SUTTER GOLD MINING INC.
MANAGEMENT DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2009
CONTAINING INFORMATION UP TO AND INCLUDING MARCH 25, 2010

The following discussion and analysis is management's assessment of the results and financial condition of Sutter Gold Mining, Inc., ("the Company") for the quarter ended December 31, 2009. The reader is encouraged to review the Company's statutory filings on www.sedar.com and on the Company's website www.suttergoldmining.com.

All currency amounts are expressed in US dollars unless otherwise noted.

Technical information in this MD&A has been reviewed by Mark Payne, P. Geo. Calif. #7076.

Business Overview

The Company was incorporated in the Province of British Columbia on June 7, 1990. Effective December 29, 2004, the Company completed a reverse take-over ("RTO") by acquiring Sutter Gold Mining Company ("SGMC") of Riverton, Wyoming.

Approximately 97% of SGMC's shareholders tendered their shares for 43,180,757 common shares of the Company as of December 31, 2009. The Company has allotted another 1,396,610 common shares for the other 3% of SGMC's shareholders to tender their shares in the future.

On June 12, 2008, RMB Resources Ltd. ("RMB"), a trustee for the Telluride Investment Trust, entered into a private agreement to purchase an aggregate of 39,062,072 (49.9%) common shares of the Company from U.S. Energy Corp. ("USE") for an aggregate purchase price of approximately C$5,400,000, in accordance with the terms of a share purchase agreement and subject to certain closing conditions. On August 22, 2008, RMB completed the acquisition. As of December 31, 2009, RMB owned 51,832,120 (49.9%) of the outstanding common shares of the Company.

The Company's principal business activity is the development and consolidation of mineral properties in California and, through a joint venture agreement, exploring mineral properties in Mexico.

Upon the change of ownership and appointment of new management, corporate offices were relocated to Lakewood, Colorado and independent accounting, financial, communications, payroll and benefits, insurance, and investor relations systems were established that supports the Company's administration, exploration, mine development, and operational activities. Effective December 31, 2009 Clayr Alexander resigned his position as President, CEO and Director. James Crombie, Director, has been appointed as interim President and CEO.

Mining Claims and Feasibility Expenditures

	December 31, 2008	Net Additions	December 31, 2009
Lincoln & Comet Project			
Drilling and underground development	$ 806,300	$ - 0 -	$ 806,300
Feasibility study	120,600	1,096,400	1,217,000
Total Expenditures	$ 926,900	$ 1,096,400	$ 2,023,300

Sutter Gold Mine and Lincoln Project

The Company's wholly owned subsidiary SGMC owns the Sutter Gold Mine and Lincoln Project that are located in the historic Mother Lode District east of Sacramento, California. The Sutter Gold Mine and Lincoln Project are situated on a 551-acre block of surface and mineral rights owned in fee or leased from fee owners 45 miles east-southeast of Sacramento, California, in the central part of the 121-mile-long Mother Lode gold belt. SGMC's property lies within a 10-mile section of the Mother Lode belt which is credited with production of 7.8 million ounces of gold. SGMC's property had a recorded production of 2,350,000 ounces of gold, essentially all recovered prior to 1920. Records indicate that these formerly producing mines have documented reserves that have not been recovered.

Senior management has been assembled for Sutter Gold Mining's corporate and mine development support. Full time employees have been added where they are updating project cost and schedule estimates while maintaining existing permits and facilities. Key consultants have been retained and are assisting with site design, geologic modeling, metallurgical testing, material characterization, process design, equipment selection and operations planning.

Sutter Gold Mining continues to prepare and analyze geologic modeling and mine planning for resource and economic evaluation. A detailed, mine development and production/grade schedule is being prepared for a feasibility study.

Our consultants have conducted and released their final report for metallurgical testing to determine grind size, gravity and flotation recoveries, and reagent requirements for final process flow sheet design, equipment selection and operating cost estimations. In addition we have completed material testing and equipment selection for dewatering, storage, mixing and delivery of process material for surface fill unit and underground paste backfill. Other consultants are assisting with material characterization, and design, construction and operating cost estimates for the Surface Fill Unit, Construction Rock Storage and modifications necessary to existing operational permits as well as a preliminary construction cost estimate for the process facility.

