

**Form 51-102F1**  
**Interim Management Discussion and Analysis For**  
**Kaminak Gold Corporation (“Kaminak” or “KAM” or the “Company”)**

Containing information up to and including May 25, 2010.

**Note to Reader**

Readers of the following management discussion and analysis (MD&A) should refer to the Company’s audited financial statements for the period ended September 30, 2009 and the related Management Discussion and Analysis as filed with SEDAR, available at [www.sedar.com](http://www.sedar.com).

This interim MD&A is an update to the Annual Management Discussion and Analysis and should be read in conjunction with the Company’s Unaudited interim financial statements for the six months ended March 31, 2010 together with the notes thereto, prepared by management in accordance with Canadian generally accepted accounting principles and expressed in Canadian Dollars.

**Forward-Looking Information**

When used in this document, words like “anticipate”, “believe”, “estimate” and “expect” and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management’s future plans, objects and goals for the Company and therefore, involve inherent risks and uncertainties. The reader is cautioned that actual results, performance, or achievements may be materially different from those implied or expressed in such statements.

**Overall Performance**

Kaminak was incorporated on July 4, 2005 under the Business Corporations Act (British Columbia), and is an exploration stage enterprise focusing on the acquisition, exploration and development of economic gold and other precious and base metal properties.

The Company became a reporting issuer in Alberta and British Columbia on November 9, 2005 by virtue of a reorganization transaction involving the exchange of securities between Shear Minerals Ltd. (“Shear”), the Company and the shareholders of Shear. On November 23, 2005, the Company’s shares became publicly trading on the TSX Venture Exchange (“TSXV”) under the symbol “KAM”.

Highlights of the Company’s activities during the period ended March 31, 2010:

***Financing and Corporate***

The Company staked an additional 750 mineral claims (37,500 acres) in the White Gold District, Yukon Territory, expanding the Coffee Gold Property to 1,803 claims totalling 90,150 acres.

On January 7, 2010, the Company exercised its option to accelerate the exercise date of the outstanding warrants issued in June and July 2009. Warrant holders were entitled to exercise

the Warrants for a period of 30 days commencing January 7th, 2010 and ending February 5th, 2010. All 4,117,309 warrants were exercised prior to February 5, 2010.

On October 6, 2009, the Company granted Shear Minerals Ltd. ("Shear") the right to purchase a 100% interest in the non-diamond mineral rights of the Churchill property and related datasets in exchange for:

- i. Receiving 3,000,000 common shares of Shear (received)
- ii. Retaining a 20% back-in-right of the non-diamond mineral rights of the Property exercisable anytime up to the completion of an independent bankable feasibility study completed in accordance with National Instrument 43-101. The Company will repay at cost, all non-diamond expenditures within 90 days of exercising the back-in right.
- iii. Receiving annual summary reports on all non-diamond exploration work on the Property which will include a detailed yearly accounting summary.

On October 29, 2009, the Company acquired an option to earn an undivided 100% interest in 2 properties located in Nevada. The option agreement requires the Company to pay a third party vendor \$74,052 and issue 1,280,000 common shares of the Company's wholly owned subsidiary 082917 B.C. Ltd.

On October 29, 2010 the Company issued an additional 250,000 shares to Shawn Ryan pursuant to its agreement on the Coffee, Cream and Kirkman properties.

On December 20, 2009, the Company was notified by Corsa that Corsa was terminating its option agreement on the Sy Property. The Company retains an undivided 100% interest in the property, subject to the Hunter royalty.

On December 22, 2009, the Company completed a non-brokered private placement, issuing 1,885,300 flow-through common shares at a price of \$0.75 per share for gross proceeds of \$1,413,975. In connection with this financing, a finders fee of 6% was paid in common shares.

## ***Exploration***

### **1. Coffee, Cream and Kirkman, Yukon**

The Company announced final 2009 assays results from Coffee Property including:

#### **Supremo Zone**

Initial chip sampling of sub-cropping trench material yielded 11.45 g/t Au over 5.0m. A second separate zone returned 1.37 g/t Au over 30m, including an interval of 7.54 g/t Au over 5m. A third zone yielded 0.53 g/t Au over 45m, including 1.40 g/t Au over 5m.

Results from follow-up cross-cut trenching completed near Trench #3 where a previous result of 2.3 g/t Au over 21m was obtained. This earlier result was from an east-west trending shallow trench. Two new north-south trending trenches 6m apart from one another were dug directly on top of the original east-west trench in hopes of expanding the known extent of the mineralization. Results include 11.72 g/t Au over 10m from one

trench and 8.56 g/t Au over 15m from the other trench. Both of these high-grade results begin right next to the original trench and extend northerly.

A separate interval of 1.76 g/t Au over 25m was uncovered from Trench #2, approximately 100m from Trench #3. The relationship between these occurrences is being investigated; however, initial observations suggest they are separate geological targets possibly hosted by a series of stacked structurally-controlled zones.

These represent the final assays from the 2009 trenching program at the Supremo target. This program successfully identified several drill targets in addition to the results discussed in this release from Trenches #2 and #3. Other notable targets include Trench #6 (11.45 g/t Au over 5m), Trench #8 (1.37 g/t Au over 30m) and Trench #4 (0.53 g/t Au over 45m). Additional trench results are pending from the Latte, Espresso and Kona targets and will be released in the coming weeks. Phase One drilling in 2010 will focus on evaluating priority targets from across the property and will be designed to test shallow, near surface targets.

