

MAXIMUS VENTURES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE 2ND QUARTER ENDED MARCH 31, 2008

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 May 14, 2008, covers the 2nd quarter ended March 31, 2008 and should be read in conjunction with the unaudited consolidated financial statements and related notes for the three-month period ended March 31, 2008 (the "March 31, 2008 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 March 31, 2008 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 between a 45 and 60 percent interest in certain mineral properties held by NFX Gold Inc. ("NFX") in the Larder Lake area of eastern Ontario, an option to earn a 75 percent interest from Miramar Mining Corporation in two properties on the Hope Bay gold belt in Nunavut, 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.

Exploration Activities

During the 2nd quarter ended March 31, 2008, the Company incurred deferred exploration expenditures of \$1,472,355 compared to \$674,612 during the corresponding period in 2007. A total of \$1,317,731 was incurred on the Larder Lake properties in Ontario, \$146,995 was spent on the Hope Bay property in Nunavut and \$7,629 was spent on the Unity property in Idaho. Of the total amount in deferred exploration expenditures incurred during the quarter, \$1,020,403 was spent on drilling, \$239,627 in contractor and consulting costs and \$132,145 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. At March 31, 2008, the Company had incurred a cumulative amount of \$5,036,099 on the Larder Lake Project and anticipates acquiring its interest in the Larder Lake Project in early June 2008.

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

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 in all directions. Assay results from four of the follow-up holes drilled between a distance of 75 to 100 metres around hole #11 were

reported in press releases dated November 1, 2007 and December 20, 2007. All four holes intersected the mineralized zones and returned from modest to high-quality grades. On March 31, 2008, the Company reported the 1st results from its 2008 follow-up drilling program at Bear Lake, including hole NFX08-35, drilled 450m up-dip and 50m east from hole NFX07-11, which intersected flow-type mineralization with the highest single gold value encountered to date in the Bear Lake area. The intercept in hole NFX08-35 was cut at 120m below surface, clearly showing that high-grade gold mineralization at Bear Lake also occurs close to surface and extends at least 550m down-plunge and is open laterally for over 500m.

At **Fernland**, the Company announced on November 6, 2007, the discovery of a new high grade gold zone (hole # 13). A series of six follow-up drill holes were drilled at Fernland to test for down-plunge (down to 400m vertical) and lateral (200m east and west) extensions of the high-grade gold zone intersected in hole #13. Five of the six follow-up holes intersected gold mineralization, with some significant intersections. Preliminary geological interpretation, based on the results obtained from all the drilling in the Fernland area, shows that the mineralization is more complex than anticipated. The different styles of mineralization and their different position in space suggest the presence of a new gold zone that will be evaluated for future drilling. Although apparently somewhat limited (100 to 150 m) in strike length, these mineralized shoots have proved to contain high-grade gold values within large gold-anomalous halos around the fault zones.

After a slow start-up in early February, due to the poor condition of the ice, a total of 21 holes for 10,518 metres have been completed up to April 30, 2008 at Bear Lake. There are currently 3 drills now working on land at Bear Lake. The \$3.75 million, 43,000 metres drilling program planned in 2008 will continue to systematically test the Bear Lake Gold Zone along strike and down-plunge to a vertical depth of 1,000m, using a 125m to 150m hole spacing. This spacing will be adjusted as new assay results are received. Additional targets 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 will also be tested in 2008. The Kerr Addison mine located a few kilometers to the east produced some 11 million ounces of gold before shut down.

Hope Bay Project, Nunavut, Canada

Under the terms of an option agreement with Miramar Mining Corporation ("Miramar") (which has since been acquired by Newmont Mining Corporation), 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 met), \$5,250,000 by October 31, 2008, and \$7,250,000 by October 31, 2009. During the option period, Miramar must conduct all exploration activities in accordance with an approved annual program and budget to be funded by the Company. At March 31, 2008, the Company had incurred a cumulative amount of \$4,386,154 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. All of these holes confirm the thickness and continuity of a broad zone of anomalous gold and silver values.

A 2,700-metre drilling program is 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 March 31, 2008, the Company had incurred a cumulative amount of \$52,926 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 20th 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 3rd 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 second quarter 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.

Results of Operations

During the 2nd quarter ended March 31, 2008, the Company reported a net loss of \$765,228 (\$0.01 per share) compared to a net loss of \$57,131 (nil per share) during the corresponding quarter in 2007. The significant changes in the current quarter compared to 2007 are as follows:

- Administrative expenses totaled \$304,793 in 2008 compared to \$262,342 in 2007 following the hiring of a part-time CFO during the 3rd quarter of 2007, increased investor relations activities and higher office expenses.
- Stock-based compensation expense of \$281,621 in 2008 compared to \$7,945 in 2007 reflects the grant of 2,090,000 stock options during the 2nd quarter ended March 31, 2008 compared to the granting of 400,000 options in 2007.
- Interest income which totaled \$21,186 in 2008 compared to \$43,006 in 2007 reflects the fact that the Company has not been accruing for interest due from asset-backed commercial paper ("ABCP") held since August 2007.
- As discussed below under the heading **Asset-Backed Commercial Paper**, the Company recorded an additional impairment charge against the value of its ABCP in an amount of \$200,000 during the 2nd quarter ended March 31, 2008.
- During the 2nd quarter ended March 31, 2007, the Company recorded a gain on shares held in NFX Gold Inc. of \$170,150 to reflect the difference between the fair value of the shares at March 31, 2007 compared to December 31, 2006.