A 2008 Mineral Resource estimate for the Sutter Gold Project was completed by Sutter Gold Mining Inc. consulting geologist and Independent Qualified Person Mark Payne, P.Geo. Calif. #7076, and published with all support data as a Technical Report, filed at the website www.sedar.com. Resources were defined according to CIM Definitions for Mineral Resources, and are compliant with NI43-101, Standards of Disclosure for Mineral Projects. The Indicated Mineral Resource base for the Lincoln Project has increased 30 percent from the 2006 Resource estimate, resulting in the upgrade of Inferred Resources to the Indicated category, and discovery of mineralization in new zones. The summary of the updated Indicated and Inferred Resources for the Lincoln Project is available in the February 13, 2008 news release.

The 2008 Indicated Resource estimate represents a 29% increase in ounces and 37% increase in tonnage over the 2006 estimate, with Indicated Resources for the project reported as 612,364 tonnes (673,600 tons) grading 11.3 g/t (0.33 oz/ton) containing 223,044 ounces gold.

Several mineralized zones in both the Lincoln-Comet and Keystone areas remain open down plunge to the southeast and to depth.

The Amador County Board of Supervisors issued a mining permit for the Lincoln Project in 1993. In 1998, the permit was modified to allow for mill tailings to be placed in a surface fill unit negating the expense and necessity of a conventional tailings pond facility. The Company is preparing current operating parameters for the 1998 mining permit that will reflect advances in technology (paste backfill and dry stacked tails), reduced operating tonnages and more efficient and economical operating constraints. The Company will be addressing these various modifications through late 2009 and into 2010 and expects to complete them prior to the construction and start up of the processing facility.

SGMC is evaluating the potential opportunity to further consolidate mineral properties contained within the 10-mile section of the Mother Lode Trend.

Lincoln and Comet Properties

The Sutter Gold Project has been the subject of considerable modern exploration activity, most of it centering on the Lincoln and Comet zones which are adjacent along strike. A total of 101,385 feet of drilling has been completed in 230 diamond drill holes, and modern underground development consists of a 2,850-foot declined ramp with 1,575 feet of horizontal crosscuts, 1,275 feet of horizontal ore development and 250 feet of vertical raise development.

From 2001 to the end of 2003, the Company renegotiated the principal mineral leases on 205 acres. The new lease terms are 30 years, broken down into ten year segments carrying a 4% production royalty or minimum annual payments as follows for the Lincoln and Comet property. An additional 0.5% net smelter return royalty is held by a consultant to a lessee prior to the acquisition of the properties and covers the same properties in the Lincoln Project. All payments have been made up to date.

Years	Annual Payments	
	Lincoln	Comet
1-10	$ 1,200	$ 2,400
11-20	$ 2,400	$ 4,800
21-30	$ 3,600	$ 7,200
31-40 (10 year option)	$ 4,800	$ 9,600
41-Thereafer (annual option)	$ 4,800	$ 9,600

Eureka Mines

On January 21, 2005, the Company entered into a lease agreement to acquire 132 acres of land immediately adjacent to the Company's properties in California, called the Eureka Property. The lease term is 30 years, broken down into ten years segment carrying a 4% production royalty or a minimum annual payment. As of December 31, 2008, 12,000 common shares were issued to the Eureka Property's owner for the first year's payment and the second through fourth years' payments have been made up to date.

Years	Annual Payments
1-10	$ 2,400
11-20	$ 3,600
21-30	$ 4,800
31-40 (10 year option)	$ 6,000
41-Thereafer (annual option)	$ 6,000

Keystone Property

Effective August 1, 2003, the Company entered into a lease ("Third Amendment to Mining Lease and Option") with Keystone Mining Corporation. The lease covers certain properties at the Sutter Gold Project and requires payments of $5,000 per year for the first 10 years of the lease. A royalty of 5% of the net profits on production exists on these properties. The "net profits" will be determined by subtracting from gross mineral revenues an amount equal to 105% of numerous categories of costs and expenses. All payments have been made up to date.

