PUGET VENTURES INC.
Management Discussion and Analysis
for the Financial Quarter ended October 31, 2008

THE FOLLOWING INFORMATION, PREPARED AS OF DECEMBER 12, 2008 SHOULD BE READ IN CONJUNCTION WITH THE AUDITED FINANCIAL STATEMENTS OF PUGET VENTURES INC. FOR THE QUARTER ENDED OCTOBER 31, 2008, WHICH FORM AN INTEGRAL PART OF THIS MANAGEMENT DISCUSSION AND ANALYSIS AND ARE HEREBY INCLUDED BY REFERENCE. THE FINANCIAL STATEMENTS ARE PREPARED IN ACCORDANCE WITH CANADIAN GENERALLY ACCEPTED ACCOUNTING PRINCIPLES.

Forward Looking Statements

Certain statements contained in this Management Discussion & Analysis constitute forward-looking statements. These forward-looking statements can generally be identified as such because of the context of the statements, including the usage of such words as "believes," "anticipates," "expects," "plans," "may," "estimates," or words of a similar nature. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of Puget Ventures Inc. to be materially different from anticipated future results and/or achievements expressed or implied by such forward-looking statements, which speak only as of the date the statements were made. Readers are therefore advised to consider the risks associated with any such forward-looking statements. Readers are cautioned not to place undue reliance on the forward-looking statements in light of the risks set forth herein.

Overall Performance

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. On May 15, 2008, Puget Ventures completed its Qualifying Transaction with the acquisition of the option to earn into a 60% interest of the Trout Bay Property in Red Lake. Puget completed a 2000 metre drill program on Trout Bay's historic Copper-Zinc deposit in September 2008, with assay results expected in winter 2008.

Puget Ventures Inc. (TSXV:PVS) announced on October 27, 2008 that due to market conditions it has elected, by mutual consent of both parties, to not proceed at this time with the acquisition of 1592129 Ontario Inc., which controls the Werner Lake Mineral Belt properties, previously announced on July 8, 2008. In addition, Puget also elected to not complete the financing announced on August 27, 2008.

Puget Ventures did proceed with the transaction to earn up to a 60% interest in the Werner Lake/Rex Lake claims currently held by Benton Resources Corp. (TSXV:BTC), previously announced on August 14, 2008. Work will begin on the copper and other base metals showings in winter 2008-2009.

Trout Bay

Effective May 15, 2008, Puget completed its Qualifying Transaction, acquiring an option to earn up to a 60-per-cent undivided interest in the Trout Bay base metal property (the "Trout Bay Option") from Goldcorp/Red Lake Gold Mines. Upon completion of this transaction the Exchange reclassified the Company as a Tier 2 listed company under the trading symbol "PVS," in the category of junior mining issuers. Further information regarding Puget's qualifying transaction can be found in its filing statement dated May 1, 2008, available online at www.sedar.com.

The Trout Bay interests (the "Trout Bay Property") are located approximately 26km west of Red Lake, Ontario, and consist of 13 contiguous mining claims, 36 contiguous mining-rights-only leases, and 18 mining licenses of occupation, covering approximately 4049.622 hectares.

Drilling commenced on the property on June 15, 2008 for a 2000 metre program. Assay results are expected in winter 2008. The drilling contractor was Layne Christiansen of Sudbury, Ontario.

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.

A geological report entitled “Independent Technical Report, Trout Bay Property, Red Lake, Ontario” (the “Technical Report”) was filed on January 31, 2008 with respect to the Qualifying Property, and is available online at www.sedar.com. 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.

Pursuant to the terms of the agreement underlying the Trout Bay Option, as amended by said novation agreement, Puget is entitled to earn a 60% undivided ownership interest in the Trout Bay Property by completing aggregate exploration of $4,854,499.60, on or before November 30, 2012 with the following schedule:

- Approximately $604,499 on or before November 30, 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

As of October 31, 2008, Puget has spent a total of $648,404 on exploration expenses for the property.

Puget Ventures Inc. will be operator of the properties during the option period. Upon the exercise of the Option, Puget will enter into a joint venture agreement with Red Lake Gold Mines Partnership ("Red Lake"). Pursuant to such joint venture agreement, Red Lake will have a back-in right to increase its undivided 40% interest in and to the Trout Lake Property to an undivided 70% interest by paying Puget $10 million within 90 days of Puget's exercise of the Trout Bay Option. If Red Lake chooses not to exercise said back-in right, Puget will issue an additional 100,000 common shares to Red Lake.

