

## MAXIMUS VENTURES LTD.

### MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE 1<sup>ST</sup> QUARTER ENDED DECEMBER 31, 2007

*The following management's discussion and analysis ("MD&A") of the operations, results, and financial position of Maximus Ventures Ltd. ("Maximus" or the "Company"), dated February 18, 2008, covers the 1<sup>st</sup> quarter ended December 31, 2007 and should be read in conjunction with the unaudited consolidated financial statements and related notes for the three-month period ended December 31, 2007 (the "December 31, 2007 consolidated financial statements"). Readers should also refer to the Company's MD&A for the year ended September 30, 2007 and the consolidated financial statements for the years ended September 30, 2007 and 2006.*

*The December 31, 2007 consolidated financial statements have been prepared in accordance with generally accepted accounting principles in Canada ("Canadian GAAP") following the same accounting policies and methods of computations as the consolidated financial statements for the years ended September 30, 2007 and 2006, except for the adoption of new disclosure standards on Capital and Financial Instruments, as more fully described in the section entitled Changes in Accounting Policies.*

*All financial results are expressed in Canadian dollars unless otherwise indicated.*

#### **BUSINESS OVERVIEW**

The Company is engaged in the exploration for gold and silver in North America. Its primary assets are an option to earn a 75 percent interest from Miramar Mining Corporation ("Miramar") (which control was acquired by Newmont Mining Corporation on December 21, 2007) in two properties on the Hope Bay gold belt in Nunavut, an option to earn up to a 60 percent interest in certain resource properties held by NFX Gold Inc. ("NFX") in the Larder Lake area of eastern Ontario and an option to earn from a privately-held company, a 60% interest in the Unity property located in Idaho, USA. The Company is in the process of exploring its mineral projects and has not yet determined whether these properties contain mineral resources or mineral reserves. To this date, the Company has not generated any revenues from operations.

#### **Corporate**

On October 24, 2007, the Company announced that it had completed a private placement of 10,666,666 Units at a price of \$0.30 per Unit for gross proceeds of \$3,200,000. Each Unit issued consisted of one common share and one common share purchase warrant, with each warrant entitling the holder to acquire an additional common share of the Company at a price of \$0.40 per share until April 24, 2009, subject to the right of the Company to accelerate, on or after February 25, 2008, the expiry date of the warrants if the closing price of the Company's common shares is \$0.40 or greater for a period of 30 consecutive trading days. The Agents received a cash commission of 6% of the gross proceeds of the brokered portion of the financing and broker warrants to purchase up to 583,800 common shares of the Company at a price of \$0.30 per share until April 24, 2009.

On February 1, 2008, the Company had \$3.5 million of readily-available liquidities (excluding investments in asset-back commercial paper ("ABCP") of \$4.8 million, as is more fully described in the following section), including an unused credit facility of \$1,000,000 secured by the Company's investments in ABCP, to pursue without interruption its exploration programs.

#### **Asset-backed Commercial Paper**

On December 31, 2007, the Company had \$4.8 million invested in secured short-term debt obligations, issued by limited purpose trusts and sponsored and managed by non-bank entities. These obligations are commonly known as ABCP. In mid-August 2007, a number of sponsors of non-bank managed ABCP announced that they could not place ABCP due to unfavourable conditions in the Canadian capital markets. As a result, the non-bank ABCP market is currently the subject of an agreement signed August 16, 2007 among a number of affected

parties (the "Montreal Proposal ABCP"). On September 6, 2007, a Pan Canadian Committee (the "Committee") consisting of a panel of major Montreal Proposal ABCP investors was formed. The Committee subsequently retained Goodmans and JP Morgan Chase as legal and financial advisors, respectively, to oversee the proposed restructuring process. On October 16, 2007, the Chairman of the Committee announced the proposed restructuring of one of the 22 conduits affected by this crisis. On December 23, 2007, the Committee announced that an agreement in principle had been reached regarding a comprehensive restructuring of the ABCP issued by 20 of the 21 remaining trusts covered by the Montreal Proposal ABCP.

