

INLET RESOURCES LTD.



MANAGEMENT DISCUSSION & ANALYSIS

For the quarter ended September 30, 2008

Directors and Officers as at November 28, 2008:

Directors: David Baker
Earl Terris
Harvey Lawson

Officers: President – David Baker
CFO – Vivian Gu

Contact Name: David Baker

TSX Venture Exchange Symbol: INL

INLET RESOURCES LTD.

MANAGEMENT DISCUSSION & ANALYSIS

For the Quarter Ended September 30, 2008

1.1 Date of This Report

November 28, 2008.

1.2 Overall Performance

Description of Business

Inlet Resources Ltd. (the “Company”) is a publicly listed company that trades on the TSX Venture Exchange (the “Exchange”) under the symbol “INS” as a junior resource company with a focus on acquiring mineral projects that will provide the opportunity to enhance shareholder value.

During the year ended December 31, 2006, the Company consolidated its share capital on a 30 old for 1 new basis. The name of the Company was unchanged.

Effective at the opening January 11, 2006, shares of the Company commenced trading on TSX Venture Exchange under the new trading symbol “INL”. The Company is now classified as a “Resource” company.

1.3 Selected Annual Information

The highlights of financial data for the Company for the three most recently completed financial years are as follows:

	<u>December 31,</u> <u>2007</u>	<u>December 31,</u> <u>2006</u>	<u>December 31,</u> <u>2005</u>
(a) Net sales	-	-	-
(b) Loss before extraordinary items			
(i) Total loss	\$236,592	\$365,644	\$647,888
(ii) Loss per share - basic	\$0.04	\$0.08	\$0.31
(iii) Loss per share - diluted	\$0.04	\$0.08	\$0.31
(c) Net loss			
(i) Total loss	\$236,592	\$365,644	\$647,888
(ii) Loss per share - basic	\$0.04	\$0.08	\$0.31
(iii) Loss per share - diluted	\$0.04	\$0.08	\$0.31
(d) Total assets	\$1,781,418	\$1,123,349	\$564,016
(e) Total long-term liabilities	N/A	N/A	N/A
(f) Cash dividends declared per-share	N/A	N/A	N/A

1.4 Results of Operations

Discussion of Acquisitions, Operations and Financial Condition

The following should be read in conjunction with the financial statements of the Company and notes attached hereto.

Mineral Properties

Broken Hill-Leo property

On September 26, 2006, the Company entered into an option agreement with Timer Explorations Inc. ("Timer", name changed to Potash North Resource Corp. since May 2008), a company related by common directors, to acquire a 50% interest in the Broken Hill-Leo property, located approximately 150 kilometers north-north east of Kamloops, British Columbia.

The property comprises 133 claims (3,325 hectares) located near the village of Avola, and covers a 9-kilometer strike extent of carbonate stratigraphy with numerous zinc-lead-silver showings and occurrences. In June 2005 Timer conducted a 5-hole drill program to test two of several occurrences (the Vista and Paulter showings), which resulted in narrow intercepts of zinc mineralization being drilled, including 5.88% zinc over a drill width of 0.83m. The claims are located approximately 15 kilometers west of the Ruddock Creek property where Selkirk Metals Corp. (TSX-V: SLK) recently announced a drill hole intercept of 15.79% zinc and 3.33% lead over 14.05 meters.

Under the terms of the Option Agreement, the Company must complete an initial \$50,000 work program prior to December 31, 2006 (incurred \$49,938 as at December 31, 2006) and a further \$150,000 work program by August 31, 2007 to earn the 50% interest in the claims. The report on the initial program has been received, covering the results of mapping, soil/rock sampling, trenching and ground geophysics to further explore the known showings and define new target areas for drilling.

The Company had not completed the required expenditures as at August 31, 2007 and Timer received a notice of Default of Agreement on September 6, 2007. On October 9, 2007, the Company received an Amended Notice of Default that extends the default period to December 31, 2007, and the Company made a \$15,000 deposit to the optionor pursuant to the Amended Notice of Default.

During the nine months ended September 30, 2008, the Company made a \$5,000 payment to the optionor to extend the default period.

On April 23, 2008, Timer signed an Amended Option that requires Timer to complete a \$125,000 work program on the property by November 2, 2008 in order to keep the option in good standing and to make advance royalty payments of \$5,000 each subsequent year to the optionor until \$100,000 has been paid.