Benton Claims in Werner Lake

Puget Ventures announced on August 14, 2008 a Letter of Intent for Puget Ventures to acquire an option to earn an initial 50% interest and a further 10% interest in Benton's interest in eight claims in the Werner Lake-Rex Lake area in North Western Ontario. Benton has the right to earn a 100% interest in the eight claims from the underlying owner, subject to a 2% NSR, 50% of which can be purchased for $1 million.

The eight claim group covers approximately 1,237 hectares at the east end of the Werner Lake-Rex Lake Mineral Belt. Historical shallow diamond drilling on the project completed by Eastern Mining and Smelting in 1956 intersected 23.9m (metres) grading 1.02% Cu and 15.1gpt (gram per tonne) combined precious metal (interpreted as silver) at approximately 60m vertically below surface.

Diamond drilling completed by Falconbridge Nickel Mines Limited during the late 1980s intersected 1.17% Cu and 9.5gpt Ag over 29.5m (at approximately 50m vertical) that included 2.04% Cu and 5.3gpt Ag over 11.95m. An undercut drill hole intersected a metamorphosed ultramafic (peridotite) that yielded 22.8m grading 0.1% Cu and 0.31% Ni (at 140m vertical), suggesting better potential for nickel mineralization. All intervals are core lengths and true thicknesses are currently unknown. Surface channel sampling completed by Atikwa Minerals Limited in 2003 returned anomalous levels of platinum and palladium values (0.09 to 0.145gpt).

The mineralization host is described as metamorphosed intrusive mafic-ultramafic (gabbro, pyroxenite, peridotite) units in sulphide-rich metasediments of Archean age. Other base and precious metal occurrences are also documented in the Ontario Geological Survey Open File Report 5975, "Geology of nickel-copper-chromite deposits and cobalt-copper deposits at Werner-Rex-Bug lakes, English River Subprovince, Northwestern Ontario, by Jack R. Packer in 1998. The abstract of this report states: "The fact that ultamafic-mafic bodies are widely scattered throughout the medasedimentary migmatite assemblage and distributed along several regional fault systems enhances the possibility of discovering more potentially economic nickel-copper and cobalt sulphide deposits in the English River Sub-province."

Puget Ventures Inc. can earn a 50% interest in Benton's interest on the eight claims in the Kenora District with expenditures totalling $1.5 million over a four year period, expended annually as follows:

- Minimum $250,000 by end of year one;
- Minimum $350,000 by end of year two;
- Minimum $450,000 by end of year three;
- Minimum $450,000 by end of year five.

In addition to the expenditures, upon approval of the transaction by the TSX Venture Exchange, Puget Ventures will issue to Benton common shares valued at $50,000 at a deemed price equal to the then prevailing market price of Puget's shares.

Puget Venture will also reimburse Benton for payment obligations of Benton to Dave Healey in an underlying agreement regarding the claim package. These obligations include three payments totalling $40,000 over three years and Puget Ventures common shares equal to the market value of 30,000 Benton shares to be issued to the underlying owner total over three years, the value of the shares to be based on a 20 day rolling average.

The Letter of Intent also provides provision for Puget Ventures to acquire an additional 10% of the interest in the claims by making an additional $750,000 in expenditures within two years of earning its initial 50% interest.

The Letter of Intent between Puget and Benton is subject to Board approval by both parties, a due diligence review and TSX Venture Exchange approval prior to closing.

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 viable, economic mineral resource. Exploring for such a resource is inherently risky. There is no assurance that a resource will be located and/or if it is located it can be produced on a commercially viable basis.

Selected Financial Data [Annual]
(Expressed in **Canadian** Dollars)

		Six month period ended October 31, 2008	Year Ended April 30, 2008
Net Operating Revenues	$	**0**	0
Net (loss)	$	**(172,234)**	(174,585)
(Loss) per share	$	**(0.02)**	(0.15)
Share capital per Canadian GAAP	$	**1,801,164**	301,242
Common shares issued		**9,065,000**	5,730,000
Weighted average shares outstanding per Canadian GAAP		**9,065,000**	1,183,197
Total Assets	$	**1,408,092**	222,340
Net Assets (liabilities)	$	**1,380,236**	159,015
Cash Dividends Declared per Common Shares	$	**0**	0

Results of Operations

During the quarter ended October 31, 2008, the Company has incurred operating expenses of $173,638.00. The bulk of the expenses related to regular overhead, professional fees and those due diligence costs related to Werner Lake.

