept of 49.3 metres at 1.35% Ni, 0.61% Cu and 2.88 g/t PGE (Getty Zone) was drilled under the surface showing. The best assays from the Anglo drill program are listed below in Table 1. In addition to Getty, the Getty trend includes the Clark, Allard, Sylvie, Hill, Pillow and PAD-1 showings.

Drilling by Anglo in the Timtu target identified a style of breccia-hosted nickel-copper PGE sulfide mineralization that is distinctive compared to other Raglan mineralized zones and sulfide deposits. Timtu therefore represents a newly recognized target type. The Timtu Trend, which includes the Timtu, Ben, Jabba and Echo showings 1 km north of the Getty trend, is a virtually unexplored new trend of mineralization.

Five diamond drills were contracted from Bradley Brothers (Rouyn-Noranda) for a 25,000 metre drill campaign on the claim block in 2007 summer. Specifically, plans were developed for NI43-101 compliant resource drilling at the Getty and Sylvie occurrences. Geologists and geophysicists were hired to carry out the drill program and airborne geophysical and ground geophysical surveys and mineral prospecting activities. The exploration program was set to commence in early June, following expansion of the Belanger camp capacity from 45 to 80 people. Exploration datasets from Anglo-American were assimilated into a new NI43-101 compliant geoscientific database.

**Property # 2 - Nuvilik:**

By Letter of Intent dated March 26, 2003, and subsequent regulatory approvals dated April 4, 2003, the Company acquired from Peter Bambic a 100% interest in 55,421 acres in the Ungava region of Northern Quebec under the following terms:

- (i) The Company will make a payment of \$50,000 to the vendor upon receipt of Exchange approval (paid);
- (ii) The Company will issue 800,000 common shares of Goldbrook to the vendor upon receipt of Exchange approval (issued). These shares were issued at a deemed price of \$0.42 per share for a total of \$336,000;
- (iii) The property is subject to a 1% net smelter return on any mineral production from the property and the Company has the option to purchase up to one-half of the 1% royalty for \$1,000,000.

**Exploration Results and Future Developments**

The 2006 exploration program was completed by Anglo on the September 19, 2006. A total of four holes were drilled. There were no significant nickel and copper assays.

Prospecting of targets generated by Goldbrook geologists on the Nuvilik property outside the Anglo American option were investigated in a systematic manner. The Turquoise showing, consisting of sulfide showings traceable intermittently on surface for up to 2 km, was subject to mapping, ground geophysics and soil sampling surveys. Grab samples of pyroxenite-gabbro hosting fracture and vein controlled mineralization returned assays of up to 0.30% nickel, 1.63% copper, 0.36 gpt palladium and 0.13 gpt platinum. Grab samples of peridotite contained weak disseminated sulfide mineralization. The host unit of the Turquoise target is traceable for up to 10 km along strike and occurs in an area mapped as granite on regional compilation maps. Strong electromagnetic anomalies detected in ground geophysical surveys over the host unit could be drill tested in 2007.

**Property #3 - Ungava:**

By Letter of Intent dated January 23, 2003, and subsequent regulatory approvals dated January 31, 2003, the Company acquired from Peter Bambic a 100% interest in 99,014 acres in the Ungava region of Northern Quebec under the following terms:

- (i) The Company will make a payment of \$100,000 to the vendor upon receipt of Exchange approval (Paid);
- (ii) The Company will issue one million common shares of Goldbrook to the vendor upon receipt of Exchange approval (issued). These shares were issued at a price of \$0.27 per share for a total of \$270,000;

- (iii) The property is subject to a 1% net smelter return on any mineral production from the property and the Company has the option to purchase up to one-half of the 1% royalty for \$1,000,000.

**Property # 4 – Wakeham (Inlet):**

On August 7, 2003, the Company announced the acquisition from Inlet Resources Ltd. (“Inlet”) of the exclusive option to earn up to an 80% interest in and to a 74,280-acre parcel of staked mineral claims located in the Ungava region of Quebec (the “Wakeham Property”).