At December 31, 2007, the Company estimated the fair value of the ABCP it holds and applied a total impairment charge of \$1,050,000, including an amount of \$950,000 which had been recorded during the year ended September 30, 2007. The impairment charge for the 1<sup>st</sup> quarter ended December 31, 2007 totals \$100,000.

Additional information on the terms of the proposed December 23, 2007 restructuring and the Company's estimation of fair value are included in note 4 to the December 31, 2007 consolidated financial statements.

### ***Exploration Activities***

During the 1<sup>st</sup> quarter ended December 31, 2007, the Company incurred deferred exploration expenditures of \$497,263 compared to \$1,352,146 during the corresponding period in 2006. A total of \$442,585 was incurred on the Larder Lake properties in Ontario, \$37,485 was spent on the Hope Bay property in Nunavut and \$17,193 was spent on the Unity property in Idaho. Of the amount of \$497,264 in deferred exploration expenditures incurred during the quarter, \$337,823 was spent on drilling and \$96,708 related to management, administration and labor costs.

### **Larder Lake Project, Ontario, Canada**

Under the terms of an option agreement with NFX to acquire a 60% interest in the Cheminis, Bear Lake and Fernland properties and a 45% interest in the Barber Larder property (collectively called the "Larder Lake Project"), all of which are located in Ontario, the Company can earn its interest in the Larder Lake Project by funding cumulative exploration expenditures of \$6,000,000 by December 31, 2008, of which required cumulative commitments of \$3,200,000 was incurred by December 31, 2007. At December 31, 2007, the Company had incurred a cumulative amount of \$3,718,368 on the Larder Lake Project.

The 2007 drilling campaign has resulted in the discovery of high-grade gold zones at Bear Lake and at Fernland.

At **Bear Lake**, the Company announced on August 16, 2007 that hole #11 had intersected 2 distinct zones of high grade gold mineralization. Both of these new high-grade gold zones are open up-dip, down-dip and laterally. Both high-grade gold zones are within altered high-iron mafic and/or ultramafic volcanic rocks locally cut by albitized dykes. Assay results have been received from four of the follow-up holes drilled during the quarter around hole #11 and were reported in press releases dated November 1, 2007 and December 20, 2007. Holes #14, #15, #16 and #17A drilled between a distance of 75 to 100 metres from hole #11 all intersected the mineralized zones and returned from modest to high-quality grades.

At **Fernland**, the Company announced on November 6, 2007, the discovery of a new high grade gold zone (hole # 13). Follow-up drilling is being carried out at Fernland laterally and down-plunge of the newly discovered high-grade mineralization. A series of six drill holes were drilled at Fernland to follow-up the high grade "flow-ore" intersection in hole #13 and delimit the lateral extent and continuity of the zone along the indicated steep southeast plunge. Assay results are pending.

A \$3.75 million, 43,000 metre follow-up diamond drilling program is planned at the Larder Lake Project in 2008. The drilling program, which started on January 15, 2008, will systematically test the Bear Lake high-grade gold zones intersected in hole #11. The program will investigate the zone along strike and down-plunge to a vertical depth of 1000 m. An aggressive drilling program consisting of a minimum of 39 holes totalling 34,000 m, spaced 125 to 150 m apart, is underway in order to delineate the higher-grade lenses occurring within the gold zone.

Since part of the drilling has to be completed from the ice surface on Bear Lake, two to three drill rigs will be used to accelerate the drilling before break-up. In addition, 5,000 metres of drilling will test the down-plunge extension of the Fernland high-grade zone intersected in hole #13. This high-grade intersection, located 2.5 km west of Bear Lake, occurs at a relatively shallow depth (at 160 m below surface) and indicates that there is excellent potential for the discovery of additional high-grade gold mineralization on the Larder Lake Project. Drilling at Fernland will start after the completion of the program at Bear Lake.

Approximately 4,000 metres of additional drilling is planned to test newly interpreted targets on the Larder Lake Project along relatively unexplored parallel structures characterized by altered iron-rich rock units similar to those that controlled the high grade gold mineralization at the Kerr Addison mine. In addition, the 2007 and historic shallow drilling results from the Barber Larder portion of the Larder Lake Project are currently being evaluated. Similar lower grade gold intersections to those that lead to the discoveries of the high grade gold zones at Bear Lake and Fernland are being identified on the Barber Larder portion of the property for follow-up drilling in 2008.