Cecchettini Trust

Effective May 20, 2009, the Company entered into a Mineral Lease Agreement with the Cecchettini Trust. The lease covers 162 acres adjoining and contiguous with existing Sutter Gold Properties and requires annual base lease payments of $5,000 for the first 10 years of the lease. A Production Royalty of 4% of saleable Product produced on these leases will be paid during mining operations. The payments have been made and are up to date.

Ecuador Property - NSR Interest
The Company had an 100% interest in three concessions located in the Portovelo region of southern Ecuador, subject to a 2% net smelter return royalty ("NSR") which was capped at a maximum of $1.0 million on each of two of the concessions. In March 2006, the title of the property was transferred to Dynasty Metals & Mining Inc. ("Dynasty") for 30,000 of Dynasty's common shares which were received by the Company at a deemed value of $20,100 and were sold in fiscal 2006. The Company retains a 2% NSR royalty on the properties, 50% of which may be purchased from the Company for C$500,000.

Mexican Property
On October 26, 2006, the Company entered into an Exclusive Option Agreement with The Alamo Group to acquire a 100% interest (less royalty provisions) in the Santa Teresa mineral concession located in the historic El Alamo gold mining district southeast of Ensenada, Mexico for C$500,000 in payments and a minimum of C$100,000 in work commitments.

The Company made an initial payment of $13,300 (C$15,000) on signing the Exclusive Option Agreement and issued 111,111 of its shares at a price of C$0.36 on signing the Definitive Agreement on February 7, 2007.

The Alamo Group will retain a 3% net smelter royalty if gold is selling for C$650/ounce or greater and 1.5% if gold is selling for less than C$650/ounce. The Company has the right to purchase one half of the net smelter royalty for C$1 after The Alamo Group has received C$2,000,000 in royalties from commercial operations on the concession.

On March 29, 2007, the Company signed a letter of intent with Premier to jointly explore the Company's Santa Teresa mineral concession. Premier is to earn an initial 50% interest in the project by issuing 100,000 common shares (received) to the Company, completing $1.5 million in exploration and acquisition within two years and reimbursing the Company for all option payments (C$500,000, C$180,000 reimbursed to report date) due to the vendor over four years. Premier can earn an additional 15% interest in the property (to a 65% interest) by paying a further $500,000 to the Company and conducting an additional $4.0 million in exploration on the property.

In January 2008, Premier began the initial 32-hole Phase One drill program at the Santa Teresa Concession in Baja California, Mexico and completed all 32 drill holes by late October 2008 for a total of 7,000 meters (22,800 feet) in the historic and high grade El Alamo District. Drilling results have confirmed the following; 1) Drilling has discovered multiple high-grade veins up to 260 meters along strike from the historic Princessa Gold Mine, whose average production grade exceeded one ounce per ton, 2) Results include multiple intercepts in excess of 34 gram per tonne (about 1.0 ounce per ton) gold between one and three meters within the Princessa structure, 3) Twenty-three significant intercepts with length-weighted average in excess of 35 gram per tonne, and 4) Structures remain open in all directions.

For more information on the drill results, please refer to the news releases available on www.sedar.com.

During Summer 2008, surface reconnaissance and prospecting has confirmed the presence of intense surface alteration blooms coincident with high-grade vein intercepts at depth, and has identified several new conceptual drill targets located throughout the Santa Teresa Concession.

In June 2008, Premier announced that it has completed a transaction with Compania Minera Quasaro S.A. de C.V. to purchase the La Victoria Concession for the joint venture. The La Victoria Concession is land-locked within the Santa Teresa Concession and the veins currently being explored in the Phase I program may extend along strike into La Victoria.

Results of Operations

Selected Annual Information

	Year ended Dec 31, 2009	Year ended Dec 31, 2008	Year ended Dec 31, 2007
	$	$	$
Total revenues	33,700	40,800	41,700
Operating costs and expenses	2,955,500	1,277,500	2,247,500
Loss for the year	3,349,200	1,553,900	1,587,500
Loss per share – basic and diluted	0.03	0.02	0.02
Total assets	2,083,300	3,107,100	1,940,100
Total long-term financial liabilities	23,300	23,300	23,300
Cash dividends accrued	Nil	Nil	Nil

Results of operations for the year ended December 31, 2009 compared to the year ended December 31, 2008

