

**RX Exploration Inc.
(the “Company”)**

MANAGEMENT’S DISCUSSION AND ANALYSIS

**Nine Month Period Ending
March 31, 2007 and March 31, 2006**

1.1 Date

This MD&A refers to material information regarding the nine month financial period of the Company ended March 31, 2007 and was prepared on May 30, 2007.

1.2 Overall Performance

Description of Business

The Company is actively engaged in mineral exploration in northern Ontario and Montana. At this time the Company does not own or operate any revenue producing mineral properties and, accordingly, does not have any cash flow from operations. The Company raises funds for exploration and general overhead and other expenses through the issuance of shares from treasury.

The Company intends to continue raising funds for future exploration and on-going overhead and other working capital expenses through the continued issuance of shares from treasury. In general, based on the current circumstances, management of the Company believes that there will be sufficient interest from participants in the capital markets and other mineral exploration and mining companies willing to fund exploration programs to continue to meet the Company’s ongoing overhead and exploration expenses.

The following information should be read in conjunction with the financial statements for the three months ended March 31, 2007 and related notes attached thereto, which are prepared in accordance with Canadian generally accepted accounting principles.

Veekay Lake Mining Claims

On October 25, 2005, the Company entered into an option agreement dated October 21, 2005 with Wabassi River Resources Inc. (“Wabassi”), an arm’s length company, to acquire an undivided 50% interest in eight (8) unpatented mining claims (totalling 108 claim units) in the Thunder Bay Mining Division, in the Province of Ontario (the “Claims”).

In order to maintain the option in good standing, the Company paid Wabassi the sum of \$5,500 and is required to incur first year mining expenditures of not less than \$150,000 (of which it has expended \$99,500 to date), incur further mining expenditures of not less than \$200,000. Thereafter, the Company may elect to earn its 50% interest by paying Wabassi the sum of \$150,000 and incurring further mining expenditures of not less than

\$1,150,000. In the alternative, the Company may elect to convert its interest to 10% of the shares of a new company to be created to explore and develop the Claims.

The Claims are subject to a royalty interest equal to a two percent (2%) net smelter return (“NSR”) royalty. The Company may, at any time, repurchase a one percent (1%) NSR for the purchase price of \$1,500,000.

The Company is prepared to commence exploration on the Veekay Lake Project. In order to accomplish its business objectives, which are to acquire, explore and develop prospective natural resource properties, the Company commissioned a program of line-cutting in preparation for an IP survey on the Veekay Lake Project. The Company is continuing consultation through its joint venture partner with a First Nation prior to commencing exploration on its Veekay Lake Project.

The Company commissioned a technical report in accordance with the standards set out in National Instrument 43-101. The report is published and filed on SEDAR website at www.sedar.com.

Montana Mining Claims

The Company entered into an agreement with private arm’s length owners to option from them 100% of their interest in patented mining claims (the “Hard Rock Claims”) situated in Lewis and Clark County in the State of Montana consisting of 23 claims comprising approximately 200 – 300 acres (3 of the claims consist of less than 100% interest). The claims include the inactive past producing Drumlummon Gold and Silver Mine.

In order to maintain the Hard Rock Claims option in good standing, The Company paid the sum of US\$15,000 on the signing of the option agreement, and a further US\$10,000 in December 2006. The Company must pay a further US\$1,200,000 within five years of the date of signing of the option agreement (payable in five equal annual payments of US\$240,000 commencing on or before the 165th day following the date of signing of the option agreement and annually thereafter). In the event that the Company does not exercise its right to earn its interest in the Placer Claims described below, the Company must pay the further sum of US\$10,000 on or before the 45th day following the signing of the option agreement and must deliver 200,000 common shares in the capital of the Company (in five equal installments of 40,000 each commencing on the 165th day following the date of the option agreement and annually thereafter). A two percent (2%) Net Smelter Return (“NSR”) royalty on the Hard Rock Claims has been reserved to the Optionors.

