

**THE ATTACHED INTERIM FINANCIAL STATEMENTS FORM AN INTEGRAL PART OF THIS MANAGEMENT DISCUSSION AND ANALYSIS AND ARE HEREBY INCLUDED BY REFERENCE**

**Management Discussion and Analysis as of March 24, 2008**

Puget Ventures Inc. ("Puget Ventures" or the "Company") was incorporated in the Province of British Columbia on March 9, 2007 under the Business Corporations Act of British Columbia. The Company is classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4.

Puget Ventures' principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction.

The Company proposes to identify and evaluate businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the Exchange and in the case of a Non Arm's Length Qualifying Transaction is also subject to Majority of the Minority Approval in accordance with the CPC Policy. Puget Ventures has not conducted any commercial operations. The Company currently intends to pursue a Qualifying Transaction in the mining sector but there is no assurance that this will, in fact, be the business sector of a proposed Qualifying Transaction.

Until completion of a Qualifying Transaction, Puget Ventures will not carry on any business other than the identification and evaluation of businesses or assets with a view to completing a potential Qualifying Transaction. With the consent of the Exchange, this may include the raising of additional funds in order to finance an acquisition. The funds raised pursuant to the recently completed Initial Public Offering and any subsequent financing will be utilized only for the identification and evaluation of potential Qualifying Transactions and not for any deposit, loan or direct investment in a potential acquisition.

**Agreement in Principle**

Puget Ventures Inc. entered into agreements with Goldcorp Inc. ("Goldcorp") and West Timmins Mining Inc. ("West Timmins") on December 18, 2007, wherein the Corporation will acquire (the "Acquisition") from West Timmins 100% of their option to acquire an undivided 60% interest in and to the mineral properties comprising Goldcorp's "Trout Bay Property" located in Red Lake, Ontario (the "Option"). The Acquisition is an arm's length transaction. Upon completion of the Acquisition, it is expected that the Corporation will be a Tier 2 Mining Issuer.

West Timmins Mining is a publicly traded mineral exploration company existing under the laws of British Columbia whose shares trade on the Toronto Stock Exchange under the symbol "WTM". Goldcorp is a publicly traded mining company, trading on the Toronto Stock Exchange under the symbol "G".

**Trout Bay Highlights**

The Trout Bay Joint Venture with Goldcorp covers approximately 3,420 hectares in the Red Lake greenstone belt of north western Ontario. The Trout Bay Property hosts extensive zones of nickel-PGE mineralization and two zones of zinc-copper massive sulphide mineralization.

The nickel- PGE mineralization on the property occurs as disseminated to semi-massive sulphide mineralization in iron formation and volcanic rocks located at or near the basal contact of an extensive, tightly folded gabbro-pyroxenite sill complex. Mineralized widths range from 0.5 to 15.0 metres. The No. 2 Nickel Zone has been traced along strike for 550 metres and the host contact for 2,100 metres. Drilling to date has traced the mineralization to a vertical depth of 140 metres.

The property also hosts two zones of zinc-copper massive sulphide mineralization including the High Grade Lake Zone which hosts a non-compliant estimate of 124,760 tons grading 7.86% zinc, 1.50% copper, 0.24% lead, 57.8 g/t silver and 2.40 g/t gold. (This historical resource estimate has not been verified by a Qualified Person to conform to NI 43-101 standards and is included here for general information purposes only and should not be relied upon).

A geological report entitled "Independent Technical Report, Trout Bay Property, Red Lake, Ontario" (the "Technical Report") has been prepared on January 29, 2008 for Puget Ventures Inc. with respect to the Qualifying Property. The Technical Report has been prepared in compliance with the provisions of National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"). The author of the Technical Report is Joerg Kleinboeck, P.Geo, who is an "independent qualified person" as defined in NI 43-101.

The Technical Report recommends a work program of geological field work, drilling and a ground geophysical program diamond drilling with a budget cost of \$752,500. It is the intent of the Corporation to undertake the recommended work program upon completion of the Acquisition.