#### **Latte Trend**

- Latte trend yields 0.59 g/t Au over 35m (open to the south); 1.01 g/t Au over 10m and grab samples up to 2.35 g/t Au
- Mineralization encountered over 300m strike length and remains open along trend and is hosted within a larger and untested gold-in-soil trend (Latte) known to extend for at least 1,000m long by up to 200m wide
- Gold is co-incident with a major structural trend and is associated with typical "White District" pathfinder elements arsenic (As) and antimony (Sb)
- 2009 soil sampling identifies new 700m long untested gold-in-soil anomaly uncovered between Supremo and Latte Zones

#### **Kona and Espresso Zones**

- Key Results:
  - Gold mineralization at the Kona and Espresso Zones is hosted by Cretaceous-aged granite.
  - Kona trend grab samples yield up to 3.9 g/t Au within newly recognized host rock (Cretaceous-aged Coffee Creek granite)
  - New staking adds 284 claims (5,500 hectares) covering high-priority targets. Coffee property now totals 993 claims (19,900 hectares)
  - Espresso trend extended and remains open: soil values up to 1.04 g/t Au

## **2. Nizi, BC**

The Company and project partner Solomon Resources Ltd. completed a diamond drill program on Kaminak's 100% owned Cry Lake Gold-Silver Project (Nizi) located in north western British Columbia, Canada. The program was funded by Kaminak's partner who completed two diamond drill holes totaling 416 metres as well as geological mapping and sampling of an extended soil geochemical grid. Solomon has informed Kaminak that the company will compile the 2009 results with historical data and apply for exploration permits over the coming months in order to undertake a significantly larger drill program on the Cry Lake property in 2010. Selected samples have been taken for petrographic examination and whole rock analysis.

## Subsequent Event

Highlights of the Company's activities subsequent to the period ended March 31, 2010:

- Drilling has commenced on Phase 1 of the Company's 5000 metre drill program on the Coffee Gold Project.
- Tony Reda was appointed Vice President Corporate Development, Tim Smith was appointed Exploration Manger and Alan Wainwright was appointed Senior Geologist.
- On April 12, 2015, the Company issued 780,000 stock options exercisable at \$1.00 to insiders, employees and consultants.
- 250,000 common shares were issued and \$100,000 was paid to Shawn Ryan as per the agreement for the Coffee, Cream and Kirkman properties (Note 7).
- 150,000 stock options were exercised for gross proceeds of \$72,008.

The Company is planning to continue to carry out exploration of its mineral properties, and to evaluate new prospects and opportunities. The Company expects its current working capital of \$8,205,953 to fund its operations and planned exploration activities for the coming year.

The Company is an exploration stage company and engages principally in the acquisition, exploration and development of resource properties. The Company capitalizes all acquisition and exploration costs until the property to which those costs are related is placed into production, sold, or abandoned. The decision to abandon a property is largely determined from exploration results and the amount and timing of the Company's write-offs of capitalized resource property costs will vary in a fiscal period from one year to the next and typically cannot be predicted in advance. During the six months ended March 31, 2010 resource property costs were decreased by \$348,713 after capitalizing \$857,134 offset by write downs of \$1,205,847 (September 30, 2009 – increase of \$903,194 after capitalizing \$1,249,486 offset by write downs of \$346,292). As at March 31, 2010, the Company's investment in resource property costs totalled \$3,022,703 (September 30, 2009 - \$3,371,416) details of the cost break-down are contained in the Consolidated Schedule of Resource Property Costs in the financial statements.

## Results of Operations

### For the six months ended March 31, 2010

During the six month period ended March 31, 2010, the Company's main task was planning for the 2010 exploration season at the Coffee property, the acquisition and exploration of the Nevada assets, and the continued identification of new projects as well as advancing the Company's profile. The Company's net loss for this period was influenced by the associated general and administrative expenses including stock based compensation and the write off of exploration expenses relating to generative activities and those costs relating to the Churchill project which was optioned out during the period.

Net loss for the period ended March 31, 2010 was \$2,009,670 or \$0.05 per share, an increase of \$1,454,868 over the net loss of \$554,802 for the period ended March 31, 2009 (\$0.02 loss per share). Of this difference \$1,037,362 related to the increase in the write-off of resource property costs, of which \$1,072,535 was the write down of the Churchill project which was

optioned out and \$519,633 related to share issuance costs from the Black Scholes calculation for the options vesting during the period.

Operating expenses before stock-based compensation for the period totalled \$452,262, an increase of \$122,651 (37%) from 2009. The four areas with the largest differences were:

- Salaries and consulting fees increased by \$51,029 from \$143,618 to \$194,647, as the Company now employs a full time investor relations person, incurred higher fees to consultants and the higher fees to related parties.
- Accounting and legal fees have increased by \$20,255 from \$60,814 to \$81,069. The increase relates to fees incurred from the lawyers involved in the incorporation of the Company's new subsidiaries, as well as increased ongoing legal fees for advice provided the Company.
- Listing and filing fees have increase by \$27,110 from \$8,385 to \$35,495 as the Company paid the TSX fees relating to its private placement in December 2009 and for the maintenance of its listing.