The terms of the property acquisition provide for the Company to earn a 60% undivided interest in the Wakeham Property (the “Property”) through the delivery of 500,000 common shares (200,000 shares, after receipt of Exchange approval, 100,000 shares on August 7, 2004, 100,000 on August 7, 2005, and 100,000 shares on August 7, 2007) and incurring an aggregate of \$3,500,000 of work expenditures on the Property.

The agreement also included other options for the Company to acquire additional interests in the property. The TSX Venture Exchange accepted the agreement on September 24, 2003 and Goldbrook issued Inlet 200,000 common shares on October 2, 2003 at a price of \$0.61 per share for a total of \$122,000.

This agreement has since been replaced by a new agreement discussed below.

On July 30, 2004, the Company announced that it had reached an agreement with Inlet whereby the Company will acquire all of Inlet’s interest in the Wakeham Property in consideration of the issuance of 3,000,000 common shares of the Company.

This Agreement replaces the option previously granted to the Company by Inlet to earn up to an 80% interest in the Property. The Wakeham Property is subject to a 1% net smelter return royalty on any mineral production from the Property. The Company has the option to purchase one-half of this royalty for \$1 million.

On August 31, 2004, the Company received TSX acceptance pertaining to the acquisition from Inlet of a 100% interest in the Wakeham Property. The TSX deemed the value of the shares to be \$0.53 per share but the issued shares were to be placed into escrow, and released to Inlet on the basis of one share for each \$0.42 in expenditures made by the Company.

The Company issued 3 million common shares to Inlet in accordance with the property agreement. Those shares were held in escrow by the Company’s escrow and transfer agent, and were fully released in September 2006.

**Property # 5 (Masuparia):**

On August 7, 2003, the Company announced the acquisition from Masuparia Gold Corporation (“Masuparia”) of the exclusive option to earn up to an 80% interest in and to 71,252 acres in the Ungava region of northern Quebec.

The terms of the property acquisition provide for the Company to earn a 60% undivided interest in Masuparia’s property through the delivery of 500,000 common shares (200,000 shares, after receipt of Exchange approval, 100,000 shares on August 7, 2004, 100,000 on August 7, 2005, and 100,000 shares on August 7, 2007) and incurring an aggregate of \$3,500,000 of work expenditures on the property.

The agreement also included other options for the Company to acquire additional interests in the property. The TSX Venture Exchange accepted the agreement on October 23, 2003 and Goldbrook issued 200,000 common shares on November 4, 2003, at a deemed price of \$0.61 per share for a total of \$122,000.

This agreement has since been replaced by a new agreement discussed below.

On July 30, 2004, the Company announced that it had reached an agreement with Masuparia whereby the Company will acquire all of Masuparia’s interest in Masuparia’s 71,252 acres in the Raglan region of northern Quebec (the “Property”). In consideration of the acquisition, the Company will issue 3,000,000 of its common shares to Masuparia.

This Agreement replaces the option previously granted to the Company by Masuparia to earn up to an 80% interest in the Property. The Masuparia Property is subject to a 1% net smelter return royalty on any mineral production from the Property. The Company has the option to purchase one-half of this royalty for \$1 million.

On August 30, 2004 the Company received TSX acceptance pertaining to the acquisition from Masuparia of a 100% interest in the Property. The TSX deemed the value of the shares to be \$0.53 per share but the issued shares were to be placed into escrow, and released to Masuparia on the basis of one share for each \$0.42 in expenditures made by the Company.

The Company issued 3 million common shares to Masuparia in accordance with the property agreement. The shares are held in escrow by the Company’s escrow and transfer agent, Computershare Investor Services Inc. In September 2006, 578,864 of the 3 million common shares issued to Masuparia Gold Corporation in escrow were released.

