Cadillac Mining Corporation

FOR THE QUARTER AND YEAR ENDED AUGUST 31, 2009

FORM 51-102 F1

MANAGEMENT DISCUSSION AND ANALYSIS

DATE: DECEMBER 21, 2009

Cadillac Mining Corporation ("the Company" or "CMC") provides this MD&A as of December 21, 2009 and is in respect of the quarter and year ended August 31, 2009.

The Company prepares its financial statements in accordance with Canadian generally accepted accounting principles, and these statements are filed with the relevant regulatory authorities in Canada. All currency amounts are expressed in Canadian dollars unless otherwise noted.

FORWARD-LOOKING INFORMATION AND REPORT DATE

This MD&A contains certain forward-looking information. All information, other than historical facts included herein, including without limitation data regarding potential mineralization, exploration results and future plans and objectives of the Company, is forward-looking information that involves various risks and uncertainties. There can be no assurance that such information will prove to be accurate and future events and actual results could differ materially from those anticipated in the forward-looking information.

The forward-looking information is provided only as of the date of this MD&A, December 21, 2009 (the "Report Date").

OVERVIEW OF BUSINESS

CMC is a junior mining exploration company actively engaged in the acquisition, exploration and development of mineral resource properties, to date in the Provinces of Quebec and British Columbia. The Company's core management and technical team are mining professionals, with extensive domestic and international experience in all aspects of mineral exploration, operations and venture capital markets.

Subsequent to the Company's 2008 fiscal year-end, worsening economic and market conditions caused management to adopt a conservative approach to exploration activity. During this period, the overriding strategy has been to preserve cash resources, and maintain the Company's capital structure by avoiding highly dilutive financings. As a consequence, the level of expenditures during the year has been limited, with primary focus on developing new concepts and exploration targets. Having conserved its cash during the recent period of uncertainty, the Company is now in a position to resume a policy of more aggressive acquisition and exploration.

RESULTS OF OPERATIONS

Subsequent to the major drilling programs on the Cadillac Break, the Company completed an acquisition program in 2007 in British Columbia. Four previously inactive exploration projects offered good potential for success from low-cost first-stage drill programs which were conducted late in 2007, partly to meet Federal Income Tax Act requirements. Results, as previously disclosed, were varied. In May 2008 the Company optioned a fifth BC property, the Herd Dome prospect, but subsequently relinquished the Santa Maria and Tuzo Creek options.

During 2008, due to worsening economic and market conditions noted above, the Company conducted only limited exploration, funded primarily by a $200,000 flow-through share placement with the MineralFields Group.

A short drill program was conducted on the Beauchastel East gold prospect in Quebec in July 2008, while a ground magnetic survey was successfully completed in August 2008 on the Osilinka-Cat Mountain property. The Tuzo Creek molybdenum property was drilled in August 2008 to test for extensions of mineralization encountered in 2007, but results were inadequate to extend the option.

During the past year, consistent with the strategy described above, management has conducted in-house research, data analysis, and prospecting as the initial stages of new grass-roots exploration programs for precious, and to lesser extent, base metals. Management has also reviewed a number of acquisition opportunities during the year. Agreement was reached recently to revise the terms of the Silver Streak option, which has been extended. On the other hand, the Company was not able to obtain satisfactory revisions to the terms of the Osilinka-Cat Mountain option, while management has determined that under current market conditions, the potential of the Herd Dome property does not warrant the high initial expenses related to access and permitting. Consequently, both options have been relinquished.

Property Holdings

West Cadillac Project

The Company continues to hold a regional-scale land position, comprising 250 claims covering approximately 8841 hectares in Beauchastel, Dasserat, and Rouyn Townships, lying immediately west of the mining center of Rouyn-Noranda, Quebec. Adequate exploration drilling was conducted during 2006 and the current year to extend the retained claims until at least the next cycle anniversary in 2010.

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Osilinka-Cat Mountain Project

In September 2007 the Company executed an option agreement with Lysander Minerals Corporation to earn a 50% interest in the 9002-hectare Osilinka-Cat Mountain porphyry copper-gold prospect located in north-central British Columbia, about 170 km northwest of Mackenzie.