The above expenses represented approximately 68% (2009 – 65%) of total operating expenses before stock-based compensation.

#### For the three months ended March 31, 2010

Net loss for the three month period ended March 31, 2010 was \$689,251 or \$0.02 per share, an increase of \$311,871 over the net loss of \$377,380 for the period ended March 31, 2009 (\$0.01 loss per share). Of this difference \$527,467 related to the increase in stock-based compensation relating to the Black Scholes calculation for the stock options that vested during the period.

Operating expenses for the period totalled \$275,439 before stock-based compensation, an increase of \$73,588 (36%) from the net loss of \$201,851 for 2009. The four areas with the largest differences were:

- Salaries and consulting fees increased by \$10,121 from \$78,908 to \$89,029, as the Company incurred higher fees to consultants and the higher fees to related parties.
- Travel and conference charges have increased by \$33,028 from \$22,151 to \$55,179. The increase relates to
- Office and sundry expenses have increase by \$15,981 from \$15,247 to \$31,228 as the Company

The above expenses represented approximately 64% (2009 – 58%) of total operating expenses before stock-based compensation.

## Selected Annual Information:

The following table summarizes selected financial data reported by the Company for the years ended September 30, 2009, 2008, and 2007. The information set forth should be read in conjunction with the consolidated audited financial statements, prepared in accordance with generally accepted accounting principles, and the related notes thereon.

	For the year ended or as at September 30, 2009	For the year ended or as at September 30, 2008	For the year ended or as at September 30, 2007
Revenues	Nil	Nil	Nil
Interest and other income	\$28,407	\$114,303	\$128,580
Loss	\$1,003,913	\$882,277	\$1,526,576
Basic and diluted loss per share	\$0.03	\$0.03	\$0.05
Total assets	\$9,297,207	\$8,174,790	\$5,217,114
Total long term debt	Nil	Nil	\$217,000
Shareholders' equity	\$9,006,608	\$8,078,793	\$4,922,890
Share Capital	\$11,885,816	\$10,412,223	\$5,569,627
Contributed Surplus	\$1,880,714	\$1,419,042	\$1,874,958
Deficit	\$4,391,635	\$3,387,722	\$2,505,445
Cash dividends declared per	Nil	Nil	Nil

## Summary of Quarterly Results

The following table summarizes selected quarterly financial data reported by the Issuer.

	Mar.31, 2010	Dec.31, 2009	Sept.30, 2009	June 30, 2009	Mar.31, 2009	Dec.31, 2008	Sept.30, 2008	June 30, 2008
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Interest and other income	Nil	Nil	\$56	\$4,113	\$10,750	\$13,600	\$52,772	\$32,156
Net income (loss) <sup>(2)</sup>	\$(689,251)	\$(1,320,419)	\$(203,571)	\$(245,540)	\$(337,380)	\$(217,422)	\$(609,211)	\$193,020
Basic and diluted income (loss) per share	\$(0.02)	\$(0.03)	\$(0.01)	\$0.00	\$(0.01)	\$(0.01)	\$(0.02)	\$0.01
Total assets	\$11,570,118	\$9,300,976	\$9,297,207	\$8,174,932	\$7,488,903	\$7,800,460	\$8,174,790	\$9,178,759
Total long term debt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	\$217,000
Shareholders' equity	\$11,363,497	\$9,216,259	\$8,981,145	\$8,059,008	\$7,383,533	\$7,715,662	\$8,078,793	\$8,918,590
Share capital	\$16,180,201	\$13,433,641	\$11,885,816	\$11,004,223	\$10,412,223	\$10,412,223	\$10,412,223	\$10,412,223
Contributed surplus	\$1,982,601	\$1,886,172	\$1,880,714	\$1,696,599	\$1,451,084	\$1,432,334	\$1,419,042	\$1,362,128
Deficit	\$(6,401,305)	\$(5,712,054)	\$(4,391,635)	\$(4,188,064)	\$(3,942,524)	\$(3,605,144)	\$(3,387,722)	\$(2,778,511)
Cash dividends declared per share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## Liquidity and Capital Resources

The Company is in the exploration stage and therefore has no regular cash flow. At March 31, 2010, the company had working capital of \$8,205,953 (September 30, 2009, \$5,430,469).

Cash and cash equivalents was \$7,513,977 (September 30, 2009 – \$5,175,302).

### For the six month period ended March 31, 2010

During the period, the Company had cash inflows of \$3,844,597 from the sale of shares and warrants and its outflows consisted of \$1,127,291 on its resource properties and \$391,171 on operating activities. The Company maintains a strong cash position and is currently maintaining tight control of its costs while it explores its existing property's and reviews new property acquisitions and joint ventures.

### For the three month period ended March 31, 2010

During the three month period ended March 31, 2010, the Company had cash inflows of \$2,166,772 from the exercise of warrants. Outflows consisted of \$239,013 on its resource properties and \$201,024 on operating activities, including prepayments of \$104,700. The prepayments relate to the Company's ongoing marketing activities (\$29,700) and the planned exploration activities during the balance of the year (\$75,000).