**Property # 6 (Ubex):**

On March 30, 2004, the Company entered into an agreement with Ubex Capital Inc., Menace Capital Corp., and Monaco Investment Corp. (collectively, the "Vendors") to acquire a 100% interest in 334 mineral claims comprising approximately 31,850 acres located as four property groups in the Ungava Area, Province of Quebec. The consideration payable for a 100% interest in the subject property was 125,000 common shares issued on receipt of Exchange approval and cash payments totaling \$30,000 (paid). The TSX Venture Exchange accepted the agreement on April 12, 2004 and Goldbrook issued 125,000 common shares on April 12, 2004, at a deemed price of \$0.48 per share for a total of \$60,000.

Pursuant to the agreement, the Vendors will retain a 1% net smelter return royalty of which 0.5% may be purchased by the Company for \$1,000,000.

**Property # 7 (VVC):**

On March 29, 2004, the Company entered into an agreement with VVC Exploration Corporation and Aavdex Corporation to acquire a 70% interest in 894 mineral claims comprising 36,753.40 hectares located in the Ungava Area, Province of Quebec from VVC Exploration Corporation ("the property"). Aavdex Corporation acquired the remaining 30% interest in the claims and agreed to form a joint venture with the Company to further explore and develop the property. As consideration for the 70% interest, the Company issued 200,000 common shares to VVC Exploration Corporation on receipt of Exchange approval and incurred sufficient work expenditures to extend the expiry date of all claims for a period of one year.

Additional joint venture work expenditures with Aavdex Corporation will be split 70/30 between the Company and Aavdex Corporation per the joint venture arrangement. In addition, there is a 2% net smelter return of which 1.5% can be purchased by the Company and Aavdex for \$500,000 per 0.5%.

The TSX Venture Exchange accepted the agreement on April 8, 2004 and Goldbrook issued 200,000 common shares on April 8, 2004, at a deemed price of \$0.48 per share for a total of \$96,000.

On April 5, 2005, the Company entered into an agreement with Aavdex to buy its 30% interest in the property. The transaction will give the Company a 100% stake in the claims subject to a 2% NSR.

Under the terms of the agreement, the Company will pay to Aavdex \$90,000 (paid) and issue from treasury 225,000 common shares (issued) to Aavdex. The Company has the right to buy back, at any time, at a price of \$500,000 per 0.5% NSR, up to a total of 1.5% NSR. The TSX Exchange accepted the agreement on April 26, 2005 and the 225,000 common shares were issued on the same day.

**Property # 8 (Scott):**

On April 6, 2004, the Company entered into an agreement with Mr. Peter Bambic to acquire a 100% interest in 278 mineral claims comprising 29,057.48 acres located in Raglan District, Province of Quebec. The consideration payable for the property was \$21,291 (paid).

Pursuant to the agreement, the property is subject to a 1% net smelter return on any mineral production from the property. The Company has the option to purchase up to 50% of the 1% royalty for \$500,000.

**Exploration Results and Future Developments (Properties 3 – 8)**

A total of 820 surface rock and drill core samples and 1,620 soil and till samples were collected for analysis during the exploration program. A total of 9,400 line km of airborne geophysics (AeroTEM II system) were flown by AeroQuest.

The exploration program was successful in the discovery of at least 10 new sulfide showings on the claims. Several were followed up by mapping and ground geophysics to define drill targets. Drilling commenced on August 11 for a total of 2,380 metres in 16 holes. Eight holes were drilled in the Nancy region and 8 additional holes were drilled on 2 other targets. Twelve of the holes were surveyed by down-hole pulse EM for 1730 metres in total. Given the number of new showings discovered, in particular the Turquoise showing on the Nuvilik property, the exploration budget was increased from \$4 million to \$6 million to follow up as many targets as possible with mapping and ground geophysical surveys, in order to define targets for drill testing in 2007.