### **Hope Bay Project, Nunavut, Canada**

Under the terms of an option agreement with Miramar, the Company can earn a 75% interest in the Chicago and Twin Peaks areas in the Hope Bay gold belt in Nunavut, by funding cumulative minimum exploration expenditures of \$3,250,000 by October 31, 2007 (which commitment has been respected), \$5,250,000 by October 31, 2008, and \$7,250,000 by October 31, 2009. Exploration work at Hope Bay is performed by Miramar under contract to the Company. At December 31, 2007, the Company had incurred a cumulative amount of \$4,239,159 on the Hope Bay Project.

A total of 2,620m of drilling (11 holes) was completed at Hope Bay in 2007, exclusively in the Chicago area. Assay results from the 2007 drilling program have all been received. The drill program tested the continuity and extent of a large gold-silver alteration system in order to locate potential higher grade gold-silver shoots. All holes intersected alternating sequences of felsic tuffs and flows locally cut by gabbroic dykes. In general, holes are moderately sericitized and/or chloritized with locally up to 5-10% pyrite. Follow-up holes #14A and #15 were drilled respectively 100m north of holes #6 and #10 and 200 m south of hole #12. Both holes cut chloritized and/or sericitized felsic rocks with locally up to 10% pyrite. Both of these holes confirm the thickness and continuity of the broad zone of anomalous gold and silver values.

A 2,700 metres drilling program is being planned for Hope Bay in 2008 to test gold mineralization targets in the Twin Peaks/Discovery area located close to Miramar's Madrid and Doris deposits. This area hosts numerous gold showings that lie within zones of strong iron-carbonatization and/or silicification and associated with major and subsidiary faults within corridors of high strain or strong foliation. Gold mineralization accompanied by anomalous silver, copper, lead and zinc values, occurs in quartz-carbonate veins, along structures located in highly altered rock.

### **Unity Project, Idaho, USA**

On July 31, 2007, the Company entered into an option agreement with Unity GoldSilver Mines Inc. (a privately-held company) ("Unity") to earn a 60% interest in the Unity Property located in Idaho, USA. To earn its interest, the Company must incur US \$1,000,000 in exploration and development work and complete a positive feasibility study by November 2010. During the earn-in period, the Company will manage all exploration-related activities. At December 31, 2007, the Company had incurred a cumulative amount of \$45,297 on the Unity Project.

The Unity Property consists of 8 patented claims and 38 unpatented claims, all contiguous and covering 756 acres (306 hectares). It is located near the town of Warren in central Idaho, 80 km north of McCall, a community of 3,000 people where all the required services are available. A well maintained gravel road links Warren to McCall. The property includes the Unity Mine which historically produced 100,000 ounces of gold from three gold-rich quartz veins at grades of 30 to 150 g/t during the early 20<sup>th</sup> century. The mine was closed in 1942 as a war measure and has been dormant since. An additional one million ounces of gold is reported to have been extracted from extensive placer gold deposits around the mine. A fully permitted 125 ton per day gravity mill in

good working condition is available 2 kilometres from the Unity mine portal. The mill, which is owned by a 3<sup>rd</sup> party, is not in operation at the moment.

The hydrothermal vein system covers an area of about 4 square kilometres. Individual veins are very continuous, up to 2 kilometres long, and only a fraction of the area has been mined or systematically explored. To date, 41 different gold-bearing quartz veins have been identified on the property, of which the Rescue, the Little Giant and the Charity are three of the 18 better known veins and supplied most of the reported historic gold production. These veins are still open laterally and down-dip and, with minimal exploration and development work, their extensions could potentially be mined again from an existing 1,600m long adit. No drilling has been recorded on the property and all previous exploration efforts were conducted using trenching and underground drifting along the veins. Many gold-bearing quartz veins, parallel to or cutting the main vein systems remain to be explored.

The exploration program at the Unity Project will begin in the spring of 2008. The first phase of surface drilling will test the lateral and down-dip extensions of 2 high-grade gold veins, being the Little Giant and Rescue veins.