At March 31, 2010, the Company's investment in resource properties, net of write downs aggregated \$3,022,703 (September 30, 2009 - \$3,371,416), made up of the following:

	Acquisition Costs	Exploration Costs	Cumulative as at March 31, 2010	Cumulative as at September 30, 2009
Bathurst, Nunavut	\$ 46,002	\$ 409	\$ 46,411	\$ 36,628
Breakwater, Quebec	62,434	102,916	165,350	163,440
Churchill, Nunavut	-	-	-	1,252,205
Coffee, Cream and Kirkman, Yukon	470,440	823,563	1,294,003	608,411
Hemlo, Ontario	70,682	317,989	388,671	388,601
IME, Nunavut	30,509	60,686	91,195	91,195
Lach, Nunavut	14,792	47	14,839	-
Matrix, Nunavut	47,066	20,055	67,121	67,074
Needle, Nunavut	-	41,519	41,519	41,438
Needle (Diamond), Nunavut	-	8,999	8,999	8,999
Nevada Gold Properties, Nevada	94,379	79,110	173,489	10,950
Nizi, BC	-	4,189	4,189	-
Sail, BC	28,457	205	28,662	28,457
Sharpe Lake, Manitoba	70,300	149,189	219,489	219,489
Sy, Nunavut	18,383	210,217	228,600	228,431
TBN, Ontario	61,200	188,931	250,131	226,098
Voigtberg, BC	-	35	35	-
	<b>\$ 1,014,644</b>	<b>\$ 2,008,059</b>	<b>\$ 3,022,703</b>	<b>\$ 3,371,416</b>

At March 31, 2010, share capital totalled \$16,180,201 comprised of 47,422,556 issued and outstanding common shares (September 30, 2009 - \$11,885,816, comprised of 40,984,829

issued and outstanding shares). As a result of the loss for the period of \$2,009,670, the deficit at September 30, 2009 was \$6,401,305 (September 30, 2009 – loss of \$1,003,913, deficit \$4,391,635). With contributed surplus of \$1,982,601 resulting from the fair value calculation of stock-based compensation and warrants (September 30, 2009 – \$1,880,714), and accumulated other comprehensive loss of \$398,000 (September 30, 2009 - \$393,750), the shareholders' equity at September 30, 2009 was \$11,363,497 (September 30, 2009 - \$8,981,145).

The Company currently has sufficient financial resources to meet its administrative overhead expenses and exploration expenditures at least for the next twelve months. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activity.

## **Exploration Update**

### ***Breakwater, Quebec***

The Company has acquired through staking a number of copper-nickel-platinum group element targets in the Grenville geological domain of Southern Quebec. These claims were originally staked with Breakwater Resources Ltd., however, Breakwater agreed to return 100% interest in them to the Company in exchange for a 1% NSR and the retirement of an outstanding debt of \$61,200. Prior to returning the property, Breakwater had completed a high resolution airborne geophysical survey (AeroTem) as well as ground mapping and prospecting which totalled approximately \$650,000. A grab sample collected in 2007 from one showing returned 2.84% copper, 0.53% nickel, 0.12% Cobalt as well as 0.75 g/t gold, 0.35 g/t platinum and 0.55 g/t palladium.

### ***Churchill Gold Property, Nunavut Territory***

Kaminak Gold Corporation retains 100% of non-diamond rights covering the "Churchill Diamond Project" currently operated by Shear Minerals Ltd. As part of this agreement Kaminak has free access to any data collected for diamond exploration, including over 71,000 line kilometres of airborne geophysics and 7,500 archived till samples. Expenditures by third parties for 2006 were estimated at an additional \$8.0 million.

The property which is several million acres is underlain by a number of Archean greenstone belts which are favourable hosts for high grade gold and nickel deposits. Furthermore, the western part of the property is covered by the Proterozoic Baker Lake Group which itself is host to over 20 unconformity-related uranium prospects.

On October 6, 2009, the Company granted Shear Minerals Ltd. ("Shear") the right to purchase a 100% interest in the non-diamond mineral rights of the Churchill property and related datasets in exchange for:

- a. Receiving 3,000,000 common shares of Shear (received subsequent to September 30, 2009);
- b. Retaining a 20% back-in-right of the non-diamond mineral rights of the Property exercisable anytime up to the completion of an independent bankable feasibility study completed in accordance with National Instrument 43-101. The Company will repay at cost, all non-diamond expenditures within 90 days of exercising the back-in right; and
- c. Receiving annual summary reports on all non-diamond exploration work on the property which will include a detailed yearly accounting summary.

### ***Coffee, Cream and Kirkman, Yukon***

The Company entered into an agreement to acquire a 100% interest in three prospective gold properties located approximately 120 km south of Dawson City, Yukon. The Coffee, Cream and Kirkman properties total 90,150 acres and are located in the newly recognized "White" gold district in the west-central Yukon.

The Company can earn a 100% interest in the properties from Shawn Ryan of Dawson City, Yukon, subject to a 2% NSR in favour of the vendor. To earn its interest Kaminak incurred \$250,000 in exploration expenditures in 2009 and issued Mr. Ryan an initial payment of 250,000 common shares of Kaminak and paid \$75,000 cash.