In the year ended December 31, 2009, the Company's net loss increased by $1,815,300 and totaled $3,349,200 compared to a net loss of $1,553,900 during the same period in 2008. During the year ended December 31, 2009 we recorded a foreign currency exchange loss of $4,600, (2008 - $369,200) reflecting the value of the US dollar against the Canadian dollar and its effect on the net monetary assets that were denominated in Canadian dollars. The Company did not have a gain on sale of marketable securities recorded in the year ended December 31, 2009 compared to $24,300 in 2008. In the period ended 2008, the Company reported a gain of $22,200 on the optioned property as a result of Premier reimbursing the Company a total of $72,200 while the Company was only required to pay The Alamo Group $50,000. Transaction fees incurred in 2009 associated with the new loan facility totaled $385,000. Interest expense increased to $40,500 in 2009 versus $2,600 in 2008 due to the new loan facility.

Operating costs and expenses increased by $1,678,000 and totaled $2,955,500 for the year ended December 31, 2009, compared to $1,277,500 for the same period in 2008. Contributing factors for the increase were costs incurred for the feasibility study of $1,096,400 for the year ending December 31, 2009 ($120,600 – 2008). The Company had salaries and wages of $896,600 which increased due to the addition of new employees and a one time severance payment made to the Company's former president compared with $340,100 for the same period in 2008. Land & Holding costs were $185,800 and $133,400 for the year ended December 31, 2009 and 2008 respectively. Office & Miscellaneous expenses increased $98,000 and totaled $207,800 for the period 2009, while these expenses totaled $109,800 for the same period 2008, due to the addition of a second office, new employees and increased activity associated with the mine permitting and feasibility. Travel & Entertainment increased $35,300 and totaled $59,300 for the year ended December 31, 2009, compared to $24,000 for the same period in 2008 due to the increased activity levels and the addition of new employees. Stock based compensation increased to $115,900 for the year ended December 31, 2009 compared with $85,100 for the same period 2008, due to stock option grants to new employees and to members of the Board of Directors.

Summary of Quarterly Results

Expressed In $	Dec 09	Sep 09	Jun 09	Mar 09	Dec 08	Sep 08	Jun 08	Mar 08
Operating revenues	11,200	2,400	16,500	3,600	13,100	12,300	7,700	7,700
Net loss	(651,300)	(1,304,500)	(717,100)	(676,300)	(1,065,200)	(251,700)	(145,300)	(91,700)
Loss per share	(0.00)	(0.01)	(0.01)	(0.01)	(0.01)	(0.01)	(0.00)	(0.00)

Results of Operations for the Fourth Quarter of 2009 and 2008

The Company's net loss for the three months ended December 31, 2009, totaled $651,300 or $0.00 per share, compared to a net loss of $1,065,200 or $0.01 per share for the three months ended December 31, 2008. During the three months ended December 31, 2009 we recorded a foreign currency exchange loss of $4,600 (2008 - $399,300) reflecting the value of the US dollar against the Canadian dollar and its effect on the net monetary assets that were denominated in Canadian dollars. Transaction fees reversed in the fourth quarter 2009 associated with the new loan facility totaled $6,200 due to over accrual on legal costs. Interest expense increased to $31,000 in the quarter from $1,300 also due to the new loan facility.

Operating costs and expenses decreased by $41,500 and totaled $637,700 for the three months ended December 31, 2009, compared to $679,200 for the same period in 2008. Contributing factors for the decrease included decrease of $42,500 in land and holding costs which totaled 58,300 for the three months ended December 31, 2009 (2008 – $100,800) due to reduced environmental permitting costs. Professional services were also reduced by $20,900 and totaled $29,100 for the three months ended December 31, 2009 (2008 - $50,000) primarily due to reduced outside accounting services. Stock based compensation was $45,800 lower for a total of $24,700 for the 2009 period (2008 – $70,500) due to fewer stock option grants in the 2009 quarter. Wages and benefits totaled $152,900 for the 2009 period, which is a decrease of $111,300 compared to $264,200 in 2008 due to performance related bonuses paid in 2008. Offsetting the above mentioned decreases were costs incurred for the feasibility study of $237,900 for the three months ending December 31, 2009 ($120,600 – 2008). Office & Miscellaneous expenses increased $28,600 and totaled $56,500 for the period 2009, while these expenses totaled $27,900 for the same period 2008, due to the addition of a second office, new employees and increased activity associated with the mine permitting and feasibility. Travel & Entertainment increased $8,800 and totaled $12,500 for the year ended December 31, 2009, compared to $3,700 for the same period in 2008 due to the increased activity levels and the addition of new employees.