#### **Qualified Person**

The above technical information was confirmed and/or reviewed by Mr. Bernard Boily, Vice President – Exploration for Maximus, a qualified person under the NI 43-101 regulation.

## Selected Consolidated Financial Information

	December 31, 2007	September 30, 2007
	\$	\$
<b>Balance Sheet</b>		
Cash and cash equivalents	2,683,841	277,262
Asset-backed commercial paper ("ABCP")	3,734,386	3,834,386
Mineral properties and deferred exploration expenses	8,064,836	7,260,175
Total assets	14,787,917	11,671,248
Shareholders' equity	14,403,139	11,271,861
	<b>1st Quarter ended December 31,</b>	<b>2006</b>
	<b>2007</b>	<b>2006</b>
	\$	\$
Administration expenses	228,326	86,237
Stock-based compensation cost	123,451	559,741
Interest income	(24,616)	(28,449)
Unrealized loss on marketable securities	-	1,595,000
Impairment charge on ABCP	100,000	-
Future income tax recovery	(1,569,520)	(767,700)
<b>Net earnings (loss)</b>	<u>1,142,359</u>	<u>(1,444,829)</u>
<b>Basic and diluted earnings (loss) per share</b>	0.02	(0.03)
<b>Cash flows</b>		
Operating activities	(266,909)	(86,181)
Investing activities	(461,500)	(943,427)
Financing activities	3,134,988	-

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its exploration programs and any other factor that the board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

## Results of Operations

During the 1<sup>st</sup> quarter ended December 31, 2007, the Company reported net earnings of \$1,142,359 compared to a net loss of \$1,444,829 during the corresponding quarter in 2006. The significant changes in the current quarter compared to 2006 are as follows:

Administrative expenses totaled \$228,326 in 2007 compared to \$86,237 in 2006 following the hiring of a new full-time President and CEO in December 2006, the hiring of a part-time CFO in early 2007, increased investor relations activities and higher office expenses and travel costs.

Stock-based compensation expense of \$123,451 in 2007 compared to \$559,741 in 2006 reflects the grant of 1,900,000 stock options during the 1<sup>st</sup> quarter ended December 31, 2006 compared to the granting of 620,000 options in 2007.

Interest income totaled \$24,616 in 2007 compared to \$28,449 in 2006 reflects the lower average cash balance during the quarter ended December 31, 2007 compared to the corresponding quarter in 2006.

As discussed in Business Overview – Asset-Backed Commercial Paper (“ABCP”) section, the Company recorded an additional impairment charge against the value of its ABCP in an amount of \$100,000 during the 1<sup>st</sup> quarter ended December 31, 2007.

During the 1<sup>st</sup> quarter ended December 31, 2006, the Company recorded an unrealized loss on shares held in NFX Gold Inc. of \$1,595,000 to reflect the difference between the fair value of the shares at December 31, 2006 compared to October 1, 2006, on which date the Company had adopted the recommendations of the Canadian Institute of Chartered Accountants on the recognition and measurement of financial instruments. An adjustment to the deficit of \$1,352,028 had been recorded at October 1, 2006.

Following the renouncement to flow-through share subscribers of eligible exploration expenditures in the amount of \$4,600,000 on December 31, 2007 (\$2,250,000 on December 31, 2006), the Company recorded, in accordance with applicable accounting policies, a future income tax recovery of \$1,569,520 (\$767,700 during the 1<sup>st</sup> quarter ended December 31, 2006) with a corresponding decrease to capital stock.

### Selected Quarterly Financial Information

Period ended	Revenues \$	Net earnings (loss) \$	Net earnings (loss) per share \$
December 31, 2007	24.6	1,142.4	0.02
September 30, 2007	19.5	(1,835.5) (1)	(0.03)
June 30, 2007	63.6	(169.6) (2)	-
March 31, 2007	43.1	(57.1) (3)	-
December 31, 2006	28.4	(1,444.8) (4)	(0.03)
September 30, 2006	40.8	296.5 (5)	0.04
June 30, 2006	23.5	(64.1)	(0.01)
March 31, 2006	5.3	(96.8)	(0.01)