The option requires CMC to expend $2,000,000 (including an administration allowance) on exploration, and pay Lysander 250,000 CMC shares over a four-year period to earn a 50% interest in the property. The Company has issued 50,000 shares to Lysander, and completed its 2008 expenditure obligation. As drilling results were, in the Company's opinion, indicative of a smaller but higher grade target than originally anticipated, discussions were initiated with Lysander earlier in the year to revise the terms of the option. As CMC has not been able to obtain satisfactory terms, the agreement has been terminated.

Silver Streak Project

The Company holds a November 2007 option to acquire a 100% interest in a since expanded 756-hectare Silver Streak silver-copper prospect located 25 km south of the town of Houston in west-central British Columbia in the Omineca Mining Division.

The recently amended option requires CMC to pay a group of private prospectors $55,000 and 400,000 Cadillac shares over a four-year period to earn a 100% interest in the property, subject to a 1% production royalty that can be purchased for $1,000,000. Cadillac has paid $5,000 and 50,000 shares to the vendors to date, and has met expenditure obligations under the agreement.

Herd Dome Project

In May 2008 the Company concluded an option agreement with the Estate of Frank Onucki to acquire 567 hectares of mineral claims comprising the Herd Dome copper property, subsequently expanded to 2495 hectares. Located in the Omineca Mining Division of west central British Columbia, the prospect is situated 90 kilometers by logging road southwest of Houston, B.C. in a region which hosts several significant copper deposits, and numerous other mineral occurrences.

Under the terms of the original agreement, Cadillac can acquire a 100% interest in the Herd Dome property by expending $350,000 on exploration over five years, and making payments totaling $135,000 and 300,000 shares over a 4-year period. The initial payment comprised $5000 and 25,000 shares. The vendor will retain a production royalty comprising 3% of net smelter return, of which Cadillac can purchase two-thirds for $2,000,000 and 50,000 shares. As of the date of this MD&A the Company has relinquished the option.

General Geology & Exploration Potential

West Cadillac Project

The 200km-long Cadillac-Larder Lake Deformation Zone has produced a spectacular array of gold and base metal deposits over many decades. Recent years have seen the discovery of one large new low grade gold deposit near the village of Malartic, while the structure is currently the active focus of extensive exploration.

The West Cadillac project is located within the Noranda volcanic complex, primarily under a section of the Cadillac Break west of Rouyn-Noranda that had never been explored because it is obscured by a localized cover of Proterozoic (Cobalt) formation. The principal focus of the Project is the roughly 20 kilometers of this unexplored section of the Break (in Beauchastel and Dasserat Townships) held by CMC.

Osilinka-Cat Mountain Project

The Osilinka-Cat Mountain property, located within a geological trend referred to as the Quesnel Trough, is readily accessible by the Kemess mine road. Mineralization consists of alkalic intrusion-hosted copper and gold-bearing disseminated to semi-massive sulphides. It shares similarities with the Kemess, Mount Milligan, and the recently discovered Kwanika deposits.

Modern exploration, which dates to the acquisition of the prospect by BP Minerals in 1975, has included mapping, geochemical and geophysical surveys, trenching and core drilling. This work outlined strongly elevated Cu and Au values covering an area roughly one kilometer in diameter on Cat Mountain. Much of the previous drilling focused on the Bet Zone located on the west of this area. This work revealed sub-economic mineralization exhibiting intense K-feldspar alteration associated with pyrite, chalcopyrite and magnetite similar to some porphyry systems. An airborne survey completed by Lysander in mid-2007 shows that strong geochemical copper-in-soils anomaly corresponds with a zone of linear high-gradient magnetic responses

Prior to CMC's involvement in the property, exploration on Cat Mountain had focused on proving disseminated, low-grade copper mineralization within the volcanic complex located on the eastern edge of the Hogem batholith. A reassessment of current and historical drilling results in light of the 2008 ground magnetic survey indicates that mineralization is confined to discrete shear-controlled parallel zones. These appear to pinch and swell irregularly, forming lenses of semi-massive sulphide bodies rimmed by lower grade pyrite/chalcopyrite disseminations. Significant gold and cobalt values are confined to the massive central mineralization.