Revenues during the three months ended December 31, 2009 decreased from $13,100 in 2008 to $11,200 due to decreased tour activity. The Company's interest income decreased by $1,200 in 2009, as a result of the lower interest rates and bank balances.

Liquidity and Capital Resources

The Company's working capital deficiency at December 31, 2009, was $1,710,900 versus $1,544,000 working capital at December 31, 2008. Cash and cash equivalents totaled $656,600 at December 31, 2009, a decrease of $1,059,600 from $1,716,200 at December 31, 2008.

On August 12, 2009, the Company entered into a short term loan facility agreement (the "Loan Facility"). The Loan Facility is denominated in US dollars and has a limit of $4,250,000. The Loan Facility will be for the purpose of funding agreed development activities at the Lincoln Project in California and corporate expenditures. 7.5% of the Loan Facility amount is payable to the Lender in cash upon execution of the Facility Agreement. The Facility will be available for drawing from the Closing Date of August 11, 2009 to August 1, 2010. The Company will be required to raise additional funds in order to construct a mill, complete mine development and repay the loan facility.

During the year ended December 31, 2009, the Company spent $70,800 on property and equipment compared to $57,300 for the same period in 2008. For the year ended December 31, 2009, $3,167,400 was used in operating activities compared to $1,112,300 in 2008.

The authorized share capital of the Company consists of unlimited number of common shares without par value and unlimited number of preference shares without par value. As at December 31, 2009, the

Company's share capital remained unchanged from 2008 year end at $23,945,500 representing 103,872,038 common shares, of which 1,396,610 were allotted to former SGMC's shareholders to tender their shares in the future. The Company also had 254,414 preference shares outstanding as at December 31, 2009 also unchanged from the 2008 year end, valued at $211,200

As at December 31, 2009, the Company had 4,476,000 stock options outstanding at an exercise price ranging from C$0.11 to C$0.35 and expiry dates from April 8, 2010 to December 1, 2014. If all the remaining outstanding options were to be exercised, the Company's available cash would increase by C$684,980.

As at December 31, 2009, the Company had a total of 12,794,994 warrants outstanding with an exercise price of C$0.15 per share expiring on or before August 22, 2010. If all the remaining warrants outstanding as at the date of this report were exercised, the Company's available cash would increase by C$1,919,249.

As at the date of this report, the Company had 103,872,038 common shares issued and outstanding of which 1,396,610 common shares were allotted. On a diluted basis the Company had 121,397,447 shares outstanding.

As at December 31, 2009, the deficit was $31,218,400 (December 31, 2008: $27,869,200). The increase was the result of the net loss of $3,349,200 for the year ended December 31, 2009.

Marketable Securities

As of December 31, 2009 and December 31, 2008, the Company did not own any marketable securities.

Property and equipment

As of December 31, 2009, the cost of the Company's property and equipment totaled $1,123,600 offset by accumulated depreciation of $559,600. For the year ended December 31, 2009, depreciation totaled $49,200 (2008 - $41,400).

Reclamation Bond

Future reclamation and mine closure costs will be the responsibility of the Company and are based on legal and regulatory requirements. The laws and regulations are continually changing and are generally becoming more restrictive. The Company believes it is in compliance with applicable laws and regulations and expects to make future expenditures to comply with these laws and regulations. Current estimated reclamation obligations are secured by a $27,000 reclamation bond as of December 31, 2009.

Transactions with Related Parties

During the period ended December 31, 2009, the Company incurred C$26,100 (2008 – C$74,000) for accounting, administrative and secretarial fees to a private company controlled by a director. Nothing was owed to this company as at December 31, 2009 (December 31, 2008 – C$2,100) for the unpaid portion of these amounts.