In the Nancy region, Wakeham property, prospecting and mapping of ultramafic sills increased the area of known showings to the east and south. Drilling of targets based on mapping, geological interpretation and near-surface (<75 metres) geophysical conductors was undertaken. An additional two targets were also drilled in the Ungava and Masuparia properties. Wakeham property holes Wak06-03 and Wak06-04 were drilled on the same section and intersected weakly disseminated mineralization down-plunge to the west of the main Nancy showings. Wak06-03 intersected 6 metres of 0.11% nickel, 0.02% copper and 0.03 gpt PGE from 65 metres down hole and 1 metre of 0.15% nickel, 0.02% copper and 0.08 gpt PGE from 74 metres down hole. Wak06-04 intersected 4 metres of 0.13% nickel, 0.03% copper and 0.100 gpt PGE from 16 metres down hole. Drill core samples from holes Wak06-01 and Wak06-02 did not return significant assays.

The Nancy East 2 target was traced on surface along strike for up to 1000 metres. Grab samples of disseminated sulfide bearing peridotite and olivine pyroxenite returned assays of up to 0.55% nickel, 0.18% copper, 0.35 gpt palladium and 0.09 gpt platinum. Drilling was not undertaken at the Nancy East 2 target in 2006.

Three new targets were defined 3 km east and 1 km north of Nancy. At the Emperor, Surtsey and Delasco targets, grab samples of olivine pyroxenite and pyroxenite with disseminated sulfides returned assays of up to 0.39% nickel, 0.34% copper, 0.92 gpt palladium and 0.20 gpt platinum. Diamond drilling of shallow electromagnetic conductors intersected narrow widths mineralization under the Emperor disseminated sulfide showing, hosted in the base of a major peridotite-gabbro sill. Drill hole Wak06-05 intersected 0.16 metres of vein mineralization which assayed 0.44% nickel, 0.05% copper and 0.87 gpt gold from 11.43 metres downhole. Wak06-07 intersected 1 metre of disseminated mineralization grading 0.06% nickel, 0.13% copper and 0.31 gpt PGE from 87.15 metres down hole and 0.5 metres of fracture controlled mineralization grading 0.09% nickel, 0.13% copper and 0.21 gpt PGE from 92.55 metres down hole. Drill hole Wak06-06 at Emperor and Wak06-08 at Surtsey did not return significant assays.

A grab sample of disseminated sulfide-bearing pyroxenite from the Ellesmere target 20 km west of Nancy, in the northwest corner of the Wakeham property, returned assays of up to 1.5 gpt palladium and 0.3 gpt platinum. Drilling was not undertaken on Ellesmere in 2006.

At the Margarita target, 50 km southwest of Nancy on the Ungava property, grab samples of gabbro with blebby sulfide mineralization returned low values for nickel, but 0.47% copper, 1.00 gpt palladium and 0.20 gpt platinum. Drill core samples from six short diamond holes did not return significant assays.

A grab sample of olivine pyroxenite from Mindoro, 30 km east of Margarita on the Ungava property, returned assays of up to 0.34% nickel, 0.53% copper, 1.28 gpt palladium and 0.55 gpt platinum. Drilling was not undertaken on Mindoro in 2006.

The Big Bertha target, 20 km west of Margarita on the Masuparia property, resembles Margarita in terms of copper and PGE assays and host-rock type, but nickel assays (0.05% Ni) for surface samples are not significant and the mineralization style is disseminated to fracture controlled. Drill core samples from two short diamond holes at Big Bertha failed to return significant nickel assays.

A new target named Bornholm was discovered along the north boundary of the Masuparia property, only 2 km south of the Raglan Mine. Work in 2006 was limited to grab sampling of olivine pyroxenite with coarse blebby mineralization. Samples returned assays of up to 0.40% nickel, 0.24% copper, 0.24 gpt palladium and 0.12 gpt platinum. Geophysical surveys and drilling have yet to be carried out Bornholm.

The Sable target is located 20 km west of Bornholm and just 2 km south of the Cross Lake deposit (Xstrata Nickel), within rocks of the Raglan horizon. A grab sample of peridotite hosting disseminated sulfides returned assays of 0.36% nickel, 0.23% copper, 0.60 gpt palladium and 0.18 gpt platinum. Drilling was not undertaken at Sable in 2006.

