

MAXIMUS VENTURES LTD.
Management Discussion and Analysis
For the Three-Month-Period Ended December 31, 2004

The following discussion and analysis of the results of operations and financial position of Maximus Ventures Ltd. (the "Company"), is prepared as of February 22, 2005 and should be read in conjunction with the Company's unaudited consolidated financial statements and the notes thereto for the three-month-period ended December 31, 2004.

Deferred Exploration

On October 18, 2004, Maximus announced high grade assay results from four drill holes in the Eastern Contact property block at Hope Bay. The results were also reported in the results for the year ending September 30, 2004. Maximus has an option to earn a 75 percent interest with Miramar Mining Company in two properties in the Hope Bay gold belt in Nunavut.

On February 22, 2005 a formal report summarizing all work completed in 2004 at Hope Bay was received from Miramar. Exploration work at Hope Bay is conducted by Miramar under contract to Maximus. The report contains recommendations for a 2005 drilling program at Hope Bay on both the Eastern Contact and Twin Peaks property blocks. The recommendations for 2005 exploration work are now under review.

Finally, in the period October 1, 2004 to the present, Maximus has conducted field reviews of several early stage gold prospects in the western USA. Early stage prospects may contain evidence of historic prospecting activities or geologic features indicating potential for gold mineralization, but they have not been extensively studied or drilled.

Results of Operations

The Company incurred a loss of \$168,211 during the three-month-period ended December 31, 2004, compared to a loss of \$311,591 for the three-month-period ended December 31, 2003. Some of the significant expenses are as follows:

	For the Three Months Ended Dec 31, 2004	For the Three Months Ended Dec 31, 2003
EXPENSES		
Consulting	40,220	74,200
Management fees	37,203	12,000
Property investigation costs	1,128	82,047
Stock-based compensation	55,255	50,418
Travel and related costs	9,303	32,496

Consulting – With the acquisition of the Hope Bay project in 2004, the Company retained its current consultants to work on this project. In the three-month-period ending December 2003, the Company was very active in acquiring projects of merit. This resulted in a significant expense for consulting during this period.

Management Fees – The increase in management fees for the three month period ended December 31, 2004, as compared to the same period in 2003, was related to the contract entered into by the Company with the Company's President for US\$8,000 per month.

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Stock-based Compensation – During both the comparative periods, the Company granted incentive stock options that resulted in a stock-based compensation expense calculated using the Black-Scholes option pricing model. These are non-recurring expenses.

Travel – This expense decreased significantly in the three month period ended December 31, 2004 compared to the same periods in 2003 due to the travel that related to the acquisition of the Argentina projects in this previous year.

Summary of Quarterly Results

	Qtr. Ended Dec. 31, 2004	Qtr. Ended Sept. 30, 2004	Qtr. Ended Jun. 30, 2004	Qtr. Ended Mar. 31, 2004
Revenue – interest	\$ 3,470	\$ 1,414	\$ 1,175	\$ 4,266
Loss for the period	(168,211)	(967,714)	(232,309)	(183,105)
Loss per share	(0.01)	(0.10)	(0.02)	(0.02)

	Qtr. Ended Dec. 31, 2003	Qtr. Ended Sept. 30, 2003	Qtr. Ended Jun. 30, 2003	Qtr. Ended Mar. 31, 2003
Revenue – interest	\$ 5,697	\$ 4,469	\$ 6,327	\$ 2,564
Loss for the period	(311,591)	(602,282)	(99,129)	(143,456)
Loss per share	(0.02)	(0.10)	(0.01)	(0.02)

Liquidity and Capital Resources

The Company held cash of \$1,415,798, at December 31, 2004, compared to \$2,048,434 held at September 30, 2004. The decrease in cash is mainly attributable to the flow-through funds expended on the Company's Hope Bay project.

The Company's working capital at December 31, 2004 was \$1,292,447, compared to a working capital of \$1,604,325 at September 30, 2004.

As of December 31, 2004, the Company had 2,230,000 outstanding share purchase options and 8,914,500 outstanding share purchase warrants (with exercise prices ranging from \$0.15 to \$0.50).

Other Items

The Company also earned \$3,470 (2003 - \$5,697) in Interest Income during the current period.

Transactions with Related Parties

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During the three-month-period ended December 31, 2004, the Company entered into the following transactions with related parties:

- a) Paid consulting fees of \$22,700 (2003 - \$39,000) to Buccaneer Management Ltd., a company controlled by a director.
- b) Paid consulting fees of \$7,200 (2003 - \$12,000) to Tabo Investments Ltd., a company controlled by a director.
- c) Paid consulting fees of \$9,000 (2003 - \$Nil) to Barbara Dunfield, a director of the Company.
- d) Paid management fees of \$8,000 (2003 - \$12,000) to Tabo Investments Ltd., a company controlled by a director.
- e) Paid management fees of \$29,203 (2003 - \$Nil) to Exploration Management LLC, a company controlled by the President of the Company.
- f) Paid rent expense of \$8,000 (2003 - \$6,000) to 641485 BC Ltd., a company controlled by a director.

As at December 31, 2004, prepaid expenses included \$15,081(2003 - \$18,000) paid to Exploration Management LLC, a company controlled by the President of the Company.

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.

Critical Accounting Estimates

The most significant estimates are related to the physical and economic lives of mineral assets, and their recoverability.

Mineral properties and deferred exploration costs

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be an impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production. Mineral properties which are sold before that property reaches the production stage will have all revenues from the sale of the property credited against the cost of the property. Properties which have reached the production stage will have a gain or loss calculated based on the portion of that property sold.

The recorded cost of mineral exploration interests is based on cash paid, the assigned value of share considerations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependant on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to mineral properties and areas of geological interest until the properties to which they relate are placed into production, sold, abandoned or management has determined there to be an impairment. These costs will be amortized on the basis

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of units produced in relation to the proven reserves available on the related property following commencement of production.

Property option agreements

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Because options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as resource property costs or recoveries when the payments are made or received.

Cost of maintaining mineral properties

The Company does not accrue the estimated future costs of maintaining its mineral properties in good standing.

Environmental protection and reclamation costs

Liabilities related to environmental protection and reclamation costs are accrued and charged to income when their likelihood of occurrence is established. This includes future removal and site restoration costs as required due to environmental law or contracts.

Management Changes

During the period, the following management changes occurred within the Company:

Mr. Frederick Graybeal was appointed President, Chief Executive Officer and Director of the Company. Ms. Barbara Dunfield resigned as President and Mr. Paul Ray resigned from the board of directors.

Mr. David Fennell was appointed to the board of directors as director and chairman. Mr. Ian Rozier resigned as chairman. Ms. Elaine Bennett has also been appointed to the board of directors.

Other Information

As of February 22, 2005, the Company has:

- a) 24,609,048 common shares outstanding.
- b) 2,230,000 stock options outstanding.
- c) 8,914,500 share purchase warrants outstanding.

Additional information is available on SEDAR at www.sedar.com

Cautionary Statement on Forward Looking Information

This Management Discussion and Analysis may contain forward-looking statements that involve risks and uncertainties. When used in this Management Discussion and Analysis, the words “believe,” “anticipates,” “expects” and similar expressions are intended to identify such

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forwardlooking statements. The Issuer's actual results may differ significantly from the results discussed in the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Issuer undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.