- (1) Includes a write-down of deferred exploration expenses and mineral properties of \$855,228 and an unrealized loss on ABCP of \$950,000.
- (2) Includes a loss on marketable securities of \$40,000 and a write-down of deferred exploration expenses and mineral properties of \$77,265. The previously reported net loss of \$229,600 was adjusted to reflect a decrease in loss from marketable securities.
- (3) Includes a gain related to marketable securities of \$170,150. The previously reported net loss of \$265,800 was adjusted to reflect an increase in gain related to marketable securities.
- (4) Includes a loss on disposal of marketable securities of \$1,595,000 and a stock-based compensation cost of \$559,741, offset by a future income tax recovery of \$767,700. The previously reported net loss of \$2,597,500 was adjusted to reflect a decrease in the loss on marketable securities of \$385,000 and a future income tax recovery of \$767,700.
- (5) Includes a gain on sale of securities of \$496,445.

### Liquidity and Capital Resources

The Company had working capital of \$2,552,096 at December 31, 2007 (including cash of \$2,683,841) compared to working capital of \$108,003 at September 30, 2007 (including cash of \$277,262). The increase in working capital and the Company’s cash position is mainly attributable to the private placement of \$3.2 million which closed on October 24, 2007, less related expenses of \$321,512 and mineral property and exploration expenditures of \$458,000.

During the quarter, the Company issued a total of 11,236,666 common shares for net cash proceeds of \$3,134,988, including 10,666,666 common shares issued on October 24, 2007 following the completion of a private placement (which terms are fully described in section Business Overview – Corporate) and 570,000 common shares issued on the exercise of broker warrants. During the quarter, the Company also issued 1,000,000 common shares to Miramar, under the terms of the option agreement for the Hope Bay Project, which cost of \$300,000 was capitalized to mineral properties.

On March 6, 2007, the Company had completed a brokered private placement comprised of 10,000,000 flow-through common shares for gross proceeds of \$4,600,000, which funds are to be used to incur eligible Canadian exploration expenditures, by December 31, 2008. As at December 31, 2007, an amount of \$1,414,900 remains available for such expenditures.

The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Liquidity needs are monitored in various time bands, including 30-day projection, 180-day and 360-day lookout periods. Due to the nature of the activities of the Company, funding for long-term liquidity needs are dependent on the Company's ability to obtain additional financing, through various means, including equity financing. The Company believes that it has sufficient funds, taking into account the fair value of its ABCP investments, to continue its work programs on its exploration properties well into 2008. The amount and timing of additional funding will be significantly impacted by the outcome of the proposal to restructure the ABCP.

The Company's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to its shareholders. As long as the Company is in the exploration and development stages of its mining properties, it is not the intention of the Company to contract debt obligations to finance its work programs (except in exceptional circumstances, as has occurred in the case of contracting a credit facility secured by the Company's investments in ABCP). In the past, the Company has relied mostly on equity financing to meet its cash requirements. Future development, in excess of funds on hand, will depend on the Company's ability to obtain such financing or through other means. There can be no assurances that the Company will be successful in obtaining any such financing.

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

As of December 31, 2007, the Company has no off-balance sheet arrangements.

### **Related Party Transactions**

Related party transactions entered into during the 1<sup>st</sup> quarter ended December 31, 2007 are as follows:

- a) Paid or accrued management fees of \$nil (2006 - \$24,149) to a company controlled by a director of the Company;
- b) Paid or accrued administration expenses of \$36,003 to Reunion Gold Corporation (2006 - \$nil), a company with a common director and officers, providing administrative services;

As at December 31, 2007, an advance of \$170,930 was paid to a company controlled by the Chairman of the Company and accounts payable and accrued liabilities included an amount due to Reunion Gold Corporation of \$16,757 (\$46,708 due to Reunion Gold Corporation at September 30, 2007).

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

### **Book value of Mining Properties**

At the end of each period, management reviews the carrying value of its resource properties to determine whether any write-down is necessary. Following this analysis, no write-offs were deemed necessary as at December 31, 2007.

## **Changes in Accounting Policies**

On October 1, 2007, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants (CICA) under CICA Handbook Section 1535, *Capital Disclosures*, Section 3862, *Financial Instruments - Disclosure*, and Section 3863, *Financial Instruments - Presentation*. These new Handbook Sections apply to fiscal years beginning on or after October 1, 2007.