Silver Streak Project

The property is readily accessible by main-line logging roads approximately 25 km south of Houston, B.C. Prior workers described the prospect as a structurally controlled discordant epithermal system comprised mainly of disseminated and stringer sulphides with associated carbonate or quartz-carbonate veinlets and breccia zones. Several parallel, 3 to 13 meters wide, north-northeast striking, sub-vertical mineralized lenses, contained within an overall zone width of 35 to 60 meters, have been identified over a strike length of 80 meters, and to a depth of 140 meters by previous drilling. Mineralization displays similarities to that of the Equity Silver deposit located approximately 30 km to the east, though the likelihood of common genesis is in dispute.

Trenching produced significant results which included 1.99% Cu and 338 g/t Ag over 33 meters. An angle core hole drilled under this trench in 1991 intercepted 8.8 meters of 0.49% Cu and 258 g/t Ag, within 21.1 meters averaging 0.27% Cu and 127 g/t Ag. Another trench excavated in 2002 returned 0.26% Cu and 191 g/t Ag over 16.7 meters. Data suggests that mineralization is controlled by broad north-south trending high-angle structures where they intersect favourable lithology.

Herd Dome Project

The Herd Dome prospect was discovered in the 1970's by 'grassroots' prospecting. The claims have been staked, abandoned and re-staked several times. Despite encouraging prospecting results over several decades, the prospect has not been methodically mapped or sampled, nor has there been any drilling. It and the surrounding area are virtually unexplored, due primarily to the rugged terrain and previously difficult access. More recently, a network of logging roads has penetrated to within 3 km of the main showing on the prospect. Extending one of the existing roads would therefore provide direct access to the upper reaches of the property.

Work completed in the late 1990's identified copper mineralization in several zones extending over an area measuring 1500 by 2000 meters. Two prominent showings related to fragmental rocks, (possibly hydrothermal breccias) carry strong, fracture controlled copper and silver. The 'Pipe' zone was estimated by Placer Dome, who mapped the area in 1992, to measure at least 250 meters in diameter. Chalcopyrite, bornite, covellite, malachite and chalcocite occur as veinlets, stringers, disseminations and pods. Two additional nearby copper showings exhibit very similar mineralogical characteristics, but with lower silver values. Controls to mineralization are not yet understood.

Exploration Programs & Results

West Cadillac Project

Since 2004 the Company has conducted several exploration programs on optioned and 100%-owned claims. Geophysical and lithogeochemical surveys provided the basis for defining drill targets, particularly on the Cadillac

Break. By far the greatest expenditure has been on core drilling where in three campaigns the Company has completed 30 holes, for an aggregate of 17,421 meters on staked and optioned claims. No potentially economic mineralization has been intercepted to date.

Drill targeting through the Proterozoic cover in 2006 proved to be more difficult than anticipated. The Cobalt sediments are thicker than geophysics predicted, and lithogeochemistry conducted in 2005 in retrospect failed to generate meaningful drilling targets. However CMC drilling on the 'Break' did reveal considerable new geological information that will guide future exploration. In particular, a shear-hosted, (sub-economic) gold-bearing quartz vein intersected in DDH 06-20 may be indicative of a deep-seated hydrothermal system. In addition, the drill hole encountered more than 200 meters of sulphide-bearing sediments, which despite returning only anomalous gold values, suggest potential for a large mineralizing event in the area. Further drilling will be required to test this target.

Drilling on the claims optioned from Richmont Mines Inc. totaled 9321 meters in 17 holes in three campaigns. These programs targeted mineralization on the Francoeur Shear, extensions to the Lac Fortune deposit, and on the Cadillac Break. Results, which did in fact include some high-grade intercepts, and a complete compilation of the Arntfield area database, failed to indicate adequate potentially economic mineralization to justify further exploration. The Richmont option was relinquished in 2007.

In July 2008, Cadillac drilled a single NQ caliber hole on its East Beauchastel claim group located in Beauchastel Township. Drilled to a depth of 215.4 meters, DDH 08-01 targeted a prospective zone of gabbroic intrusives that follows a distinct linear magnetic anomaly extending westward from Alexis Minerals' Lac Pelletier deposit. The hole intersected alternating intervals of volcanic units intruded by medium grained gabbro. All rock types were strongly carbonate altered, but no significant sulphide-bearing zones were observed, nor gold values of significance obtained.

The principal West Cadillac claim groups are currently in good standing until 2010. The merits of conducting additional drilling of targets derived from 2004 – 2007 exploration will be in part determined by prevailing market conditions. Regardless of such immediate constraints, the large West Cadillac claim position covers highly prospective geology and remains a valuable long-term asset.