An airborne geophysical survey was designed to cover the area of the Nancy-Emperor showings during the 2007 exploration season.

***Results of Operations***

The loss for the year ended April 30, 2007 was \$1,295,605 as compared with a loss of \$1,626,795 for the year ended April 30, 2006. The increases and decreases in the expenses for the current year were in the following categories:

- Consulting fees decreased by \$86,652 as the geological consulting expenses have been capitalized to properties;
- Management fees increased by \$34,200;
- Shareholders' relations & promotions expenses decreased by \$107,330 due to the less shows and conferences participated compare to the year ended April 30, 2006;
- Stock option compensation expenses decreased by \$294,321 comparing to the year ended April 30, 2006;

Below is a comparison of the General and Administration Expenses during the years ended April 30, 2007 and 2006:

	April 30, 2007	April 30, 2006	Increase (Decrease)
Depreciation on property and equipment	5,480	14,053	(8,573)
Consulting fees	346,025	432,677	(86,652)
Foreign exchange	-	4,171	(4,171)
Office & general expenses	172,011	178,853	(6,842)
Office expenses recovered	-	(162,765)	162,765
Management fees	97,500	63,300	34,200
Professional fees	159,503	165,706	(6,203)
Property investigation	2,277	17,764	(15,487)
Regulatory fees and services	54,652	54,585	67
Shareholders' communication, travel and promotions	408,608	515,938	(107,330)
Stock option compensation	147,680	428,140	(280,460)
Wages and benefits	99,006	74,641	24,365
Total	<u>\$1,492,742</u>	<u>\$1,787,063</u>	<u>\$(294,321)</u>

***Investor Relations Activities***

Currently, the Company has no formal arrangements in place with respect to investor relations. Three spokespersons are assigned to respond to any shareholder or investor calls. They are also responsible for handling shareholder mail-outs and represent the Company in trade shows and conferences.

During the current year, the Company issued press releases, responded to investor inquiries and conducted shareholder and investor mail outs.

***Financings, Principal Purposes & Milestones***

On October 5, 2006, the Company closed its private placement of flow-through units (the “FT Units”) and units (the “Units”) with Pacific International Securities Inc. acting as agent (the “Agent”). Pursuant to the private placement, the Company has issued 17,200,000 FT Units at a price of \$0.35 per FT Unit and 500,000 Units at a price of \$0.30 per Unit, for gross proceeds of \$6,170,000.

Each FT Unit consists of: i) one flow-through common share; ii) one half of one transferable non-flow-through share purchase warrant (an “A Warrant”), each whole A Warrant being exercisable into one common share for three years at a price of \$0.45; and iii) one half of one transferable non-flow-through share purchase warrant (a “B Warrant”), each whole B Warrant being exercisable into one common share for three years at a price of \$1.00. Each Unit consists of: i) one non-flow-through common share; ii) one half of one A Warrant; and iii) one half of one B Warrant.

As consideration for acting as agent, the Agent received a cash commission of \$223,932.50, 693,225 units with the same terms as the Units, and 1,770,000 agent’s options (the “Agent’s Options”). Each Agent’s Option is exercisable for one common share for two years at a price of \$0.45.

The proceeds from the private placement will be used for exploration on the eastern and central parts of Goldbrook’s property in Raglan, Quebec. The proceeds from the sale of the FT Units will be used for exploration expenses that will constitute Canadian exploration expenses (as defined in the Income Tax Act) and were renounced for the 2006 taxation year.

**1.4 Summary of Quarterly Results**

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

	Q4 <u>30-Apr-07</u>	Q3 <u>31-Jan-07</u>	Q2 <u>31-Oct-06</u>	Q1 <u>31-Jul-06</u>	Q4 <u>30-Apr-06</u>	Q3 <u>31-Jan-06</u>	Q2 <u>31-Oct-05</u>	Q1 <u>31-Jul-05</u>
Net sales	-	-	-	-	-	88,478	-	34,867
Net Loss:								
Total	\$353,182	\$507,961	\$169,492	\$264,970	\$444,538	\$508,398	\$375,646	\$298,213
Per share	\$0.005	\$0.01	\$0.003	\$0.004	\$0.01	\$0.01	\$0.01	\$0.01
Per share diluted	\$0.005	\$0.01	\$0.003	\$0.004	\$0.01	\$0.01	\$0.01	\$0.01

***Discussion***

For the quarter ended April 30, 2007, please refer to Section 1.4 - *Results of Operations*.

