INLET RESOURCES LTD.

INL-V

MANAGEMENT DISCUSSION & ANALYSIS

For the quarter ended March 31, 2009

Directors and Officers as at May 29, 2009:

Directors:	David Baker Earl Terris Harvey Lawson
Officers:	President – David Baker CFO – Vivian Gu
Contact Name:	David Baker
TSX Venture Exchange Symbol:	INL

Suite 1550, 200 Burrard Street • Vancouver, British Columbia V6C 3L6 • Tel: (604) 605-0777 • Fax: (604) 683-8087
Email: info@inlet-resources.com www.inlet-resources.com

Form 51-102-F1

INLET RESOURCES LTD.

MANAGEMENT DISCUSSION & ANALYSIS

For the Quarter Ended March 31, 2009

1.1 Date of This Report

May 29, 2009.

1.2 Overall Performance

Description of Business

Inlet Resources Ltd. (the "Company") is a publicly listed company that trades on the TSX Venture Exchange 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:

	December 31, 2008	December 31, 2007	December 31, 2006
(a) Net sales	-	-	-
(b) Loss before extraordinary items			
(i) Total loss	$281,394	$236,592	$365,644
(ii) Loss per share - basic	$0.02	$0.04	$0.08
(iii) Loss per share - diluted	$0.02	$0.04	$0.08
(c) Net loss			
(i) Total loss	$281,394	$236,592	$365,644
(ii) Loss per share - basic	$0.02	$0.04	$0.08
(iii) Loss per share - diluted	$0.02	$0.04	$0.08
(d) Total assets	$1,789,902	$1,781,418	$1,123,349
(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 clams. 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.

In January and March 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 (incurred as of December 31, 2008) 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 late 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. Necessary work permits were received from the BC Government.

The drilling program was completed on Oct 10, 2008, with seven holes completed. The initial focus of the drilling was on the Mike and Denis showings to test for economic concentrations in bedrock of zinc, lead and silver mineralization and to followup on soil geochemistry anomalies and prospecting finds. Also targeted was stratigraphy between and on the Navan and Paulter showings which are a kilometre apart. Drilling targeted the Paulter showing where 5.88% zinc was reported from previous drilling in the area.

All “significant” mineralized intersections have been sampled and the samples with blanks and standards went to Ecotech Analytical laboratories in Kamloops for ICP analyses and if warranted zinc assay and gold analyses. All disturbed areas have been reclaimed.

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 three months ended March 31, 2009 was $64,924 as compared with a loss of $56,912 for the three months ended March 31, 2008. During the quarter ended March 31, 2009, the Company recognized $64,400 unrealized gain (2008 - $210,200 unrealized loss) 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:

	31-Mar-09	31-Mar-08	Increase/ (Decrease)
Accounting	$ 2,625	$ 2,625	$ -
Amortization	620	620	-
Consulting & administration	20,963	20,963	-
Interest and bank charges	112	109	3
Legal fees	2,990	-	2,990
Management fees	12,000	12,000	-
Rent, telephone, office expenses	14,061	15,096	(1,035)
Shareholders’ communication	3,122	3,111	11
Transfer agent & regulatory filing fees	8,431	7,653	778
Total General & administrative	$ 64,924	$ 62,177	$ 2,747

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

On January 23, 2009, the Company completed a non-brokered private placement involving the issuance of 4,000,000 units of the Company at a price of $0.06 per unit for gross proceeds of $240,000. Each unit is comprised 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 shares and warrant shares are subject to a four month hold period expiring on May 24, 2009. No finder's fees or commissions were paid in connection with this private placement.

1.5 Summary of Quarterly Results

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

	Q1 31-Mar-09	Q4 31-Dec-08	Q3 30-Sept-08	Q2 30-Jun-08
Net Income (loss)	($64,924)	($85,252)	($59,838)	($79,392)
Per Share	(0.00)	(0.01)	(0.01)	(0.01)
	Q1 31-Mar-08	Q4 31-Dec-07	Q3 30-Sept-07	Q2 30-Jun-07
Net Income (loss)	($56,912)	($66,180)	($53,641)	($60,252)
Per Share	(0.01)	(0.01)	(0.01)	(0.01)

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 March 31, 2009, the Company's working capital was $1,853,211 (compared to $1,613,115 at December 31, 2008). 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

All related party transactions and amounts owing are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

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

	Three months ended March 31	
	2009	2008
Management fees	**12,000**	12,000
Consulting fees	**7,500**	7,500
Accounting fees	**2,625**	2,625
Total	**22,125**	22,125

In the three months ended March 31, 2009, management fees of $12,000 (2008 - $12,000) were paid to the president, who is also a director, of the Company. Consulting fees related to shareholders' communication of $7,500 (2008 - $7,500) were paid to a company controlled by the spouse of the president. Accounting fees of $2,625 (2008 - $2,625) were paid to an officer.