The Company will continue to use its available resources to pursue its operations in regards to the Trout Bay Property and for the Benton properties at Werner Lake. For a further description as to the Company's work program in relation to the Trout Bay Property, please see the Company's technical report dated January 31, 2008, available online at www.sedar.com.

Fluctuations in Results

Comparison to the prior periods is difficult since the prior period only reports the work required to complete the Qualifying Transaction.

Liquidity and Capital Resources

The Company is a mining exploration and development company with no producing resource properties, and consequently does not generate operating income or cash flow. To date, the Company has relied primarily upon the sale of equity securities to provide working capital for capital acquisitions, exploration and development activities, and to fund the administration of the Company. Since the Company does not expect to generate any revenues in the near future, it will continue to rely primarily upon equity and debt financing to raise capital. There can be no assurance that financing will be available to the Company when required, or on terms satisfactory to the Company.

For the quarter ended October 31, 2008, the Company had accumulated losses totalling $514,848.00. The Company working capital was $402,482.00 as at October 31, 2008 compared with $273,7400.00 at the October 31, 2007 Quarter then ended. As at October 31, 2008 the Company had cash and equivalents on hand of $333,489.00.

Selected Financial Information

Quarter Then Ended		**10/31/2008**	7/31/2008	4/30/2008	10/31/2007	Fiscal Year Ended April 30, 2008
Interest Income	**$**	**1,404**	855	1,278	339	3,464
Legal and Accounting		**70,620**	29,770	42,371	4,087	74,063
Consulting fees		**36,000**	45,000	5,250	0	5,250
Office and General		**8,600**	13,373	11,005	15,204	25,734
Regulatory Fees		**4,251**	9,743	5,000	3,582	20,569
Stock-compensation		**0**	17,325	24,352	0	32,470
Other		**54,167**	40,035	4,236	0	19,963
Operating Costs	**$**	**(173,638)**	155,246)	(92,214)	(22,873)	(178,049)
Net (loss)	**$**	**(172,234)**	(154,391)	(90,936)	(22,534)	(174,585)
Income (loss) per share	**$**	**(0.02)**	(0.02)	(0.08)	(0.007)	(0.15)
Share capital GAAP	**$**	**1,801,164**	1,796,076	301,242	320,507	301,242
Common shares issued		**9,065,000**	9,065,000	5,730,000	5,730,000	5,730,000
Weighted average shares outstanding per Canadian GAAP		**9,065,000**	8,379,803	1,183,497	3,190,293	1,183,497
Total Assets	**$**	**1,408,092**	1,822,681	222,340	316,050	222,340
Net Assets	**$**	**1,380,236**	1,547,383	159,015	275,007	159,015
Cash Dividends Declared per Common Shares	**$**	**0**	0	0	0	0

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Related Party Transactions

The Company paid professional fees ($15,981.00) and consulting fees ($112,500.00) to shareholders and officers of the company by the quarter ended October 31, 2008. The transactions were in the normal course of operations.

Critical Accounting Estimates

There are no critical accounting estimates.

Changes in Accounting Policies

There are no changes in accounting policies

Share Capital Data

The following table sets forth the issued and outstanding securities in the capital of the Company as at October 31 2008:

Common Shares		9,173,753	
Agent's Warrants	261,247	Expiry:10/31/09	Exercise price: $0.10
Warrants	750,000	Expiry:12/15/09	Exercise price: $0.75
Share Purchase Options	425,000	Expiry:10/31/12	Exercise price: $0.10
Share Purchase Options	150,000	Expiry:05/29/13	Exercise price: $0.75

Second Quarter

There was one first quarter non cash event that affected the Company's operating results. An increase in stock-based compensation expense of $17,325.00. The Company's operations are not seasonal. During the second quarter, no stock-based compensation expense has been recorded.

Risks and uncertainties

The Company is in the business of acquiring, exploring and, if warranted, developing mineral properties, which is a highly speculative endeavour, and the Company's future performance may be affected by events, risks or uncertainties that are outside of the Company's control.