## **1.5 Liquidity**

As the Company has no revenue generating projects at this time, the ability of the Company to carry out its business plan rests with its ability to secure equity and other financings.

At April 30, 2007, the Company has total assets of \$19,822,746. The primary assets of the Company are cash of \$444,836, cash reserved for exploration of \$412,532, accounts receivable of \$2,720,810, investments in public companies at cost of \$300,492, deposits on mineral properties of \$1,337,792, and mineral properties with a historic cost of \$14,706,810. The Company has no long-term liabilities and has working capital of \$3,252,928.

The Company will require additional financing to fund any new acquisitions, exploration programs as well as its holding costs on all of its properties. The ability of the Company to successfully fund the Ungava properties and to acquire additional projects is conditional on its ability to secure financing when required. The Company proposes to meet any additional financing requirements through the exercise of outstanding warrants, or arranging other forms of equity financing. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions will be possible at the times required or desired by the Company.

## **1.6 Capital Resources**

The only capital resource of the Company is the mineral properties with a historic cost of \$14,706,810. The Company is committed to further expenditures on these properties, as detailed in Section 1.4 - *Results of Operations*.

## **1.7 Off Balance Sheet Arrangements**

There is no off-balance sheet arrangements to which the Company is committed.

### **1.8 Transactions with Related Parties**

The Company retains the services of certain directors and officers of the Company, or by companies controlled by directors, officers, and related parties.

There is no amount due to related parties included in accounts payable and accrued liabilities at April 30, 2007 (April 30, 2006 - \$Nil).

During the years ended April 30, 2007 and 2006, the Company was charged the following amounts by directors and officers of the Company or by companies controlled by directors, officers, and related parties:

	<u>April 30</u>	
	<u>2007</u>	<u>2006</u>
Consulting fees		
- Financial	\$ 30,000	\$ 62,400
- Marketing	44,000	27,000
- Shareholders' communication	63,750	35,000
Management fees	97,500	63,300
Website fees	20,250	18,000
Deferred exploration costs	151,500	138,085
Total	<u>\$ 407,000</u>	<u>\$ 343,785</u>

### **1.9 Fourth Quarter**

Fourth quarter results do not differ significantly from other quarters.

### **1.10 Proposed Transactions**

None.

### **1.11 Critical Accounting Estimates**

N/A

### **1.12 Changes in Accounting Policies**

N/A

### **1.13 Financial Instruments and Other Instruments**

For cash and equivalents, accounts receivable, investment in public company shares, and accounts payable and accrued liabilities, the carrying amounts of these financial instruments approximate their fair value, except for the investment in public company shares which are recorded at cost of \$300,492, with a market value of \$307,465 at April 30, 2007. The increase in value of \$6,972 is not recorded in these financial statements.

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial statements.

The recoverability of the amounts capitalized for the mineral properties under exploration is dependent upon the determination of economically recoverable ore reserves, the ability to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

### **1.14 Other MD&A Requirements**

#### ***Disclosure of Outstanding Share Capital***

	Number of shares	Book Value
Common Shares	80,236,843	\$ 25,486,309
Incentive Stock Options	6,092,000	\$ 1,887,481
Warrants	30,225,025	\$ 2,425,861

#### ***Additional Disclosure***

The Company is a venture issuer that has not had significant revenue from operations in either of its last two financial years. The Company has capitalized all expenditures relating to the exploration of its mineral properties. Details of deferred expenditures for each property are as follows:

#### ***Summary of Mineral Properties, April 30, 2007***

Refer to the financial statements and notes of the Company.