The Company concurrently entered into a further agreement with private arm’s length owners to option from them 100% of their interest in patented placer gold mining claims (the “Placer Claims”) also situated in Lewis and Clark County comprising approximately 400 – 500 acres over about 5 miles. In order to maintain the Placer Claims option in good standing, the Company paid the sum of US\$15,000 on the signing of the option agreement, and a further US\$10,000 in December 2006. The Company must pay the sum of US\$650,000 on or before the 165th day following the date of agreement, and deliver 500,000 common shares in the capital stock of the Company on or before the 165th day

following the date of the option agreement. A two percent (2%) Net Smelter Return (“NSR”) royalty on the Placer Claims has been reserved to the Optionors.

Both the Hard Rock Claims and the Placer Claims are in Marysville District which, prior to the 1980’s, was the number one hard rock gold producer in the State of Montana. The Drumlummon Mine was by far the largest and most profitable mine in the Marysville District. The Company has been provided with extensive historical reports (not NI 43-101 compliant), and analysis of these reports is on-going.

The reports describe the mineralized zone as about 100 feet thick, steeply dipping to the east at about 70 degrees and pitching to the south at a 24 degree angle. At the Drumlummon workings, the zone has a length in excess of 1000 feet. The concentrations are epithermal-type deposits occurring as veins filling fissures marginal to the Marysville Batholith. The Marysville District is comprised of a granite stock which has thrust up into old limestones and shales. The limestones and shales exhibit a halo of metamorphism emanating out from the granite in the form of silicification to very hard, dense, and brittle hornfels. The mineral deposits are in sharply defined vein-filled fissures near the margin of the intrusive. Most of the veins are in the hornfels, although in a few cases they are in the peripheral part of the intrusive.

The main Drumlummon workings extend from surface to a depth of 1600 feet, with access provided by 2 shaft systems measuring 5’ x 16’. The majority of the ore produced came from above the 400 foot level (water table).

A drill program was designed to test areas within known veins which had not been mined, or areas where large pillars remained. The original 5 drill holes of the planned program were completed and an additional 3 holes were drilled to further test an area of the North Star vein where mineralized vein material was identified in drill cuttings from RDH – 3 drill hole. The presence of coarse gold in the recovered cuttings samples is believed to be responsible for a variance in assay results. Standard 30 gram assay charge with Fire Assay procedure and AA finish was used for all samples. In addition a nominal 500 gram charge with a total metallics assay procedure was used for re-assay of intervals higher than 3000 ppb (3 g/t).

All samples were shipped to SGS Minerals Services facilities in Elko, Nevada for sample preparation and then forwarded by SGS to their facilities in Don Mills, Ontario for fire assaying. Significant results are as follows:

Hole No.	From	To	Int Feet	Grade g/t	Au oz/ton	Assay Method	Vein
RDH 1	570	575	5	5.22	0.152	1 Assay Ton	Drumlummon Footwall
RDH 1	575	580	5	3.35 2.79	0.098 0.081	1 Assay Ton Total Metallics	Drumlummon Footwall
RDH 3 Split A Duplicate	340	345	5	67.3 63.4 35.46	1.963 1.849 1.034	1 Assay Ton 1 Assay Ton Total Metallics	North Star North Star North Star
RDH 3 Split B	340 340	345 345	5 5	7.61 4.50	0.222 0.131	1 Assay Ton Total Metallics	North Star North Star
RDH 7 Split A			5 5	8.69 3.92	0.253 0.114	1 Assay Ton Total Metallics	North Star North Star
RDH 7 Split B			5 5	9.54 5.85	0.278 0.171	1 Assay Ton Total Metallics	North Star North Star

Clyde Boyer, geologist with Contract Geological Services, Sheridan, MT collected each sample at the drill cyclone, bagged, tagged and maintained custody of the samples until they were delivered to the shipping company. Mr. Boyer constructed and saved a chip log using industry standard chip trays. The drill sampling program included the use of duplicates.

Montana Tailings Metallurgical Test-Work

Approximately 750,000 tons of tailings from the Drumlummon Mine were deposited in the Silver Creek drainage, downstream from Marysville. Mining engineer, L. S. Ropes, following an auger drill program in 1933 calculated an average grade of 0.031 Oz Au/ton for the main tailings piles (historical, non 43-101 compliant). Later work by others confirmed the presence of sufficient mercury in the tails to classify the tails as a hazard.