Effective June 1, 1996, SGMC entered into a Management Agreement with USE, a former partner of the Company, whereby a joint venture between the companies, USECB Joint Venture ("USECB") serves as the manager of the Company's mine development and exploration activities, among other duties, and provides administrative staff and services to the Company. Under the terms of the Management Agreement, USECB is reimbursed for actual costs incurred plus, initially, 10% of allowable costs as defined in the Management Agreement. USECB invoiced SGMC for the year ended December 31, 2009, and 2008 $0 and $3,300,

respectively, which included general administration costs, note payments, and lease payments. The Management Agreement may be terminated by the Company at any time with one month's advance notice to USECB. Notice of termination was provided in November 2009.

On August 12, 2009 the Company closed a secured loan facility in the amount of $4,250,000 with RMB Australia Holdings Limited maturing August 31, 2010. RMB Australia Holdings Limited and RMB are both members of the FirstRand Group. As of December 31, 2009 RMB owned 51,832,120 (49.9%) of the outstanding shares of the Company.

Related party transactions are measured at their exchange amounts as determined by management. The amounts bear no interest and are unsecured with no repayment terms.

Changes in accounting policies

Deferred exploration costs

On March 27, 2009, the Emerging Issues Committee issued EIC-174 Mining Exploration Costs. The EIC provides additional guidance in light of the potential adverse impact of the current economic and financial turmoil on the carrying value of the deferred exploration costs. The EIC is effective for financial statements issued on or after the date of the date of the EIC. Management applied a market approach in its review using data relating to forward prices, ongoing feasibility studies and management's assessment of the Company's ability to fund ongoing exploration. In management's estimation there has been no impairment to its mineral assets upon the adoption of the new standard.

Goodwill and intangible assets

On January 1, 2009, the Corporation adopted CICA Handbook section 3064 "Goodwill and Intangible Assets", which replaced CICA Handbook section 3062 "Goodwill and Other Intangible Assets" as well as CICA Handbook section 3450 "Research and Development". This new standard provides guidance on the recognition, measurement, presentation and disclosure of goodwill and intangible assets. Adoption of this new standard did not have a material impact on the Corporation's financial statements and disclosures.

CICA Sections 1582, 1601, 1602 Business Combinations, Consolidations, and Non-Controlling Interests

In January 2009, the AcSB issued the following Handbook sections: 1582 – Business Combinations, 1601 – Consolidations, and 1602 – Non-Controlling Interests. These new Sections will be applicable to financial statements relating to the Company's interim and fiscal year end beginning on or after January 1, 2011. Early adoption is permitted. The Company does not expect that there will be any material impact upon its adoption of these new sections on its consolidated financial statements.

IFRS convergence

In late 2009, the Company commenced a comprehensive IFRS conversion plan which addressed changes in accounting policies, restatement of comparative periods, organization, internal controls and any required changes to business processes. To facilitate this process and ensure that the full impact of the conversion was understood and managed reasonably, the Company has retained consultants to be responsible for the IFRS conversion project. Through assistance with respect to training and preparation of reconciliations of historical Canadian GAAP financial statements to IFRS, the Company believes that its accounting department has obtained sufficient understanding of IFRS for implementation purposes.

The Company has completed its preliminary assessment of the differences between IFRS and Canadian GAAP that may potentially impact the recognition, measurement and presentation of the Company's financial statement balances at the transitional date of January 1, 2010. The Company has commenced

Phase II of the project to (i) update its findings under Phase I, (ii) quantify the differences identified in Phase 1, (iii) record necessary entries to its transitional balance sheet at January 1, 2010 and (iv) prepare the reconciliation tables mandated by IFRS 1 commencing with the Company's first interim IFRS financial statements (March 2011 with March 31, 2010 comparatives) from Canadian GAAP reported net income and equity to that reported under IFRS.

Sutter Gold is required to apply all of those IFRS standards which are effective for fiscal year ending December 31, 2011 and apply them to its opening January 1, 2010 balance sheet (Transition date).