## ***Other Information***

### *Disclosure Controls*

Management has designed disclosure controls and procedures, or has caused them to be designed under its' supervision, to provide reasonable assurance that material information relating to the Company, is made known to management by others within those entities, particularly during the period in which the annual filings are being prepared. Management has also designed such internal control over financial reporting, or has caused it to be designed under management's supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements for the year ended April 30, 2007, in accordance with Canadian Generally Accepted Accounting Principles. There has been no change in the Company's disclosure controls and procedures or in the Company's internal control over financial reporting that occurred during the most recently completed year that has materially affected, or is reasonably likely to materially affect, the Company's disclosure controls and procedures or internal control over financial reporting.

The Chief Executive Officer and Chief Financial officer of the Company have evaluated the effectiveness of the Company's disclosure controls and procedures in place as at April 30, 2007. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the design and operations of these disclosure controls and procedures were effective.

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

### ***Subsequent Events***

- On June 8, 2007, the Company closed its two private placements of flow-through units (the "FT Units") and units (the "Units"). Pacific International Securities Inc. ("PI") acted as agent for one of the private placements, pursuant to which the Company has issued 15,000,000 FU Units at a price of \$0.40 per FT Units and 1,693,000 Units at a price of \$0.35 per Unit, for gross proceeds of \$6,592,550. Gilford Securities Inc. ("Gilford") acted as agent for the other private placement, pursuant to which the Company has issued 17,820,034 Units at a price of \$0.35 per Unit, for gross proceeds of \$6,237,011.90

Each FT Unit consists of: (a) one flow-through common share; (b) one half of one transferable non-glow-through share purchase warrant (an "A Warrant"), each whole A Warrant being exercisable into one common share for three years from closing date at a price of \$0.50; and (c) one half of one transferable non-flow-through share purchase warrant (a "B Warrant"), each whole B Warrant being exercisable into one common share for three years from the closing date at a price of \$1.00. Each Unit consists of: (a) one non-flow-through common share; (b) one half of one A Warrant; and (c) one half of one B Warrant.

As consideration for acting as agent, PI received a cash commission of \$254,278.50, 592,000 units with the same terms as the Units, and 1,669,300 agent's options (the "Agent's Options"). Each Agent's Option is exercisable for one common share for two years from the closing date at a price of \$0.50. As consideration for acting as agent, Gilford received a cash commission of US\$411,257.35 and 1,782,003 Agent's Options.

All of the securities issued pursuant to the private placement are subject to a hold period expiring on October 8, 2007.

- On June 20, 2007, the Company has closed its acquisition from Novawest Resources Inc. ("Novawest") of all of Novawest's interest in its properties in the Raglan belt and associated assets (the "Property"). As consideration for the sale of the Property, the Company has (i) paid to Novawest \$4 million by cash; (ii) issued to Novawest 5,000,000 shares; and (iii) issued 2,000,000 common share purchase warrants with each warrant entitling Novawest to purchase one common share of the Company at \$0.35 per share for a period of five years from the closing date.

Goldbrook has also agreed to complete a \$2 million exploration program on the Property during 2007 and has granted a 1% net smelter royalty on the Property to Novawest, with the exception of any portion of Property that carries any royalty to any other person. One half of the royalty may be purchased by Goldbrook at any time for \$1 million.

- The Company subsequently entered into a new employment agreement with an existing officer and 500,000 stock options are to be granted accordingly, subject to the approval of the Board of Directors and TSX Venture Exchange.
- On August 13, 2007, the Company announced that it had entered into an agreement with Cambria Capital, LLC of El Segundo, California ("Cambria") to act as its agent to sell, on a private placement basis, up to 21,428,571 units of the Company (the "Units") at a price of Cdn.\$0.35 per Unit. Each Unit will consist of: (a) one common share; (b) one half of one warrant with each whole warrant exercisable into one common share of the Company for a period of three years from closing at a price of \$0.50; and (c) one half of one warrant with each whole warrant exercisable into one common share of the Company for three years from the closing at a price of \$1.00. The Company has granted Cambria an over-allotment option to increase the size of the private placement by up to 15%, which may be exercised in whole or in part at anytime prior to the closing.