Kaminak will be required to complete an additional \$1,550,000 in exploration expenditures over three years, issue 1,750,000 shares over 5 years and make cash payments totaling \$325,000 to Mr. Ryan over 4 years. Mr. Ryan would retain a 2% NSR subject at anytime to a 1% buy-back for \$2 million with annual advance royalty payments of \$20,000 commencing December 31st, 2013. A finder's fee of 100,000 common shares in the capital of Kaminak valued at \$107,000 was issued to an arm's length party.

The Company has defined four significant gold trends on the Coffee property over a total length of 11km:

#### **Supremo Trend**

Anomalous gold values in the Supremo region are associated with heavily bleached and weathered rock comprised primarily of sericite and quartz. This host rock is heavily altered; however, a progression from fresh felsic gneiss can be observed within the trenches. There also seems to be a correlation between high gold values and several pathfinder elements, including arsenic (As) and antimony (Sb). Overall, gold values for 486 total samples reported here ranged from below detection level to a high of 11.45 g/t Au. Sixty samples are considered anomalous (>0.05 g/t Au) including thirty two samples that are considered significantly anomalous (>0.1 g/t Au).

Initial chip sampling of sub-cropping trench material yielded 11.45 g/t Au over 5.0m. A second separate zone returned 1.37 g/t Au over 30m, including an interval of 7.54 g/t Au over 5m. A third zone yielded 0.53 g/t Au over 45m, including 1.40 g/t Au over 5m.

#### **Latte Trend**

The Latte gold-in-soil anomaly is located approximately 1,500m south of the main Supremo Zone and is defined by an east-west trending >50 ppb Au soil anomaly that has a 1,000m long strike extent and is 200m wide. Three evenly spaced trenches were cut across a 250m long portion of the anomaly and significant gold results were encountered in each trench. The most westerly trench yielded 1.01 g/t Au over 10m and a separate zone of 0.56 g/t Au over 15m while the central trench yielded 0.59 g/t Au over 35m. The easterly trench yielded 0.60 g/t Au over 10m. Additionally, a grab sample located 90m further east assayed 2.35 g/t Au.

## **Kona Trend**

The Kona Trend, 5km west of the high-grade Supremo Zone, comprises a northeast trending >50 ppb Au soil anomaly traceable for over 1,500m along strike and up to 500m wide. A series of anomalous grab samples were obtained along the southern margin of the target, ranging from 0.19 g/t Au to 3.92 g/t Au.

Geological mapping has confirmed that the mineralization is hosted by the Coffee Creek granite, which is inferred to be Cretaceous in age, representing a new host to gold mineralization in the White Gold District. Kaminak has staked an additional 284 claims covering the known extent of the Coffee Creek granite.

## **Espresso Trend**

The Espresso trend, 1km west of the Kona trend, was identified late in the summer of 2009 and constitutes a broadly northeast trending > 25 ppb Au soil anomaly traceable for 1200 meters by 750 meters that is open to the west. The 2010 program will target the western portion of the soil anomaly, not trenched in 2009, containing two soil values of 1.04 g/t Au and 0.72 g/t Au.

Anomalous gold values on the Coffee property are associated with heavily bleached and weathered rock comprised primarily of sericite and quartz. The host rock is heavily altered; however, a progression from fresh rock can be observed within the trenches. There also seems to be a correlation between high gold values and several pathfinder elements, including arsenic (As) and antimony (Sb). Overall, gold values for 100 total rock samples reported here ranged from below detection level to a high of 3.9 g/t Au. Trench sampling consisted of continuous chip samples over 5m intervals of oxidized and weathered rubble sub-crop that is interpreted as being near in-place.

## ***Hemlo, Ontario***

The Hemlo Property consists of claims in the Archean Hemlo Greenstone Belt of Ontario.

The company has completed its initial field program on its 100% owned Hemlo North Gold Project. A three week mapping and prospecting program was followed by an overburden sampling program that targeted hydrothermally altered shear zones.

### **Key Point Summary**

- Field mapping and overburden sampling successfully recognized sulphide bearing shear zones within felsic volcanic host rocks
- Favourable trace element enrichment of Ag, As, K, Ba and Mo within shear zones could indicate proximity to Hemlo-style gold mineralization
- Gold grain counts, sulphide mineralogy and assay results of overburden sampling are expected

The Hemlo gold camp represents one of the most prolific gold camps in Canada and has remained in continuous production since 1985. In the spring of 2007, Kaminak staked a 21,000 acre land position located directly north of the current Hemlo mine leases and patented claims owned by Teck Cominco Limited, Barrick Gold Corporation and Newmont Mining Corporation. Kaminak's exploration rationale at Hemlo is based on a structurally controlled "shear-zone model." Kaminak's technical team believes that there has been a lack of exploration directed

towards shear zones models at Hemlo, thereby creating a new exploration opportunity in this district.

### ***IME, Nunavut***

The Company holds the non-diamond rights to Indicator Minerals Inc.'s ("IME") properties held in Nunavut. These properties are held by IME with the Company having the right of first refusal on assuming any permits which IME chooses not to renew.

### ***Matrix Gold Project, Nunavut***

The Matrix Project consists of a 100% interest in 3 claims totalling 5,785 acres near Henik Lakes, approximately 400 km southwest of Rankin Inlet, Nunavut.