Osilinka-Cat Mountain Project

Seven NQ-caliber core holes, 07-18 through 07-24, totaling 1297 meters, were drilled on Cat Mountain early in the Company's fiscal year to test 300 meters of a northerly trending copper-gold geochemical anomaly that appeared to have potential for classic "porphyry-style" mineralization.

All drill holes intersected significant mineralization, ranging from geochemically anomalous copper to semi-massive sulphides, all associated with considerable magnetite. The best hole, DDH 07-21 intersected 5.15 meters of semi-massive chalcopyrite, pyrite and magnetite which assayed 5.7% Cu, with coincident gold, silver and cobalt values grading 3.1 g/t, 4.6 g/t, and 500 ppm respectively. This intercept includes a 1.5 meter interval carrying 9.9% Cu, 5.8 g/t Au and 0.09% Co over. DDH's 07-18 and 07-24 also intersected very strong to massive pyrite-chalcopyrite-magnetite mineralization, over widths of 1.5 and 3.5 meters, returning values of 1.5% and 1.9% Cu, and elevated gold, silver and cobalt. Furthermore, records of past drilling and trenching show a similarly close relationship between copper and magnetite.

Due to this link between copper mineralization and magnetite, Cadillac conducted a detailed ground magnetic survey on the summit and western flank of Cat Mountain in August 2008 to determine the size, direction and continuity of such structurally controlled magnetite. A total of 46.5 line-kilometers were surveyed on 31 lines spaced at 50 meters. The survey identified a broad zone of parallel linear magnetic bands striking nearly north-south. Preliminary evaluation indicates that zones of high magnetic intensity cover an area measuring about 700 meters in length and 400 meters east-west. Contoured interpretation maps are presented on the Company's website as 'total field' and 'calculated vertical gradient'.

As indicated above, discussions with Lysander Minerals were not productive, and the option has been relinquished.

Silver Streak Project

Cadillac's four-hole, 549-meter program completed in December 2007 was designed to test for continuity of the mineralization discovered in 1992. DDH SS07-1 was drilled under Trench 2002-3 that had uncovered three mineralized sections. DDH SS07-02, located nearly on the same section sought to intersect the same targets at lesser depth. SS07-1 failed to intersect mineralization of consequence, but SS07-2 intersected 28.2 g/t Ag in graphitic argillites over 28.4 meters from 16.4 to 44.8 meters. Unfortunately the hole was abandoned at 44.8 meters in better mineralization due to bad ground conditions in a fault.

These results imply that structural and stratigraphic complexities govern mineralization. Weak mineralization in holes SS07-3 & -4 drilled south of the main showing suggest that a diffuse north-south structure has provided plumbing controls that can generate exceptional mineralization where lithological conditions are favourable. In addition, the region is considered favourable for VMS-style mineralization according to recent published reports.

Recent Geoscience BC QuestWest airborne magnetic and gravity surveys have improved the overall understanding of the regional context and provide encouragement for further work on the property. Since the target area is underlain by swamp and marsh, a ground magnetic survey will be performed under full winter conditions.

Herd Dome Project

As a result of promising surface exploration completed by the Company and prior operators, a multispectral evaluation of an Aster satellite image of the property was performed during the year. A limited drill program was considered, but management determined that the high costs consequent to the difficult logistics of the property could not be justified in the current market environment.

DIRECTORS and MANAGEMENT

The Company's core management and technical team comprise proven professionals, with extensive domestic and international experience in all aspects of mineral exploration, operations and venture capital markets. Details of individual backgrounds can be found in prior filings.

Victor F. Erickson, P. Eng., MBA - President & CEO & Director

Andre J. Audet, P. Eng. – Vice-President, Exploration & Director

Elmer B. Stewart, P. Geol. – Director

David W. Childs, P. Eng., MBA - Director

Larry D. Sorenson, CA – Secretary & CFO

RISKS & UNCERTAINTIES

Inherent to the business of acquiring, exploring mineral properties, the Company is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Company currently has no source of revenue other than project management fees, and interest on cash balances. The Company will rely mainly on equity financing to fund exploration activities on its mineral properties.

The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties to which the Company may be exposed.