On April 23, 2008, the Company, through a board resolution, extended the option agreement with Timer pursuant to the Amended Option. Under the extended option agreement, the Company may earn a 50% interest in Broken Hill-Leo property by sharing 50% of the \$125,000 required work program expenditures and funding 50% of the advance royalty payments of \$5,000 each subsequent year to the optionor until a total \$100,000 has been paid.

Exploration and developments updates

A \$125,000 exploration program started in September 2008 which encompasses line cutting, prospecting, rock and soil sampling, trenching in the area of the Navan and Mike showings and 2000 metres of diamond drilling and core sampling in order to better establish the extent of the mineral showings and to define the economic potential of the property. Applications for the necessary work permits are submitted to the BC Government and are pending. Management will review the findings of the 2008 work program to determine an appropriate follow-up work program.

Discussion of Operations and Financial Condition

Results of Operations

The loss for the nine months ended September 30, 2008 was \$196,142 as compared with a loss of \$170,412 for the nine months ended September 30, 2007. During the nine months ended September 30, 2008, the Company recognized \$463,600 unrealized loss (2007 - \$536,600 unrealized gain) in value of short term investment as other comprehensive income, which is not included in the net loss.

The details of the expenses discussed above are as follows:

	30-Sept-08	30-Sept-07	Increase/ (Decrease)
Amortization	\$ 1,860	\$ 1,440	\$ 420
Interest and bank charges	325	284	41
Consulting & administration	62,888	62,075	813
Professional fees	36,342	16,206	20,136
Management fees	36,000	36,000	-
Rent, telephone, office expenses & services	48,443	47,291	1,152
Shareholders' communication fees & expenses	9,321	9,286	35
Transfer agent & regulatory filing fees	14,636	12,456	2,180
Total General & administrative	\$ 209,815	\$ 185,038	\$ 24,777

Consulting fees for the current period include services related to corporate and administration, shareholder communications, and computer and website. Shareholder communication fees consist of the fees paid to the Company spokespersons that handle all shareholder calls, maintain the company mailing list, and handle all company mail-outs. The Company also retains a consultant for maintenance of the Company's website. Filing and transfer agent fees include fees paid to the TSX Venture Exchange and the B.C. and Ontario Securities Commissions, SEDAR filings, and fees paid to Computershare Trust Company of Canada and the Minister of Finance.

Investor Relations Activities

The Company currently has no formal arrangements with respect to investor relations. During the period, the Company responded to investor inquiries and conducted shareholder and investor mailouts. The Company has assigned spokespersons responsible for responding directly to all investor inquiries and for conducting shareholder and investor mailouts. (See above for costs related to shareholder communications).

Financings, Principal Purposes & Milestones

During the nine months ended September 30, 2008, there were no financing activities.

1.5 Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	Q3 <u>30-Sept-08</u>	Q2 <u>30-Jun-08</u>	Q1 <u>31-Mar-08</u>	Q4 <u>31-Dec-07</u>
Net Income (loss)	(\$59,838)	(\$79,392)	(\$56,912)	(\$66,180)
Per Share	(0.01)	(0.01)	(0.01)	(0.01)
	Q3 <u>30-Sept-07</u>	Q2 <u>30-Jun-07</u>	Q1 <u>31-Mar-07</u>	Q4 <u>31-Dec-06</u>
Net Income (loss)	(\$53,641)	(\$60,252)	(\$56,519)	(\$174,201)
Per Share	(0.01)	(0.01)	(0.01)	(0.03)

Discussion

For the quarter ended September 30, 2008, please refer to Section 1.4 "Results of Operations."

During the quarter ended December 31, 2006, the Company recorded \$121,816 stock based compensation expenses as a result of granting 523,000 stock options.

1.6 Liquidity

The Company has no revenue generating projects at this time. The Company's historical capital needs have been met by equity subscriptions. The Company will require additional financing to fund any property acquisitions as well as exploration programs on any properties it acquires. As at September 30, 2008, the Company's working capital was \$1,926,111 (compared to \$1,697,523 at December 31, 2007). The ability of the Company to successfully acquire and develop properties in the resource sector is conditional on its ability to secure financing when required. The Company proposes to meet any additional financing requirements through the exercise of outstanding stock options and warrants, or arranging other equity financing, and/or finalizing a joint venture agreement with a partner(s) who will be able to assume the costs of recommended exploration programs. In light of the continually changing financial markets, there is no assurance that funding by equity subscriptions or finding a joint venture partner will be possible at the times required or desired by the Company.