At March 31, 2009, accounts receivable include the offices expenses paid on behalf of a company with common directors and management in the amount of $1,301 (2008 – $1,301).

At March 31, 2009, prepaid expenses include $509 (2008 - $7,393) paid to companies controlled by a director and the spouse of a director for future management fees and other expenses.

1.10 First Quarter – 2009

The first quarter results do not differ significantly from other quarters, except for the recognition of $64,400 unrealized gain from available for sale securities as other comprehensive income.

1.11 Proposed Transactions

None.

1.12 Critical Accounting Estimates

N/A

1.13 Changes in Accounting Policies

The following accounting pronouncements are applicable to annual and interim periods beginning on or after January 1, 2008. There was no material impact on the Company's financial condition or operating results as a result of the adoption of these new standards.

(i) CICA Section 1506, Accounting Changes, establishes criteria for changing accounting policies, together with the accounting treatment and disclosure of changes in accounting policies, changes in accounting estimates and the correction of errors. The disclosure is to include, on an interim and annual basis, a description and the impact on the Company on any new primary source of GAAP that has been issued but is not yet effective.

(ii) CICA Section 1535, Capital Disclosures, requires that a company disclose information that enables users of its financial statements to evaluate its objectives, policies and procedures for managing capital including disclosures of any externally imposed capital requirements and the consequences for non-compliance.

(iii) CICA Section 3862, Financial Instruments – Disclosure, which requires disclosure of information related to the significance of financial instruments to a company's financial position and performance. A company is also required to disclose information related to the risks of its use of financial instruments and how those risks are managed.

(iv) CICA 3863, Financial Instruments – Presentation, which establishes standards for presentation of financial instruments. It deals with the presentation of financial instruments and the circumstances in which financial assets and financial liabilities are offset.

EIC-172 and Restatement of Prior Periods

On August 28, 2008, the Emerging Issues Committee ("EIC") issued EIC-172, "Income Statement Presentation of a Tax Loss Carry-Forward Recognized following an Unrealized Gain Recorded in Other Comprehensive Income", wherein it recommended the recognition in net income of the tax benefit arising from the recognition of income tax loss carry-forwards consequent to the recording of unrealized gains on available-for-sale financial assets in other comprehensive income. The abstract requires retrospective accounting for prior periods so affected. As such, the Company restated the net loss, deficit, and related components of other comprehensive income for 2007 to reflect the recognition of the benefit of the application as follows:

	For the year ended December 31, 2007	
	Restated	Previously Reported
Net loss for the year	$ (200,084)	$ (236,592)
Deficit	(13,878,009)	(13,981,011)
Accumulated other comprehensive income		
Adjustment to opening balance	323,268	389,761
Closing balance	500,759	603,761
Unrealized gain on available-for-sale investments	177,492	214,000
Loss per share	(0.03)	(0.04)

As a result of the restatement of the 2007 deficit and accumulated other comprehensive income balances, the 2008 balances are restated accordingly as follows:

	For the year ended December 31, 2008	
	Restated	Previously Reported
Deficit	$ (14,159,404)	(14,262,405)
Accumulated other comprehensive income	(125,640)	(22,639)

The restatements are merely reclassifications between deficit and accumulated other comprehensive income.

Future Accounting Pronouncements:

(i) The CICA issued Section 1601 Consolidated Financial Statements. This new Section will be applicable to financial statements relating to the Company's interim and fiscal year beginning on or after January 1, 2011. Early adoption is permitted. This section establishes standards for the preparation of financial statements. The Company has not yet determined the impact of the adoption of this new section on the financial statements.

(ii) Canada's Accounting Standards Board ratified a plan that will result in Canadian GAAP being converged with International Financial Reporting Standards ("IFRS") by 2011. Management has performed a preliminary analysis and highlighted areas where its current Canadian accounting practices differ from IFRS. The impact on the Company's financial statements has not yet been determined.

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 (March 31, 2009)

	Number	Book Value
Common Shares	15,832,317	$15,908,450

Summary of incentive stock options:

Number of Shares	Expiry Date	Exercise Price Per Share
91,115	July 7, 2009	$3.00
52,500	November 30, 2011	$0.24
143,615		

Summary of warrants outstanding:

Number of Shares	Expiry Date	Exercise Price
565,000	October 3, 2009	$0.20

Other Information

Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109, in particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Additional information

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