Early Stage – Need for Additional Funds

The Company has no history of profitable operations and its present business is at an early stage. As such, the Company is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages, and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Exploration and Development

Mineral exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

All of the mineral claims to which the Company holds or has a right to acquire an interest are in the exploration stages only, and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

Operating Hazards and Risks

Mining operations involve many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Although the Company maintains liability insurance in an amount, which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Company could incur significant costs that could have a materially adverse effect upon its financial conditions.

Supplies, Infrastructure, Weather and Inflation

Recent, improved market conditions for resource commodities after several years of record low prices have resulted in a dramatic increase in mineral exploration causing widespread shortages of experienced technical personnel, and heavy demand for drillers, and crews, and geophysical surveying crews, as well as other goods and services required by exploration companies to perform work.

It is difficult at this stage to quantify the effect of the increased demand for exploration goods and services, but it is forecast that field costs for the upcoming field season will be higher than the rate of inflation prevailing in other sectors of the economy. Exploration companies can also expect to experience difficulty in scheduling drill contracts, geophysical surveys, and other services that are key components of early stage exploration programs.

Metal Prices

The mining industry, in general, is intensely competitive and there is no assurance that a profitable market will exist for the sale of metals produced even if commercial quantities of precious and/or base metals are discovered. Factors beyond the control of the Company and may affect the marketability of metals discovered. Pricing is affected by numerous factors beyond the Company’s control, such as international economic and political trends, global or regional consumption and demand patterns, increased production and smelter availability. There is no assurance that the price of metals recovered from any mineral deposit will be such that they can be mined at a profit.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company’s mineral property interest may be subject to prior unregistered agreements, or transfers, or native claims, and title may be affected by undetected defects.

Environmental Regulations, Permits and Licenses

The Company’s operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, safety and other matters. Environmental legislation in Quebec provides restrictions and prohibition on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Company intends to fully comply with all environmental regulations.

A significant portion of the Company’s claims lie within the boundaries of a newly established study area in which some or all of the lands may become subject to a special designation following assessment. This study area was established well after mineral titles were acquired by CWE. New claims are not being granted within these boundaries, however, existing titles are not encumbered and title holders retain of all pre-existing rights to conduct exploration and develop resulting mineral resources, subject only to regulations prescribed in the Mining Act.

The current operations of the Company require permits, while such operations are governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental, mine safety and other matters.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Cadillac and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

The Company believes that it is in substantial compliance with all material laws and regulations, which currently apply to its activities. There can be no assurance, however, that all permits which the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Company's ability to acquire suitable properties or prospects in the future.

The Company may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Company may not be able to finance the expenditures required to complete recommended programs.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability. Unfavorable economic conditions could also increase the Company's financing costs, decrease net income or increase net loss, limit access to capital markets and negatively impact any of the availability of credit facilities to the Company.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

SUMMARY OF ANNUAL RESULTS

The financial statements have been prepared in accordance with Canadian generally accepted accounting principles, and are expressed in Canadian dollars. For August 31, 2009 general and administrative expenses comprise advertising and promotion $245 (August 08 - $1,901), bank charges $229 (August 08 - $440), consulting $62,500 (August 08 - $65,173), investor relations $8,796 (August 08 - $25,396), office & miscellaneous $11,504 (August 08 - $9,832), general exploration $82,947 (August 08 - $21,944), and stock based compensation $ 14,550 (August 08 - $ 39,072) and travel and accommodation $5,229 (August 08 - $9,856).

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As at	August 31 2009 $	August 31 2008 $	August 31 2007 $	August 31 2006 $	May 31 2006 $
Current assets	385,231	594,622	1,192,375	1,922,590	2,516,831
Exploration advances	-	-	-	-	161,932
Equipment	1,287	1,839	2,627	3,753	2,267
Mineral Properties	319,141	701,664	856,614	1,789,417	728,838
Total assets	705,659	1,298,125	2,051,616	3,715,760	3,409,868