#### Acquisition Highlights

Pursuant to the terms of an Agreement with West Timmins Mining, subject to completion of a concurrent financing (described below) and receipt of applicable regulatory approvals, the Corporation intends to acquire the interests of West Timmins' option interest in the Property for consideration of 285,000 common shares ("Common Shares") in the capital of the Corporation, and by making a cash payment of \$145,500.44, representing a reimbursement of expenditures made by West Timmins in relation to the Trout Bay Property. The Common Shares will be issued at a deemed price of CAD \$0.60 per share representing a deemed acquisition value of \$171,000.00.

Upon acquisition of West Timmins' interest, Puget shall be entitled to earn a 60% undivided ownership interest in "Trout Bay Property" from Goldcorp by completing aggregate exploration of \$4,854,499.60, on or before November 30, 2012 with the following schedule and making a payment of \$10,000 to Goldcorp on receipt of all regulatory and board approvals:

- Approximately \$604,499.56 on or before November 2008
- An additional \$750,000 on or before November 30, 2009
- An additional \$1,000,000 on or before November 30, 2010
- An additional \$1,000,000 on or before November 30, 2011
- An additional \$1,500,000 on or before November 30, 2012

Puget Ventures Inc. will be operator of the properties during the option period.

Upon completion of the Acquisition, the Corporation will be engaged in the business of exploring for, with the ultimate goal of developing and producing base metals and/or precious metals from

the Property, which is intended to constitute the “Qualifying Property” as such term is defined by the Exchange. In addition, the Corporation may explore and develop such other properties and interests as may be subsequently acquired by the Corporation.

#### Private Placement

Concurrent with the closing of the Acquisition, the Corporation has arranged a brokered private placement, through an agreement with Canaccord Capital Corporation (the “Agent”), consisting of 1,500,000 Units and 1,250,000 Flow-Through Shares (the “Offering”) for total proceeds of \$1,500,000.

This financing is subject to TSX Venture Exchange approval of Puget Ventures Inc.’s Qualifying Transaction.

Each Unit is priced at \$0.50 and consists of one common share and one-half of a common share purchase warrant, exercisable into a common share at \$0.75 within an eighteen (18) month period. Each Flow-Through Share is priced at \$0.60.

The Agent will receive cash compensation equal to 8% of the gross proceeds raised and Agent’s Warrants equal to 8% of the Units sold under the Offering. Upon closing, the Company will also pay Canaccord Capital Corporation a corporate finance fee of 50,000 Units and a \$10,000 Administration Fee.

#### Conditions of the Acquisition

Completion of the Acquisition is subject to a number of conditions including, but not limited to, the closing of Private Placement, Exchange acceptance and, if required by Exchange policies, majority of the minority shareholder approval. Where applicable, the Acquisition cannot close until the required shareholder approval is obtained. There can be no assurance that the Acquisition will be completed as proposed or at all.

In accordance with Exchange policy, the Corporation’s shares are currently halted from trading and will remain so until such time as the Exchange determines, which, depending on the policies of the Exchange, may not occur until the completion of the Acquisition.

The foregoing technical disclosure, including results of the previous exploration provided by West Timmins Inc., has been reviewed and compiled by Dave Laudrum, P. Geo., who is a “qualified person” for the purpose of NI 43-101.

#### **Trend Analysis**

The business of the Company entails significant risks. Any analysis of the trend of the company’s activities would reveal this. And there is nothing to suggest that these trends will change. The company’s sole activity is its search for a suitable acquisition or acquisitions that can be made and financed at prices and terms that make business sense.

**Selected Financial Data [Annual]**  
(Expressed in Canadian Dollars)  
**Six months ended to October 31, 2007**

Net Operating Revenues	\$ 0
Net income (loss)	\$ (28,562)
Income (Loss) per share from continued operations	\$ ( 0.01)
Share capital per Canadian GAAP	\$ 320,507
Common shares issued total	5,730,000
Total Assets	\$ 314,783
Net Assets (liabilities)	\$ 275,007
Cash Dividends Declared per Common Shares	\$ 0.00

**Overview**

Puget Ventures' principal business is the identification and evaluation of assets or businesses with a view to completing a Qualifying Transaction. Until the completion of a Qualifying Transaction, the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential Qualifying Transaction.