### ***Needle Gold Property, Nunavut:***

The 5,165 acre Needle Gold Property is host to numerous high-grade surface gold showings including: the Needle, Jed, Wolverine, Feline and Erin Zones, and is strategically located 70 kilometers southeast of the Goose Lake Gold Project owned by Dundee Precious Metals Inc. and 220 kilometers south of the Hope Bay Gold Project owned by Miramar Mining Ltd.

On August 19, 2007, the Company signed a letter of intent with TerraX Resource Corp. ("TerraX") on its Needle Property. TerraX has the right to earn a 51% project interest by making exploration expenditures totalling \$1 Million (\$100,000 in year 1) and staged share payments totalling 400,000 shares to the Company by December 31, 2010. The letter of intent is subject to approval by the TSX Venture Exchange and the share payments are subject to TerraX successfully completing an Initial Public Offering by June 30, 2008. Failure by TerraX to successfully complete the IPO will result in the return of the Property to Kaminak with no retained interest by TerraX, and TerraX will have and no further obligations to the Company.

### ***Nevada Gold Properties, Nevada***

During the year, the Company staked claims located in the state of Nevada. In addition, on October 29, 2009, the Company acquired an option to earn an undivided 100% interest in certain properties located in Nevada. The option agreement requires the Company to pay a third party vendor \$74,052 (Paid) and issue 1,280,000 common shares of the Company's wholly owned subsidiary 082917 B.C. Ltd. (Not issued at March 31, 2010)

### ***Nizi, British Columbia***

The Nizi Creek Gold-Silver Property is located northeast of Dease Lake, British Columbia.

The Company signed a letter of agreement with Avasca Inc. (acquired by Solomon Resources Ltd. ["Solomon"]) on Kaminak's Nizi Creek Gold-Silver Property located near Cry Lake, British Columbia. Solomon has the right to earn a 51% project interest by making exploration expenditures totalling \$2,000,000 and staged share payments totalling 400,000 units to Kaminak by December 31, 2011 (100,000 units received). By December 31, 200, Solomon had met the exploration expenditures minimum of \$300,000.

Underlying interests are held by the Hunter Exploration Group as to a 2% royalty on all minerals.

### ***Sail Property, British Columbia***

The Company has acquired the 100% owned “Sail property” through staking a land package in the Cry Lake area.

### ***Sharpe Lake, Manitoba***

The Company entered into a Letter of Agreement with a third party on October 18, 2005, amended October 29, 2006, to acquire a 100% interest in the Sharpe Lake Gold Project. The project is located 550 kilometres northeast of Winnipeg, Manitoba. To earn its interest, the Company paid the vendor \$15,000 (in January 2006) and issued 100,000 common shares (valued at \$35,000), in addition to the initial payment of \$2,500 upon signing of the agreement covering the license renewal fees for the property. On November 23, 2006 the Company paid the vendor a further \$15,000 and the Company will issue a further 100,000 common shares once Kaminak finds an option partner for the gold and base metal rights exploration licence. The vendor will retain a 2% NSR. The Company has the option to buy back 1% of this NSR at anytime by paying the vendor \$1,000,000.

### ***Sy, Nunavut***

The “SY” property covers over 120,000 acres in the Archean greenstone belt. Underlying interests are held by the Hunter Exploration Group as to a 2% royalty on all minerals.

On July 20, 2007, the Company signed an option agreement with Corsa Capital Ltd. (“Corsa”) on its Sy Property under which Corsa spent a total of \$506,917 and issued a total of 100,000 units to the Company. Each unit consist of 1 common share and 1 - 12 month share purchase warrant with an exercise price to be set in accordance with market at the time of issuance. In December, 2009 the option agreement with Corsa was cancelled and the property is now fully owned by the Company (subject to the Hunter royalty).

### **“TBN” Platinum-Palladium, Ontario**

The 100% owned “TBN” property is located approximately 50 kilometres north of Thunder Bay, Ontario.

The Company completed a 1,470 line-km high-definition AeroTEM 2 electromagnetic and magnetic helicopter-borne survey over the property. The survey indentified 14 potential dyke shaped bodies.

The property was staked as a result of the Company’s agreement with GeoVector Management Inc. (“Geovector”), whereby GeoVector develops grassroots exploration concepts for Kaminak within specified regions of eastern Canada. Initial project ideas are evaluated by Kaminak and any ground acquisition must be approved by Kaminak. GeoVector will design and undertake approved work programs. Kaminak will issue to GeoVector 50,000 common shares for each property acquired (issued) and an additional 50,000 common shares for every property upon which drilling is undertaken. GeoVector will retain a 2% NSR on each property with 1% of this NSR purchasable at anytime by Kaminak for \$500,000. The remaining 1% NSR can be purchased by Kaminak at anytime for \$1,000,000.

### ***Voigtberg Gold Project, British Columbia***

In July 2006, the Company entered into an agreement with BCGold Corp. whereby, BCGold can earn an interest in Kaminak's 100% owned Voigtberg Property. Underlying interests are held by the Hunter Exploration Group as to a 2% royalty on all minerals.