Current liabilities	445,398	168,919	380,482	493,051	516,287
Other liabilities	-	247,372	-	100,000	100,000
Shareholders' equity	260,261	881,834	1,671,134	3,122,709	2,793,581
Total shareholders' equity & liabilities	705,659	1,298,125	2,051,616	3,715,760	3,409,668
Working capital (Deficiency)	(60,167)	178,331	811,893	1,109,539	2,000,544
Amortization	552	788	1,126	226	200
General and administration	186,000	173,614	262,921	81,990	278,073
Professional fees	40,383	63,040	52,136	13,889	45,933
Regulatory & filing fees	15,349	21,724	26,061	12,415	1,688
Total Expenses	242,284	259,166	342,244	108,520	325,894
Write off of mineral properties	402,778	821,181	1,157,674	-	-
Future income tax recovery	(52,000)	-	(616,719)	-	-
Gain on forgiveness of debt	-	-	-	-	-
Interest income	(6,189)	(16,390)	(44,506)	(19,370)	(2,583)
Loss for year	586,873	1,063,957	838,693	89,150	323,111
Charge to deficit upon acquisition of subsidiary	-	-	-	-	598,039
Basic and diluted loss per share	$(0.02)	$(0.04)	$(0.04)	$(0.02)	$(0.02)
Weighted average number of common shares outstanding	25,038,047	23,972,451	24,298,067	23,053,132	13,975,7621

SUMMARY OF QUARTERLY RESULTS

As at the quarter ending August 31, 2009 the Company had a working capital deficiency of $60,167. During the three month period ended August 31, 2009 the Company had interest income of $3,668; amortization of $138; general exploration costs o $61,463; general and administration expenses of $3,495, professional fees of $ 17,600; and regulatory and filing fees of $1,051; for a net loss of $ 381,569.

	Q4 2009 $	**Q3 2009** $	**Q2 2009** $	**Q1 2009** $	**Q4 2008** $	**Q3 2008** $	**Q2 2008** $	**Q1 2008** $
Total Revenue	3,668	126	-	2,395	9,706	794	2,451	3,349
Net Income (loss)	(381,569)	(66,674)	(37,304)	(52,036)	(878,132)	(108,427)	(53,677)	(23,721)
Income (Loss) Per Share	(0.015)	(0.003)	(0.002)	(0.002)	(0.037)	(0.004)	(0.002)	(0.001)

LIQUIDITY and CAPITAL RESOURCES

In 2005, the Company completed flow-through private placement comprising of 600,000 special warrants which were issued at $0.20 per special warrant, raising $120,000.

In February of 2006, the Company completed a private placement comprising 625,000 units consisting of one common share and one common share purchase warrant which were issued at $0.20 per special warrant. Each warrant entitled the holder to purchase one common share at a price of $0.25 on or before February 28, 2007, raising $125,000.

On May 31, 2006, the Company completed the first closing of a brokered private placement comprising 425 A units and 137 B Units at a price of $5,000 per unit. The A units consisted of 2,500 common shares, 7,500 flow-through shares and 2,500 share purchase warrants. The B units consisted of 10,000 and 10,000 share purchase warrants. Each whole warrant entitles the holder to purchase one common share at a price of $0.55 on or before July 10, 2007 and at a price of $0.75 on or before July 10, 2008. This financing raised $2,372,863 net of issuance costs of $437,137.

On July 7, 2006 the Company completed the second closing of the brokered private placement which in aggregate comprised 6,420,000 shares by issuing an additional 57 A units and 25 B Units at a price of $5,000 per unit on the same terms as described above. This financing raised an additional $380,764 net of issuance costs of $29,236.

The exploration expenditures by the Company in the Province of Quebec are eligible for a 35% refundable tax credit as administered by Revenu Quebec. To date the Company has received $ 910,764 in respect of expenditures made through August 31, 2008 under this incentive program. The Ministre des Ressources Naturelles administers the Mining Duty program, under which exploration expenditures are eligible for a further net 7.8% rebate. To date the Company has received $187,812 under this program in respect of expenditures completed through August 31, 2007.

On July 22, 2008, the Company completed a private placement of 2,000,000 units at a price of $0.10 per unit. Each unit was comprised of one flow-through common share and one share purchase warrant, exercisable into one share at $0.15 per warrant on or before January 23, 2010. The majority of these funds were applied to drilling programs on the Tuzo Creek and Beauchastel East properties, and on a ground geophysical survey on the Osilinka-Cat Mountain property.

Subsequent to August 31, 2009 the Company received $254,475 from Canada Revenue Agency pursuant to its METC application with respect to British Columbia exploration expenditures completed during the fiscal year ended August 31, 2008.

OFF BALANCE SHEET ARRANGEMENTS

The company has no off Balance Sheet Arrangements.