A representative sample of 500 lbs was collected from 3 pits in the tailings piles and sent to the Lakefield laboratory facilities of SGS Mineral Services for metallurgical testing. The samples were composited and subjected to Gravity (Knelson Concentrator, Wilfley Table and Mozley Concentrator), Flotation and Cyanide Tests to determine gold, silver and mercury recoveries.

Gravity concentration was unsuccessful in all tests. Both the flotation and the cyanide tests produced significant gold recoveries however mercury remained in all fractions produced in the tests. Due to the presence of mercury in the tails and the concentration test products, and management's analysis of the risks inherent in a project involving

mercury contamination, The Company has decided to drop the option on the Drumlummon Tailings property. (See Press Release dated April 4, 2007.)

Tudhope-Bryce Townships Mining Claims (Ontario)

The Company has entered into an agreement with Gold Bay Exploration Inc. (“Gold Bay”) to option from them an undivided 50% interest. Gold Bay holds an option on the properties which consist of 44 mineral claims containing 110 claim units or 1,760 hectares. Magnetic and Spectral/IP Resistivity surveys were carried out over a grid consisting of 255 line km in the Honeymoon Lake and Heather Lake areas of the property in 2006, to follow up results of previous surface stripping and sampling for gold. Along the Honeymoon Lake Shear Zone results from the Spectral IP/Resistivity survey outlined two weak to moderate IP chargeability anomalies on Line 800E and 600E. The magnetic survey indicated a younger, non-foliated intrusive which intersected the Honeymoon Lake Shear Zone. Two diamond drill holes, on Lines 800E and 600E, tested the IP chargeability anomalies, and a third tested the younger intrusive, for a total of 567 metres.

Best results from DDH BRY- 1 on 800E were 8.3 g/T gold and 0.235% copper/0.08m, in a grey quartz vein, followed immediately by a light green sericite schist with 30% quartz, 5% sulphides and <1% chrome mica carrying 0.8g/T gold and 0.075% copper/0.45 m. Best results from DDH BRY-2 on 600E were 4.4 g/T gold and 0.365 % copper/0.25 m, and 20 m downhole 4.6 g/T gold and 0.093% copper/0.34 m. Both of these intersections occurred in dark altered tuff near the contact with agglomerate, and consisted of quartz-sericite schist containing 3-5% pyrite and <1% chalcopyrite. No exploration had been carried out west of Line 700E on the Honeymoon Lake Shear Zone, and these results indicate gold mineralization on the structure is open to the west. The younger magnetically indicated intrusive was not intersected.

1.3 Selected Financial Information

Total assets at the end of the quarter ended March 31, 2007 were \$633,391 (June 30, 2006 - \$160,261) and consisted of cash in the amount of \$184,206 (June 30, 2006 - \$95,261) and mining claims and deferred exploration expenditures in the amount of \$449,185 (June 30, 2006 - \$65,000).

The Company has no long term financial liabilities and no cash dividends per share.

No salaries or management fees were paid to any directors or officers for the nine months ended March 31, 2007.

As at March 31, 2007, there were 17,673,116 shares issued and outstanding with a value of \$2,057,920.

1.4 Results of Operations

The Company has no sales and has never earned revenues with the exception of non material interest revenue. Raising capital through sales of its common shares funds the Company's mining exploration operations.

Three Months Ended March 31, 2007 Compared to Three Months Ended March 31, 2006

The net loss for the three months ended March 31, 2007 was \$24,652 (2006 - \$11,491) or a \$0.002 (2006 - \$0.001) net loss per share, basic and diluted. This consisted of travel, professional fees, office and general expenses.

Nine Months Ended March 31, 2007 Compared to Nine Months Ended March 31, 2006

The net loss for the nine months ended March 31, 2007 was \$50,444 (2006 - \$26,383) or a \$0.004 (2006 - \$0.002) net loss per share, basic and diluted. This consisted of travel, professional fees, office and general expenses.

Twelve months ended June 30, 2006 Compared to Twelve Months Ended June 30, 2005

Total expenses for the twelve months ended June 30, 2006 amounted to \$149,496 compared to \$27,226 loss for the twelve months ended June 30, 2005.

The Company incurred a loss of \$149,496 for the twelve months ended June 30, 2006 as opposed to a loss of \$27,226 for the twelve months ended June 30, 2005. The expenses consist of office and general expenses of \$35,652 and professional fees of \$111,751 consistent with its refinancing and restructuring efforts to enable the Company to become an active publicly traded mineral exploration company.