The differences as identified in Phase I and the Company's proposed actions under Phase II are summarized below.

a) Transitional Impact on Financial statement presentation and classification

The Company's financial statements will have a different format upon transition to IFRS.
The components of a complete set of IFRS financial statements are: statement of financial position (balance sheet), statement of comprehensive income, statement of changes in equity, statement of cash flows, and notes including accounting policies. Income statement will be presented ass a component of the statement of comprehensive income. Balance sheet may be presented in ascending or descending order of liquidity. Income statement is classified by each major functional area – marketing, distribution, etc.
Impact on Company: *The Company will reformat the financial statements in compliance with IAS 1.*

b) IFRS-1 Transitional policy choices and exceptions for retrospective application

IFRS-1 contains the following policy choices with respect to first-time adoption that are applicable to the Company.

Property, plant & equipment:

IFRS 1 provides a choice between measuring property, plant and equipment at its fair value at the date of transition and using those amounts as deemed cost or using the historical cost basis under Canadian GAAP.

Impact on Company: *The Company will elect to use the historical cost carrying values as determined under Canadian GAAP for transitional purposes.*

c) Mandatorily applicable standards with retrospective application (i.e., not specifically exempt under IFRS - 1)

Deferred mineral exploration costs

The Company records it interests in mineral exploration properties at cost. Exploration expenditures, other than those of a general nature, relating to mineral properties in which an interest is retained are deferred and carried as an asset until the results of the projects are known. If a project is unsuccessful or if exploration has ceased because continuation is not economically feasible, the cost of the property and the related exploration expenditures are written off.

IFRS: IFRS 6 *Exploration and Evaluation of Mineral Resources* permits mining companies to retain their existing policies with respect to the capitalization of exploration and evaluation costs until guidance that is more definitive is developed in this area. Such guidance is not expected to be issued until after the Company's changeover to IFRS. **Canadian GAAP**: Under Canadian GAAP all mineral resource properties are carried at cost. The Company considers exploration and development costs and expenditures to have the characteristics of property, plant and equipment and, as such, the Company

capitalizes all exploration costs, including acquisition costs, field exploration and field supervisory costs relating to specific properties as incurred, until those properties are determined to be economically viable for mineral production. After the determination of economic feasibility and at the commencement of pre-production activities these deferred exploration costs will be transferred to mining properties and amortized through charges against income derived from mining operations. The Company will have a choice between retaining its existing policies with respect to mineral properties and deferred exploration costs or electing to change its policy retrospectively to expense all pre feasibility costs.

Impact on Company: *The Company has made a preliminary decision to change its accounting policy to retrospectively expense all pre feasibility exploration and evaluation costs.*

Property, plant and equipment – cost

IFRS: IAS 16 contains more extensive guidance with respect to components within PP&E. When an item of property, plant and equipment comprises individual components for which different depreciation methods or rates are appropriate, each component is accounted for separately (component accounting).
Canadian GAAP: Section 3061 essentially contains similar guidance but is less extensive.
Impact on Company: *The Company does not expect that this will have a material impact upon transition.*

Loan facility - Transaction costs

On August 12, 2009 the Company entered into a short term loan facility agreement (the "Loan Facility"). The Loan Facility is denominated in US dollars and has a limit of $4,250,000. Transaction fees in the amount of $385,000 were expensed during the period.
IFRS: IAS 39 does not allow a choice of accounting policy for transaction costs - must be recognized as part of the financial liabilities. **Canadian GAAP**: Permits a choice.
Impact on Company: *The Company will apply the IAS 39 methodology to quantify the transitional impact at January 1, 2010 and the restatement impact for all periods during fiscal 2010.*

Provision for environmental rehabilitation

IFRS – IFRS 37 applies to a constructive obligation, where the event creates valid expectations that the entity will discharge the obligation, as well as a legal obligation. The amount recognized should be the best estimate of the expenditure required to settle the obligation at the balance sheet date. Present value should be used where the effect of the time value of money is material. The discount rate (or rates) utilized should be a pre-tax rate (or rates) that reflect(s) current market assessments of the time value of money and the risks specific to the liability. Provisions should be reviewed at each balance sheet date and adjusted to reflect the current best estimate.
Impact on the Company: *The Company's accounting policy under Canadian GAAP is consistent with IFRS 37.*

Functional currency

The Company uses the Canadian $ as both its functional and reporting currency. IAS 21 contains a more comprehensive framework for the determination of functional currency.
Impact on Company: *During Phase II the Company will review the IAS 21 criteria to determine whether there is a material impact upon transition at January 1, 2010 or at December 31, 2010 and for the interim periods and the year then ended. At the present time the Company does expect a material impact.*