The Company will also conduct a concurrent non-brokered private placement of up to 4,162,790 flow-through units (the "FT Units") at a price of \$0.43 per FT Unit. Each FT Unit will consist of: (a) one flow-through common share; and (b) one half of one warrant with each whole warrant exercisable into one common share of the Company for a period of three years from closing at a price of \$0.50.

The Company plans to use the proceeds of the private placements for exploration on its Raglan property, working capital and general corporate purposes. The proceeds from the issuance of the FT Units will be used for general exploration expenses (as defined in the Income Tax Act ((Canada)) and will be renounced for the 2007 taxation year. Total gross proceeds of the private placement will be up to \$9.29 million.

All securities issued pursuant to the private placements will be subject to a four month hold period.

The offering is subject to certain conditions, including but not limited to, to receive all necessary approvals including approval of the TSX Venture Exchange and the execution of definitive agreements.

- On August 15, 2007, the Company announced that it had retained CCM Consulting, a division of Cronus Capital Markets (CCM) Inc., to assist the company with information-based strategies related to increasing market efficiencies and overall liquidity for the Company.

The services to be provided by CCM will include the production of various forms of research coverage through CCM Research, a division of Cronus Capital Markets, ongoing media coverage, web-based as well as live investor presentations, and distribution and dissemination of research reports. The Company will be paying \$42,500 with an upfront payment of \$15,016.70, and the balance payable in equal monthly payments from September 2007 to February 2008.

There is no prior relationship between the Company and CCM, nor is there any prior direct or indirect interest in the Company or its securities, or any right to acquire such an interest, on the part of CCM.

- On August 17, 2007, the Company announced that it had closed its acquisition from Cascadia International Resources Inc. (“Cascadia”) of all of Cascadia’s interest in its properties in the Raglan belt and associated assets (the “Property”). As consideration for the sale of the Property, the Company had (i) paid to Cascadia \$2 million; (ii) issued to Cascadia two million shares; (iii) issued two million common share purchase warrants, each warrant entitling Cascadia to purchase one common share of the Company at \$0.35 per share until August 16, 2012; and (iv) granted a 0.5% net smelter royalty on the Property to Cascadia, with the exception of any portion of the Property that carries any royalty to any other person, other than Novawest Resources Inc.

Previous Cascadia/Novawest exploration discovered multiple mineral showings along a 25 km strike length of the South Raglan-Delta Horizon (the Bravo Project). On the Bravo Claim Block 1, Cascadia/Novawest drilled significant intersections of anomalous values of nickel, copper and PGE (assays of up to 2.9% nickel, 4.0% copper and 17.3 gpt PGE in seven holes at the Bravo occurrence) in widely-spaced drilling, and discovered several high-grade surface showings (assays of up to 9.3% copper and 26.8 gpt PGE at the East Delta showing) along a strike length of 25 km and along strike to the west of the Ivakkak massive sulfide deposit (Canadian Royalties).

On the Bravo Claim Block 2, Cascadia/Novawest airborne geophysical surveys identified a very prospective high positive magnetic anomaly similar in character, but many times larger than that associated with the Getty mineralized zone 6 km to the east on Goldbrook’s Belanger Claim Block. This anomaly is associated with electromagnetic conductors that remain to be drill tested. The South Raglan-Delta Horizon is interpreted by Goldbrook to be the along strike continuation of its highly mineralized Belanger Horizon. The acquisition therefore doubles the extent of Belanger Horizon to 50 km of strike length along which the Company can explore. The 2007 exploration program will involve: (1) follow-up drilling of the previous intersections along strike and down dip-down-plunge; and (2) drilling new targets identified from deep-penetrating airborne geophysical surveys (VTEM), high-resolution air photography, ground geophysical surveys (SQUID), and mineral prospecting on the Bravo Project.