By articles of amendment dated May 8, 2006, the common shares of the Company were consolidated on a 1 for 10 basis. During the quarter ended June 30, 2006, the Company issued 10,000,000 common shares at \$0.01 per common share to eliminate debts as follows:

Advance from related corporation:	\$42,934
Amounts included in accounts payable:	\$57,066
Total debt converted:	\$100,000

During the twelve months ended June 30, 2006 the Company sustained a loss of \$0.069 per share compared to a loss of \$0.018 for the twelve months ended June 30, 2005.

1.5 Summary of Quarterly Results to March 31, 2007

Description	Mar 31/07	Dec 31/06	Sep 30/06	Jun 30/06	Mar 31/06	Dec 31/05	Sep 30/05	Jun 30/05	Mar 31/05
Sales/Revenue	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Income/(Loss)	(24,652)	(20,104)	(5,686)	(149,496)	(11,491)	(14,871)	(20)	(27,226)	(1,541)

Description	Mar 31/07	Dec 31/06	Sep 30/06	Jun 30/06	Mar 31/06	Dec 31/05	Sep 30/05	Jun 30/05	Mar 31/05
Net Income/(Loss) per Share - Basic and Diluted	(0.0017)	(0.002)	(0.0005)	(0.069)	(0.001)	(0.001)	-	(0.018)	(0.0001)

1.6 Liquidity and Capital Resources

As at March 31, 2007 the Company had cash of \$184,206 and accounts payable and accrued liabilities in the amount of \$259,071 of which \$181,556 are accrued legal fees owing to a shareholder of the Company. They do not bear interest and there are no fixed terms of repayment.

As at March 31, 2007 the Company had no contractual commitments or lease agreements other than as disclosed herein.

1.7 Capital Resources

The Company has received subscriptions totaling 5,145,000 common shares at a price of \$0.10 per share for total proceeds of \$514,500. The previously announced private placement (News Release November 29, 2006) will result in 3,680,000 flow-through common shares and 1,465,000 non-flow-through common shares being issued. The unit offerings consisted of a common share and one-half of a warrant which will result in 2,572,500 full warrants being issued. One full warrant will entitle the holder to purchase one additional common share of the Company for one year at a price of \$0.15 per share. Finder's fees totaling \$19,250 payable by 192,500 shares at a price of \$0.10 per share are payable in connection with these partially-brokered placements. The proceeds of the non-flow-through common shares are to be used for general and administrative expenses and for the Company's Montana project. The proceeds of the flow-through common shares will be used for exploration on the Company's Ontario projects.

The only resources available to the Company to raise exploration funds are the equity markets and joint venture arrangements with other mineral resource companies.

The Company is not in default of its obligations on its properties at this time.

1.8 Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

1.9 Transactions with Related Parties

There were no related party transactions in the period ending March 31, 2007.

1.10 Nine Months ended March 31, 2007

In the nine months ended March 31, 2007 there were no material events or items that affected the Company's financial condition, cash flows or results of operations, including extraordinary items, year-end adjustments other than disclosed herein and there were no dispositions of business segments.

1.11 Proposed transactions

There are no proposed transactions other than described herein.

1.12 Critical Accounting Estimates

This item is not applicable.

1.13 Changes in Accounting Policies including Initial Adoption

There have been changes in the Company's accounting policies. As a result of the adoption of new standards set out in page 5 of the interim financial statements for the fiscal period ended March 31, 2007, the Company has classified its cash and cash equivalents as held-for-trading. Accounts payable and accrued liabilities are classified as other liabilities, all of which are measured at amortized cost.

The adoption of these new standards had no impact on the Company's financial position as at March 31, 2007. The fair value approximates the carrying value of the Company's financial assets and liabilities.

1.14 Financial Instruments and Other Instruments

The Company does not make use of financial or other instruments.

1.15 Other MD&A Requirements

During the nine months ended March 31, 2007 and the subsequent period to date, management of the Company focused its efforts, along with its joint venture partner, on the exploration of its Claims as described above. Subject to management's continuing ability to raise equity capital the Company expects to conduct, with its joint venture partner, further exploration programs on the Claims.