TRANSACTIONS WITH RELATED PARTIES

The following related party transactions were incurred in the normal course of operations and were measured at their fair value as determined by management.

	Q2 2009	Q3 2009	Q2 2009	Q1 2009	Q4 2008	Q3 2008	Q2 2008	Q1 2008
	$	$	$	$	$	$	$	$
Management fees charged by a company controlled by the President	15,000	15,000	15,000	15,000	15,000	15,000	15,000	15,000
Geological consulting fees charged by company controlled by a director	15,000	15,000	15,000	15,000	11,300	15,000	22,000	20,000
Consulting and accounting fees charged by a company controlled by an officer	2,925	6,000	5,500	6,500	10,225	6,500	6,375	7,500
Amounts owed to companies controlled by directors and officers	381,045	338,616	292,051	264,301	247,372	259,215	249,034	242,115

Conflicts of Interest

The Company's directors and officers may serve as directors or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions, or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the Business Corporations Act (BC) ("Corporations Act") dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Company's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith, and the best interest of the Company.

ACCOUNTING

Critical Accounting Estimates

Please refer to Note 3 of the Company's Financial Statements for additional information under "Significant Accounting Policies".

Changes in Accounting Policies Including Initial Adoption

Effective January 1, 2002 a new accounting standard for stock-based compensation plans was retroactively adopted. The standard encourages use of the fair-value based method for direct awards of stock options. No compensation expense is recognized for the plan when stock options are issued to employees at an exercise price that exceeds or equals the fair value of the Company's common shares at the date of the grant. Pro-forma earnings per share have not been presented to reflect the effect of options granted to employees prior to January 1, 2002. As no options have been granted during 2003, pro-forma net income and earnings per share have not been disclosed. Any consideration paid by employees on exercise of stock options or purchase of stock is credited to share capital.

Financial & Other Instruments

The Company's financial instruments consist of cash and cash equivalents, receivables, accounts payable, accrued liabilities and advances. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising form financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity for prompt liquidation

Disclosure of Outstanding Share Data

The following table states the diluted share capital of the Issuer:	**Shares Outstanding (Diluted)**
Balance December 31, 2004, & 2005	22,794,835
Issued for:	
Share consolidation (8 for 1) (1)	(19,945,480)
Private placement (2)	5,620,000
Consulting(3)	377,921
Debt settlement(4)	230,094
Acquisition of CWE (5)	13,975,762
Private placement completion (6)	820,000
Share gross up(7)	159,111
Debt settlement(8)	16,667
Share gross up(7)	429,160
Shares issued for mineral properties(12)	625,000
Share relinquished pursuant to escrow agreement(13)	(2,059,042)
Private placement (14)	2,000,000
Total common shares issued and outstanding as at November 30, 2008	**25,044,828**
Shares reserved for issuance pursuant the exercise of the Warrants (9)	2,000,000
Shares reserved for issuance pursuant the exercise of the Options (10)	2,280,000
Shares reserved for issuance pursuant the exercise of the Agents Options (11, 14)	200,000
Shares reserved for issuance pursuant the exercise of the Agents Warrants (11, 14)	200,000
Shares reserved for issuance pursuant to option agreement(12 c)	250,000
Total common shares fully diluted as at November 30, 2008	**29,974,828**

1) During the period, the Company consolidated its share capital on an 8 for 1 basis.

2) On May 31, 2006 the Company completed a private placement comprising 425 A units and 137 B Units at a price of $5,000 per unit. The A units consisted of 2500 common shares, 7500 flow-through shares and 2500 share purchase warrants. The B units consisted of 10,000 common shares and 10,000 share purchase warrants. Each share purchase warrant entitles the holder to purchase one common share at a price of $0.55 on or before July 10, 2007 and at a price of $0.75 on or before July 10, 2008.

3) During the period, the Company issued 377,921 common shares in exchange for consulting services.

4) During the period, the Company issued 230,094 common shares in settlement of a number of debt obligations amounting to $306,303 of debt.

5) The Company acquired Cadillac West Explorations Inc. (CWE) by the issuance of 13,975,762 common shares in exchange for all the issued common shares of CWE, pursuant to the terms of the Share Exchange Agreement dated January 31, 2006 between Eclips Inc., CWE and its principal shareholders.