During the six-month period ended March 31, 2008, the Company reported net earnings of \$377,131 (\$0.01 per share) compared to a net loss of \$1,501,960 (\$0.03 per share) during the corresponding period in 2007. The positive variance of \$1,879,091 between 2008 and 2007 is due to the following: in 2008, the Company recorded a future income tax recovery of \$1,569,520 following the renouncement to flow-through share subscribers of eligible exploration expenditures in the amount of \$4,600,000, offset by an impairment charge against the value of its ABCP in a cumulative amount of \$300,000; in 2007, the Company had recorded an unrealized loss of \$1,424,850 on shares held in NFX Gold Inc., partially offset by a future income tax recovery of \$767,700 following the renouncement to flow-through share subscribers of eligible exploration expenditures in the amount of \$2,250,000.

Selected Quarterly Financial Information

Period ended	Revenues (\$000)	Net earnings (loss) (\$000)	Net earnings (loss) per share (\$)
March 31, 2008	21.2	(765.2)	(0.01)
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)

- (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.

Asset-backed Commercial Paper

On March 31, 2008, the Company had \$4.8 million invested in secured short-term debt obligations (before accounting for an impairment charge), 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 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. On March 20, 2008, an Information Statement in respect of a Plan of Compromise and Arrangement (the "Plan"), pursuant to the Companies Creditors Arrangement Act ("CCAA"), was sent to all noteholders of Canadian third-party structured ABCP. A meeting of the noteholders to vote on the Plan was held on April 25, 2008 and noteholders approved the Plan. Under CCAA proceedings, to become effective, the Plan must receive final court approval. The Committee anticipates that the restructuring will be completed during the second quarter of 2008.

At March 31, 2008, the Company estimated the fair value of the ABCP it holds and applied a total impairment charge of \$1,250,000, including an amount of \$950,000 which had been recorded during the year ended September 30, 2007. The impairment charge for the 2nd quarter ended March 31, 2008 totals \$200,000.

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 March 31, 2008 consolidated financial statements.

Liquidity and Capital Resources

The Company had working capital of \$814,584 at March 31, 2008 (including cash of \$1,483,881) 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 in October 2007, less related expenses of \$329,167 and mineral property and exploration expenditures of \$1,324,875.

On April 30, 2008, the Company had \$3.8 million of readily-available liquidities, including an unused credit facility of \$2,500,000 secured by the Company's investments in ABCP, to pursue without interruption its exploration programs.

On October 24, 2007, the Company 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.

In November 2007, the Company received cash proceeds of \$256,500 following the exercise of 570,000 broker warrants and in October 2007, the Company had 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 March 31, 2008, the total amount has been expended for such expenditures.

The Company has no cash flow generating operations and 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 its credit facility of \$2.5 million, secured by its ABCP, 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 Plan 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 to partially offset the impact of the ABCP situation, as described above. In the past, the Company has relied mostly on equity financing to meet its cash requirements and it will continue to rely on equity financing to fund its exploration activities. The Company's long-term financial success is highly dependent on management's ability to discover economically viable deposits and in obtaining additional financing to fund the development of such deposits. There can be no assurances that the Company will be successful in obtaining any such financing.

Off-Balance Sheet Arrangements

As of March 31, 2008, the Company has no off-balance sheet arrangements.

Related Party Transactions

Related party transactions entered into during the 2nd quarter ended March 31, 2008 are as follows:

- a) Paid or accrued management fees of nil during the quarter and the six-month periods ended March 31, 2008 (\$63,199 during the quarter ended March 31, 2007 and \$87,268 during the six-month period ended March 31, 2007) to a company controlled by a director of the Company;
- b) Paid or accrued administration expenses of \$74,532 during the quarter ended March 31, 2008 and \$110,535 during the six-month period ended March 31, 2008 (nil in 2007) to Reunion Gold Corporation, a company with a common director and officers, providing administrative services;
- c) Reimbursed a loan of \$550,000 during the quarter ended March 31, 2007 borrowed from a company controlled by the Chairman of the Company and paid the lender during the same period and amount of \$138,500 as a right to a 10% participation of the proceeds from the sale of shares held in NFX Gold Inc.

As at March 31, 2008, an advance of \$170,930 was owed by a company controlled by the Chairman of the Company (repaid on April 24, 2008) and accounts payable and accrued liabilities included an amount due to Reunion Gold Corporation of \$42,492 (\$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-down was deemed necessary as at March 31, 2008.

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 March 31, 2008 consist of cash and cash equivalents, amounts receivable, ABCP and accounts payable and accrued liabilities. Other than ABCP, the fair value of these financial instruments approximates their carrying value. Other than 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 \$7,500 during the three-month period ended March 31, 2008). The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

Outstanding Share Data

As at May 14, 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) 6,610,000 stock options outstanding with exercise prices ranging from \$0.10 to \$0.42 and expiring between November 2009 and March 2013.

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) and on the Company's web site (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 May 14, 2008. Additional information on the Company is available through regular filings of press releases and financial statements on SEDAR (www.sedar.com) and on the Company's web site (www.maximusventures.com).