The Company's management consider the risks set out below to be the most significant to potential investors of the Company, but not all risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the directors are currently unaware or which they consider not be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

Limited Operating History

The Company is still in an early stage of development. The Company is engaged in the business of acquiring, exploring and, if warranted, developing mineral properties in the hope of locating economic deposits of minerals. The Company's mineral interests are in the early stages of exploration and is without a known deposit of commercial ore.

The Company has no history of earnings. There is no guarantee that economic quantities of mineral reserves will be discovered on the Company's property.

Exploration and Development Risks

Resource 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 insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market and mineral price fluctuations, particular attributes of any deposits (including size and grade), the proximity and capacity of milling facilities, mineral markets and processing equipment, and other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not having an adequate return on investment.

The Trout Bay Property is in the exploration stage only and is without known bodies of commercial ore. Development of any property would follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines.

There is no assurance that the Company's mineral exploration activities and, if warranted, its development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of the Corporation's operations will, in part, be directly related to the costs and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Mineral Titles

No assurances can be given that title defects to the Company's mineral interests do not exist. The Company's current mineral properties and other properties it may from time to time acquire an interest in, may be subject to prior unregistered agreements, transfers or claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its right, title and interest in and to the properties.

Loss of Interest in Properties

The Company may acquire properties which require the Company to make certain additional payments in order to maintain its interests. The Company's ability to acquire or maintain those interests will be dependent on its ability to raise additional funds by equity and/or debt financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required for the acquisition of its interests in certain properties and could result in delay or postponement of further exploration and the partial or total loss of the Company's interest in such properties.

Aboriginal Rights

Aboriginal rights may be claimed on Crown properties or other types of tenure with respect to which mining rights have been conferred. The Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to aboriginal issues having been instituted with respect of the mineral claims in which the Company has an interest.

Permits and Government Regulations

The future operations of the Company will require permits from various federal, provincial and local governmental authorities and will be governed by laws and regulations governing exploration, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There can be no guarantee that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on any of its properties.

Environmental and Safety Regulations and Risks

Environmental laws and regulations may affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. The permission to operate can be temporarily withdrawn where there is evidence of serious breaches of health and safety standards, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the acquired properties or non-compliance with environmental laws or regulations. In all major developments, the Company generally relies on recognized designers and development contractors from which the Company will, in the first instance, seek indemnities. The Company intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable standards. There is a risk that environmental laws and regulations may become more onerous, and thus raising the costs of operations.

Competition

The resource industry is intensely competitive in all of its phases. The Company competes with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could adversely affect the Company's ability to acquire suitable properties or prospects for exploration in the future.

Management

The success of the Company is currently dependant on the performance of its directors and officers. The loss of the services of any of these persons could have a materially adverse effect on the Company's business and prospects. There is no assurance that the Company can maintain the services of its directors, officers or other qualified personnel required to operate its business.

Conflicts of Interest

Various of the Company’s directors, officers and other members of management do, and may in the future, serve as directors, officers, promoters and members of management of other companies involved in the acquisition, exploration and development of mineral resource properties and, therefore, it is possible that a conflict may arise between their duties as a director, officer, promoter or member of the Company's management team and their duties as a director, officer, promoter or member of management of such other companies. The Company’s directors and officers are aware of the laws governing accountability of directors and officers for corporate opportunity and the requirement of directors to disclose conflicts of interest. The Corporation will rely upon these laws in respect of any directors’ and officers’ conflicts of interest or in respect of any breaches of duty by any of its directors or officers.

Fluctuating Mineral Prices

The Company's revenues, if any, are expected to be in large part derived from the extraction and sale of base and precious metals. The price of those commodities has fluctuated widely, and is affected by numerous factors beyond the Company's control, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities and increased production due to new extraction developments and improved extraction and production methods. The effect of these factors on the price of base and precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot be accurately predicted.

Additional Funding Requirements

From time to time, the Company may require additional financing in order to carry out its acquisition, exploration and development activities. Failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in certain properties, miss certain acquisition opportunities and reduce or terminate its operations. If the Company's future revenues decrease as a result of lower commodity prices or otherwise, it will affect the Company's ability to expend the necessary capital to replace its reserves or to maintain its production. If the Company's cash flow from operations is not sufficient to satisfy its capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or be available on favourable terms.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Any quoted market for the Company's securities may be subject to such market trends and that the value of such securities may be affected accordingly.

Further Information

Additional information about the Company is available at the Company's website www.pugetventures.com and/or the Canadian disclosure website www.sedar.ca