**Results of Operations**

The Corporation has incurred expenses and issue costs, since its incorporation, of \$161,883 all of which are directly related to becoming a reporting issuer and completing its Initial Public Offering. The expenses are primarily made-up of professional fees related to audit and legal work and to filing fees.

The Company will continue to use its available resources to identify and evaluate assets or businesses, for acquisition with a view to completing a Qualifying Transaction. The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and The Corporation may not have sufficient funds to secure such businesses or assets once identified and evaluated and additional funds may be required.

**Fluctuations in Results**

The Company has no historical operations by which fluctuations can be measured.

**Liquidity and Capital Resources**

Since the Company is organized in Canada, the Company's January 31, 2008 financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

As at January 31, 2008, the Company had accumulated financial statement losses totalling \$97,286.00. The Company had working capital of \$224,812.00 as at January 31, 2008.

As at January 31, 2009 the Company had cash and equivalents on hand of \$215,194.00

**Selected Financial Data [Quarterly - unaudited]**

(Expressed in Canadian Dollars)

**Quarter Ended****January 31, 2008**

Net Operating Revenues	\$ 0
Net income (loss)	\$ (51,785)
Income (Loss) per share from continued operations	\$ ( 0.01)
Share capital per Canadian GAAP	\$ 323,222
Common shares issued (last six months)	3,490,000
Total Assets	\$ 249,617
Net Assets (liabilities)	\$ 236,079
Cash Dividends Declared per Common Shares	\$ 0.00

**Additional Disclosure for Venture Issuers Without Significant Revenue**

*(a) Puget Ventures was only recently incorporated, has not commenced commercial operations and has no assets other than cash. It has no history of earnings, and shall not generate earnings or pay dividends until at least after completion of the Qualifying Transaction;*

*(b) the directors and officers of the Company will only devote a portion of their time to the business and affairs of Puget Ventures and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;*

*(c) there can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell its Common Shares;*

*(d) until Completion of a Qualifying Transaction, Puget Ventures is not permitted to carry on any business other than the identification and evaluation of potential Qualifying Transactions;*

*(e) Puget Ventures has only limited funds with which to identify and evaluate potential Qualifying Transactions and there can be no assurance that the Company will be able to identify a suitable Qualifying Transaction;*

*(f) even if a proposed Qualifying Transaction is identified, there can be no assurance that Puget Ventures will be able to successfully complete the transaction;*

*(g) Completion of a Qualifying Transaction is subject to a number of conditions including acceptance by the Exchange and in the case of a Non Arm's Length Qualifying Transaction, Majority of the Minority Approval;*

*(h) upon public announcement of a proposed Qualifying Transaction, trading in the Common Shares of Puget Ventures will be halted and will remain halted for an indefinite period of time, typically until a Sponsor has been retained and certain preliminary reviews have been conducted. The Common Shares of the Company may be reinstated to trading before the Exchange has reviewed the transaction and before the Sponsor has completed its full review. Reinstatement to trading provides no assurance with respect to the merits of the transaction or the likelihood of Puget Ventures completing the proposed Qualifying Transaction;*

*(i) trading in the Common Shares of the Company may be halted at other times for other reasons, including for failure by Puget Ventures to submit documents to the Exchange in the time periods required;*

*(j) the Exchange will generally suspend trading in the Company's Common Shares or delist Puget Ventures in the event that the Exchange has not issued a Final Exchange Bulletin within 24 months from the date of listing;*

*(k) neither the Exchange nor any securities regulatory authority passes upon the merits of the proposed Qualifying Transaction;*

*(l) the Qualifying Transaction may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of Puget Ventures;*

**Off-Balance Sheet Arrangements**

There are no off-balance sheet arrangements.

**Table of Contractual Obligations**

No contractual arrangements exist.

**Critical Accounting Estimates**

There are no critical accounting estimates.

**Changes in Accounting Policies**

There have been no changes in accounting policies.