6) To complete the brokered private placement of 6,420,000 common shares at $0.50 per share, 5,620,000 of which were issued on May 31, 2006, the Company issued an additional 57 A units and 25 B Units at a price of $5,000 per unit. The A units consisted of 2,500 common shares, 7,500 flow-through shares and 2,500 share purchase warrants. The B units consist of 10,000 common shares and 10,000 share purchase warrants. Each share purchase warrant entitles the holder to purchase one common share at a price of $0.55 on or before July 10, 2007 and at a price of $0.75 on or before July 10, 2008.

7) The Company issued 159,111 and issued an additional 429,160 for a total to date of 588,261 common shares to former Eclips Inc. shareholders as part of an undertaking to ensure each former shareholder owned a minimum of 500 common shares in the Company. Management of the Company can not reasonably estimate the number of shares that may be further required in this regard.

8) The Company issued 16,666 common shares valued at $20,000 pursuant to a debt settlement agreement on September 9, 2006.

9) Outstanding warrants comprise 2,000,000 share purchase warrants exercisable at $0.15 per common share on or before January 23, 2010.

10) Outstanding stock options comprise 1,940,000 options exercisable at $0.10 per common share until April 27, 2011, and 340,000 options exercisable at $0.10 per common share until May 14, 2011.

11) Outstanding agents' options comprise 200,000 options exercisable into one unit at $0.10 per unit, each unit comprising one common share and one share purchase warrant entitling the holder to purchase a common share for $0.15 per warrant on or before January 23, 2010. At August 31, 2009 the weighted average contractual life of the outstanding agents' options is .39 years.

12) Shares issued and reserved for issuance pursuant to property option agreements:

   a) The Company issued 100,000 common shares at a deemed price of $0.105 per share pursuant to an option agreement dated August 23, 2007 to earn up to a 75% interest in the "Santa Maria" property located in the Omineca Mining Division, BC.

   b) The Company issued 50,000 common shares at a deemed price of $0.125 per share pursuant to a Memorandum of Understanding dated September 26, 2007 in respect of an option to earn a 50% interest in 23 mining claims in the Omineca Mining Division, BC, the "Osilinka-Cat Mountain" property.

   c) The Company issued 25,000 shares at a deemed price of $0.08 pursuant to an option agreement dated November 6, 2007 and issued a further 25,000 shares at a deemed price of $0.01 with three unrelated vendors to earn a 100% interest in nine MTO claims in Omineca Mining Division, BC, the "Silver Streak" property. (Reserved 250,000 common shares).

   d) The Company issued 400,000 shares at a deemed price of $0.085 in respect of an Assignment & Option Agreement dated December 21, 2007 to acquire a 100% interest in the "Tuzo Creek" property in the Greenwood Mining Division, BC.

   e) The Company entered into an agreement dated May 21, 2008 with an arms-length vendor by which the Company acquired the option to earn a 100% interest in 567 hectares of mineral claims comprising the "Herd Dome" property in the Omineca Mining Division, B.C. for expenditures of $350,000 and payment of $135,000 and 300,000 shares. The Company issued 25,000 shares at a deemed price of $0.01 pursuant to an option agreement.

13) The Company relinquished its option on the Lac Fortune and Norcoeur properties, and pursuant to an escrow agreement 2,059,042 common shares were returned to treasury.

14) On July 22, 2008, the Company completed a private placement of 2,000,000 units at a price of $0.10 per unit. Each unit was comprised of one flow-through common share and one share purchase warrant, exercisable into one share at $0.15 per warrant on or before January 23, 2010. Finders' fees included 200,000 Agent Options, exercisable into units with the same terms as the offering, and payment of $10,000. Issuance costs of $17,165 were netted against the proceeds.

Commitments

The Company has met its flow-through exploration expenditure obligations pursuant to 2008 share purchase agreements totalling $200,000.

Recent Developments and Outlook

The Company expects to obtain financing in the future primarily through further equity and/or debt financing, as well as through joint venturing and/or optioning out the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

Disclosure Controls and Procedures

Management is responsible for establishing and maintaining disclosure controls and procedures and internal control over financial reporting for the Company. Based on an evaluation of the Company's disclosure controls and procedures as of the end year covered by this MD&A, management believes such controls and procedures are effective in providing reasonable assurance that material items requiring disclosure are identified and reported in a timely manner.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com or on the Company's website at www.cadillacmining.com.