Kaminak granted BCGold the option to acquire up to a 60% interest in the Voigtberg Property ("Property" or "Voigtberg") by making \$2,000,000 in exploration expenditures over four years and by issuing 400,000 units of BCGold to Kaminak. BCGold can earn an additional 10% interest in the Property by completing a bankable feasibility study, for a total earn-in of 70%. The agreement terms were extended by 1 year upon issuance to the Company of 100,000 common shares of BCGold (received).

The 2900 hectare Voigtberg Property is located 130 kilometres northwest of the town of Stewart, British Columbia and 70 kilometres from the prolific Galore Creek copper-gold-silver project. Voigtberg is a gold porphyry target subject to a 2% net smelter returns royalty interest held by third parties.

An independent NI 43-101 compliant technical report on the Voigtberg Property was commissioned by Kaminak Gold Corp. and was completed as part of this agreement.

### **Risks and Uncertainties**

#### ***Exploration Stage Company***

Kaminak is engaged in the business of acquiring and exploring mineral properties in the hope of locating economic deposits of minerals. All of its properties are in the early stages of exploration and are without known deposits of commercial ore. Development of Kaminak's properties will only follow upon obtaining satisfactory exploration results. There can be no assurance that Kaminak's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if an economic deposit of minerals is located, that it can be commercially mined.

#### ***Mineral Exploration and Development***

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mineral deposit or orebody may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof, cannot be accurately predicted but could have an adverse impact on Kaminak.

#### ***Mining Operations and Insurance***

Mining operations generally involve a high degree of risk. Kaminak's operations are subject to all of the hazards and risks normally encountered in mineral exploration and development.

Such risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, flowing and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes, political unrest and in the case of diamonds, theft of production. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. Kaminak does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or acceptable terms. The potential costs associated with liabilities not covered by insurance or excess insurance coverage may cause substantial delays and require significant capital outlays.

### ***No Operating History and Financial Resources***

Kaminak does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its existing cash resources following the private placements will be sufficient to cover its projected funding requirements for the ensuing year. If its exploration program is successful, additional funds will be required for further exploration to prove economic deposits and to bring such deposits to production. Additional funds will also be required for Kaminak acquire and explore other mineral interests. Kaminak has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause Kaminak to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

### ***Government Regulation***

The current or future operations of Kaminak, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various foreign federal, state and local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, land claims of indigenous people and other matters. There can be no assurance, however, that Kaminak will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which Kaminak may undertake. Possible future environmental and mineral tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to Kaminak's planned exploration and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

### ***Competition***

The mineral exploration and mining business is competitive in all of its phases. Kaminak will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. Kaminak's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that Kaminak will be able to compete successfully with others in acquiring such prospects.

### ***Title to Property***

Many of Kaminak's properties are held in the names of others. Kaminak has taken precautions to ensure that legal titles to its property interests are properly recorded. There can be no assurance that Kaminak will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. Third parties may have valid claims underlying portions of Kaminak's interests and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that Kaminak may lose all or part of its interest in the properties to which such defects relate.

### ***Environmental Risks and Hazards***

All phases of Kaminak's operations will be subject to environmental regulation in the jurisdictions in which it intends to operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulation may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which Kaminak holds interests or on properties that will be acquired which are unknown to Kaminak at present and which have been caused by previous or existing owners or operators of the properties.

### ***Commodity Prices***

The price of Kaminak's securities, its financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of precious or base minerals. Precious or base minerals prices fluctuate widely and are affected by numerous factors beyond Kaminak's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand; production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection

and international political and economic trends, conditions and events. The price of precious or base metals has fluctuated widely in recent years, and future serious price declines could cause continued development of Kaminak's properties to be impracticable.

Further, reserve calculations and life-of-mine plans using significantly lower precious or base minerals prices could result in material write-downs of Kaminak's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

### ***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. It may be anticipated that any quoted market for Kaminak's securities will be subject to such market trends and that the value of such securities may be affected accordingly. There is currently no market through which the securities of Kaminak can be sold and there can be no assurance that one will develop or be sustained. If an active market does not develop, the liquidity of the investment may be limited and the market price of such securities may decline below the subscription price under the Private Placement.

### ***Key Executives***

Kaminak is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of Kaminak are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of Kaminak, the loss of these persons or Kaminak's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. Kaminak does not currently carry any keyman life insurance on any of its executives. The directors and officers of Kaminak only devote part of their time to the affairs of Kaminak.

### ***Potential Conflicts of Interest***

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

### **Dividends**

Kaminak has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of Kaminak and will depend on Kaminak's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of Kaminak deem relevant.

### **Nature of the Securities**

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in Company's securities should not constitute a major portion of an investor's portfolio.

### **Proposed Transactions**

At the present time, there are no proposed transactions that should be disclosed.

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

Additional disclosure concerning KAM's general and administrative expenses and resource property costs is provided in the Company's Consolidated Statement of Loss and Deficit and Consolidated Schedule of Resource Property Costs contained in its Consolidated Financial Statements for September 30, 2009, available on [www.sedar.com](http://www.sedar.com).