1.7 Capital Resources

The Company entered into an option agreement with Timer Explorations Inc. (“Timer”) to acquire a 50% interest in the Broken Hill-Leo property, located approximately 150 kilometers north-north east of Kamloops, British Columbia., as detailed in Section 1.4 “*Results of Operations.*”

1.8 Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

1.9 Transactions with Related Parties

The Company retains the services of certain directors and officers. Management fees, consulting fees, accounting fees, and corporate and administration fees are as follows:

	Nine months ended September 30	
	2008	2007
Management fees	36,000	36,000
Consulting fees – shareholders communication	22,500	22,500
Accounting fees	7,875	-
Total	66,375	58,500

In the nine months ended September 30, 2008, management fees of \$36,000 (2007 - \$36,000) were paid to the president, who is also a director, of the Company. Consulting fees related to shareholders’ communication of \$22,500 (2007 - \$22,500) were paid to a company controlled by the spouse of the president. Accounting fees of \$7,875 (2007 - \$Nil) were paid to an officer.

At September 30, 2008, accounts payable and accrued liabilities included \$Nil (2007 - \$924) due to a director of the Company.

At September 30, 2008, accounts receivable include the offices expenses paid on behalf of companies with common directors and management in the amount of \$1,301 (2007 – \$1,301).

At September 30, 2008, prepaid expenses include \$Nil (2007 - \$10,500) paid to companies controlled by a director for future management fees and other expenses.

1.10 Third Quarter – 2008

The third quarter results do not differ significantly from other quarters. During the nine months ended September 30, 2008, the Company recognized \$463,600 unrealized loss from available for sale securities as other comprehensive loss.

1.11 Proposed Transactions

None.

1.12 Critical Accounting Estimates

N/A

1.13 Changes in Accounting Policies

Effective January 1, 2007, the Company has adopted three new accounting standards related to financial instruments that were issued by the Canadian Institute of Chartered Accountants (“CICA”) in 2005. These accounting policy changes were adopted on a prospective basis with no restatement of prior period financial statements. The new standards and accounting policy changes are as follows:

Financial Instruments – Recognition and Measurement (CICA Handbook Section 3855)

In accordance with this new standard the Company now classifies all financial instruments as either held-to-maturity, available-for-sale, held for trading or loans and receivables. Financial assets held to maturity, loans and receivables and financial liabilities other than those held for trading, are measured at amortized cost. Available-for-sale instruments are measured at fair value with unrealized gains and losses recognized in other comprehensive income. Instruments classified as held for trading are measured at fair value with unrealized gains and losses recognized on the statement of loss.

Comprehensive Income (CICA Handbook Section 1530)

The standard introduces the concept of comprehensive loss, which consists of net loss and other comprehensive income. The Company’s financial statements now include a Statement of Comprehensive Loss integrated with the statement of operation, which includes the components of comprehensive income. For the Company, other comprehensive income (“OCI”) is comprised of the unrealized gains on available-for-sale financial assets arising during the year.

Cumulated changes in OCI are included in Accumulated Other Comprehensive Income (“AOCI”), which is presented as a new category within shareholders’ equity on the balance sheet.

Hedges (CICA Handbook Section 3865)

The new standard specifies the criteria under which hedge accounting can be applied and how hedge accounting can be executed. The Company has not designated any hedging relationships.

1.14 Financial and Other Instruments

The carrying value of cash and cash equivalents and accounts payable approximate their fair values due to the short maturity of those instruments.

1.15 Other

Disclosure of Outstanding Share Capital (September 30, 2008)

	<u>Number</u>	<u>Book Value</u>
Common Shares	11,832,317	\$15,668,450

Summary of incentive stock options:

<u>Number of Shares</u>	<u>Expiry Date</u>	<u>Exercise Price Per Share</u>
91,115	July 7, 2009	\$3.00
<u>147,500</u>	November 30, 2011	\$0.24
238,615		

Summary of warrants outstanding:

<u>Number of Shares</u>	<u>Expiry Date</u>	<u>Exercise Price</u>
565,000	October 3, 2009	\$0.20

Subsequent Events

On November 4, 2008, the Company announced that it had arranged a non-brokered private placement involving the issuance of up to 4,000,000 units of the Company at a price of \$0.06 per unit for gross proceeds of \$240,000. Each unit shall be composed of one common share of the Company and one transferable common share purchase warrant. Each warrant is exercisable into one additional common share of the Company for a period of two years from the closing date of the private placement at an exercisable price of \$0.10. The proceeds from the offering will be added to working capital and will be used to investigate other opportunities for the Company. The private placement is subject to receipt by the Company of all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

Additional information

Additional information relating to the company is on SEDAR at www.sedar.com.