Under Section 1535, companies are required to disclose information that enables users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital. The objective of Section 3862 is to provide financial statement disclosure to enable users to evaluate the significance of financial instruments to the Company's financial position and performance and the nature and extent of risks arising from financial instruments that the Company is exposed to during the reporting period and the balance sheet date and how the Company is managing those risks. The purpose of Section 3863 is to enhance the financial statement user's understanding of the significance of financial instruments to the Company's financial position, performance and cash flows. The adoption of these standards has no significant effect on the Company's consolidated financial statements.

## **Financial Instruments**

The Company's financial instruments at December 31, 2007 consist of cash and cash equivalents, amounts receivable, investments in ABCP and accounts payable and accrued liabilities. Other than investments in ABCP, the fair value of these financial instruments approximates their carrying value. Other than investments in ABCP, management does not believe that these financial instruments expose the Company to any significant interest or credit risks.

The Company has limited exposure to financial risk arising from fluctuations in foreign exchange rates and the degree of volatility of these rates, as the amount of expenditures in foreign currency is not significant (approximately US \$25,000 during the three-month period ended December 31, 2007). The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

## **Outstanding Share Data**

As at February 18, 2008, the Company has:

- a) 74,335,612 common shares issued and outstanding;
- b) 14,241,966 share purchase warrants outstanding with exercise prices ranging from \$0.30 to \$0.60 per share, expiring between May 2008 and April 2009; and
- c) 5,745,000 stock options outstanding with exercise prices ranging from \$0.10 to \$0.42 and expiring between November 2009 and January 2013, including the granting in January 2008 of 1,225,000 stock options at prices varying from \$0.38 to \$0.40 per share.

## **Risks and Uncertainties**

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored ultimately become producing mines. At present, none of the Company's properties has a known commercial ore deposit. Other risks facing the Company include competition for mineral properties, environmental risks, fluctuations in metal prices, fluctuations in exchange rates, share price volatility, recoverability of holdings in ABCP and uncertainty of obtaining additional financing. The Company will require additional capital to pursue its exploration projects. Given the nature of capital market demand for speculative investment opportunities, there is no assurance that additional financing will be available for the appropriate amounts and at the times required. The impact of fluctuations in the price of gold is a risk to the Company's ability to advance its properties as well as future profitability and cash flow. The Company is also at risk as the currency exchange rate between Canadian and U.S. dollar fluctuates. The ability of the Company's exploration projects to be successfully permitted to be developed as mining projects requires the approval of regulatory agencies which are beyond the Company's control.

For a more complete discussion of these and other risk factors, reference is made to the Company's annual MD&A dated December 17, 2007, available on SEDAR ([www.sedar.com](http://www.sedar.com)) and on the Company's web site ([www.maximusventures.com](http://www.maximusventures.com)).

### **Forward Looking Statements**

Except for historical information, this MD&A may contain forward-looking statements. Forward-looking statements are not historical facts, and are subject to a number of known and unknown risks and uncertainties beyond the Company's control; uncertainties related to raising sufficient financing to fund the planned work in a timely manner and on acceptable terms; the possibility that required permits may not be obtained in a timely manner or at all; changes in planned work resulting from weather, logistical, technical or other factors; potential resources, exploration results, costs and supply of material relevant to the mining industry, and future plans and objectives of the Company. These statements may cause the actual results, levels of activity, performance or achievement of the Company to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward looking statements.

Statements relating to the effects and impacts of the market disruption are forward-looking information within the meaning of Canadian securities laws. These forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ materially from those reflected in the forward looking statements, including, ABCP market conditions, additional defaults under ABCP, the ability of ABCP funds to obtain funding from liquidity facilities supporting the ABCP, and other risks and uncertainties, including those described in this MD & A.

### **Additional Information and Continuous Disclosure**

This MD & A has been prepared as at February 18, 2008. Additional information on the Company is available through regular filings of press releases and financial statements on SEDAR ([www.sedar.com](http://www.sedar.com)) and on the Company's web site ([www.maximusventures.com](http://www.maximusventures.com)).