### **Outstanding Share Data**

KAM's authorized capital is unlimited common shares without par value. As at May 15, 2010, the following common shares, options and share purchase warrants were outstanding:

	<b># of Shares</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Issued and Outstanding Common Shares at May 18, 2010	47,842,556		
Employee Stock Options	1,548,000	\$0.45	January 17, 2011
	50,000	\$0.45	April 7, 2011
	365,000	\$0.45	July 21, 2011
	100,000	\$0.45	December 7, 2011
	40,000	\$0.65	April 2, 2012
	120,000	\$0.65	June 18, 2012
	177,000	\$0.45	July 16, 2013
	600,000	\$0.12	December 5, 2013
	860,000	\$0.70	January 28, 2015
	25,000	\$1.07	March 18, 2015
	780,000	\$1.00	April 12, 2015
Fully Diluted at May 18, 2010	52,507,556		

### **Off Balance Sheet Arrangements**

The Company does not utilize off balance sheet arrangements.

## Transactions with Related Parties

Included in the current period are consulting fees of \$19,308 (2009 - \$26,678), travel and conference charges of \$39,600 (2009 - \$16,350), office and sundry charges of \$4,254 (2009 - \$10,700) and rent charges of \$5,019 (2009 - \$8,385) to a company controlled by directors of the Company.

During the period the Company incurred \$96,803 (2009 - \$77,000) in consulting fees and \$17,750 (2009 - \$17,850) in accounting fees to directors and officers. Of this \$15,290 (\$8,715 - September 30, 2009) remained in accounts payable at March 31, 2010.

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

## 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 additional 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.

## Financial Instruments and Other Instruments

### Categories of financial assets and liabilities

As at March 31, 2010 and September 30, 2009, the carrying value of the Company's financial instruments approximates their fair value. The carrying value of the Company's financial instruments is classified into the following categories:

	<b>March 31, 2010</b>	September 30, 2009
Held-for-trading	<b>\$ 7,546,403</b>	\$ 5,206,887
Available-for-sale	<b>\$ 498,750</b>	\$ 323,000
Loans and receivables	<b>\$ 246,959</b>	\$ 209,398
Other financial liabilities	<b>\$ 206,621</b>	\$ 316,062

### *Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to accounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in accounts receivable is remote.

### *Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at March 31, 2010, the Company had a cash and cash equivalent balance of \$7,546,403 (September 30, 2009 - \$5,175,302) to settle current liabilities

of \$206,621 (September 30, 2009 - \$316,062). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

#### *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

##### (a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As of September 30, 2009, the Company had \$31,585 invested in investment-grade short-term deposit certificates.

##### (b) Foreign currency risk

The Company operates predominately in Canada and is not exposed to any significant foreign currency risk.

##### (c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

### **Critical Accounting Estimates**

The Company's accounting policies are presented in note 2 of the accompanying financial statements. The preparation of consolidated financial statements in accordance with generally accepted accounting principles requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual amounts could differ materially from the estimates used and, accordingly, affect the results of the operations. These include:

- the carrying values of mineral properties; and
- the valuation of stock-based compensation expense.

#### ***Mineral properties and deferred exploration costs***

The Company records its interest in mineral properties at cost. Resource exploration and development costs are capitalized on an individual area of interest basis until such time as an economic resource body is defined or the prospect is abandoned. Costs for a producing prospect are amortized on a unit-of-production method based on the estimated life of the reserves, while costs for the prospects abandoned are written off.

Management of the Company reviews and evaluates the carrying value of each mineral property for impairment when events or changes in circumstances indicate that the carrying amounts of the related asset may not be recoverable. When it is determined that a mineral property is impaired, it is written down to its estimated fair value.

Management's estimates of mineral prices, mineral resources, and operating, capital and reclamation costs are subject to certain risks and uncertainties that may affect the recoverability of deferred mineral property costs. Although management has made its best estimate of these factors, it is possible that material changes could occur which may adversely affect management's estimate of the net cash flows expected to be generated from its properties.

The recoverability of amounts shown for mineral properties and related deferred costs is dependent upon the discovery of economically recoverable reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain necessary financing to continue operations and to complete the development and upon future profitable production or proceeds from the disposition thereof. The discovery or establishment of adequate reserves is dependent on successful exploration. Competition for exploration resources at all levels is currently very intense, particularly affecting availability of manpower, drill rigs and helicopters. As a result of this, and other factors inherent in exploration, the Company has uncertainty that it will be able to carry out its planned exploration programs.

### ***Stock-based compensation expense***

From time to time, the Company may grant share purchase options to directors, employees, and service providers. The Company uses the Black-Scholes option pricing model to estimate a value for these options. This model, and other models which are used to value options, require inputs such as expected volatility, expected life to exercise, and interest rates. Changes in any of these inputs could cause a significant change in the stock-based compensation recorded in a period.

### **Changes in Accounting Policy**

The Company has not made any changes to its accounting policies during the period.

### **Approval**

The Board of Directors of Kaminak Gold Corporation has approved the disclosure contained in this interim MD&A. A copy of this interim MD&A will be provided to anyone who requests it.

### **Additional Information**

Additional information can be obtained by contacting:

Kaminak Gold Corporation  
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**KAMINAK GOLD CORPORATION**  
/s/ "Robert Carpenter"  
Robert Carpenter, PhD, P. Geo.  
President and Chief Executive Officer

**KAMINAK GOLD CORPORATION**  
/s/ "Christopher Twells"  
Christopher Twells, CGA  
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