Share based compensation

IFRS: Under IFRS 2, graded vesting awards must be accounted for as though each installment is a separate award. IFRS does not provide for an election to treat the instruments as a pool and recognize expense on a straight line basis. **Canadian GAAP**: Straight line basis is permissible under Canadian GAAP.
Impact on Company: *The Company has recognized option expense on a graded basis that is consistent with the IFRS 2 amortization methodology; as such the Company does not expect any significant transitional impact for options unvested at January 1, 2010*

Impact on systems and processes

The Company does not expect that adoption of IFRS will have a pervasive impact on its present systems and processes. The Company expects to implement certain minor changes to the general ledger account descriptions as well as the calculation methodologies currently in use for certain specific financial statement areas such as asset impairment, share based compensation etc.

Off-balance sheet arrangements

The company had no off balance sheet arrangements as at December 31, 2009 or December 31, 2008.

Financial instruments

The Company's excess cash reserves are held in cash equivalents. The company had no other financial instruments other than accounts receivable, accounts payable, leases payable and amounts due to and from related parties as at December 31, 2009 or December 31, 2008.

Outstanding share data

Common Shares:

The Company has authorized an unlimited number of common shares, with no par value, of which 103,872,038 shares are issued and outstanding as of the date hereof. The Company has 254,414 Series 1 Convertible Redeemable Preference shares that are convertible at any time by the holder into common shares of the Company on a one for one basis and are redeemable at any time by the Company at a price of C$1 for each share redeemed.

Share Purchase Warrants:

As of the date hereof, 12,794,994 share purchase warrants were issued are outstanding.

Stock Options:

As of the date hereof, 4,476,000 options were outstanding under the Company's stock option plan for employees, directors, officers and consultants of the Company these options have an exercise price between C$0.11 - C$0.35.

Proposed transactions

Management periodically enters into informal discussions with prospective business partners in the normal course of business. However management does not believe that any of these discussions constitute proposed transactions for the purpose of this report.

Outlook

Management of the Company plans the following activities in 2009 to increase liquidity, repay debt and generate the capital necessary to continue the development of the Sutter Gold Mine.

- Raise sufficient funds through either additional debt financing, the sale of equity investments or attracting an industry partner to provide sufficient capital to construct a mill and complete mine development in anticipation of putting the mine into production.

Management believes that if it is successful in these endeavors and the project is financially justified that the mill and mine could be in production within 18 months of financing. The spot and long-term price for gold is volatile. These price fluctuations are a risk to the economic performance of the property. There is no assurance that the plans will be accomplished.

Risks and Uncertainties

The success of the Company will depend on numerous factors, including availability of development and construction capital; the spot price of gold; preparation and execution of an underground development and mining plan which produces the amounts and grades of ore targeted by the plan; construction of a mill which recovers the percentages of gold estimated by the Company; ongoing delineation of sufficient ore reserves in addition to current estimates to sustain mining operations; absence of delays due to unanticipated underground engineering or production problems, and other factors such as environmental and permitting delays. There is no assurance of favorable determinations of such factors. An unfavorable determination of any one of such factors could significantly delay operations and impair the chances of success for the Company.

All of the Company's short to medium term operating and exploration cash flow must be derived from external financing. Actual funding may vary from what is planned due to a number of factors including the progress of exploration and development on its current properties. Should changes in equity market conditions prevent the Company from obtaining additional external financing, the Company will need to review its exploration property holdings to prioritize project expenditures based on funding availability.

The Company competes with larger and better financed companies for exploration personnel, contractors and equipment. Increased exploration activity has increased demand for capital, equipment and services. There can be no assurance that the Company can obtain required capital, equipment and services in a timely or cost effective manner.

The Company's operations in the United States and financing activities in Canada make it subject to foreign currency fluctuations and such fluctuations may materially affect its financial position and results.

Disclaimer

The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents file on SEDAR (www.SEDAR.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Forward Looking Statements

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward looking statements are usually identified by our use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates" or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions; statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model; future operations, products and services; the impact of regulatory initiatives on the Company's operations; the size of and opportunities related to the markets for the Company's products; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Company. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, our actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements.