

**AQUILA RESOURCES INC.  
MANAGEMENT DISCUSSION AND ANALYSIS  
PERIOD ENDED JUNE 30, 2008**

**Introduction**

The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited financial statements of the Company dated June, 2008, which were prepared in accordance with generally accepted accounting principles in Canada (Canadian GAAP). Financial information for Aquila Resources Inc. is filed at [www.sedar.com](http://www.sedar.com). The Company's shares are listed on the TSX under the symbol AQA, and its reporting currency is the Canadian dollar. Previously certain financial disclosure of the Company had been in U.S. dollars. All amounts following are expressed in Canadian dollars unless otherwise stated. This Management Discussion and Analysis (MD&A) is dated August 13, 2008.

***Forward Looking Statements***

*This report may contain forward-looking statements that involve a number of risks and uncertainties including statements regarding the outlook for the Company's business and operational results. By nature, these risks and uncertainties could cause actual results to differ materially from what has been indicated. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore which is mined from estimates, capital and operating costs varying significantly from estimates, aboriginal challenges, delays in or failure to obtain governmental, environmental or other project approvals and other factors including those risks and uncertainties identified above. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information as a result of new information, future results or other such factors which affect this information, except as required by law.*

**1. Overview**

Aquila Resources Inc. (formerly JML Resources Ltd.) was incorporated in the Province of Ontario as 1223068 Ontario Limited by Articles of Incorporation dated February 17, 1997.

At a Special Meeting of shareholders of JML Resources Ltd. (JML) held on April 17, 2006. It was approved that JML:

- (a) Amend its Articles to change its name to Aquila Resources Inc.
- (b) Consolidate its common shares on a one for three (1:3) basis
- (c) Acquire the issued and outstanding shares of Aquila Resources Corp. and 2079537 Ontario Ltd. (Cashco) as a reverse takeover of JML

The Company carries on the business of mineral exploration and is a mineral exploration company. Exploration expenditures on the Company's projects are funded from the equity capital raised by the Company. Aquila Resources Corp. entered into a reverse takeover transaction with JML (the "RTO") for the purpose of becoming a public reporting issuer, raising financing and continuing mineral exploration with the focus on a volcanogenic massive sulfide (VMS) project located in the state of Michigan, U.S.A. The principal focus of the resulting company is the exploration of the Back Forty Project located in Menominee County, Michigan.

Back Forty Project

The Back Forty is an advanced exploration project. It is located within early Proterozoic aged volcanic rocks of Michigan, the eastern extension of the Penokean Volcanic Belt (“PVB”) on the southern edge of the Superior Province of the Canadian Shield. The PVB hosts several other significant VMS deposits including the Flambeau and the Crandon deposits which lie approximately 150 and 50 miles west of the Back Forty Project area.

An updated NI 43-101 compliant resource estimate was announced by the Company on April 25, 2007. The resource was prepared by Eric Chapman, P. Geol of Datamine International, and reviewed by independent Qualified Person Theodore A. DeMatties, P. Geol. The updated resource estimate contains 6.6 million tonnes in the measured and indicated category and 1.75 million tonnes in the inferred category, and more than doubled the previous inferred resource estimate of 3.1 million tonnes (DeMatties and Monroe August 2005).

The resource consists of massive sulfide, gossan, and stringer sulfide mineralization associated with the East Zone, Hinge and South Limb of the Main Zone, the Tuff Zone and Pinwheel Zone, but does not include mineralization associated with the Deep Zone, or gold mineralization associated with porphyry intrusion margins and the 90 Gold Zone.

<b>Measured + Indicated* Resource Summary</b>						<b>March</b>	<b>2007</b>
<b>Zone</b>	<b>Tonnes</b>	<b>Zn (%)</b>	<b>Au (g/t)</b>	<b>Ag (g/t)</b>	<b>Cu (%)</b>	<b>Pb (%)</b>	
Pinwheel Gossan	164,487	0.01	7.49	123.05	0.92	0.20	
East Zone Gossan	67,816	0.01	21.79	8.49	0.03	0.03	
<b>Total Gossan</b>	<b>232,303</b>	<b>0.01</b>	<b>11.66</b>	<b>89.60</b>	<b>0.66</b>	<b>0.15</b>	
Main Zone Hinge and Main Zone South Limb Massive Sulfide	4,094,671	6.58	1.83	18.59	0.25	0.16	
Pinwheel Massive Sulfide	1,084,489	1.02	1.78	56.95	1.75	0.16	
East Zone Massive Sulfide	957,451	5.64	2.75	17.51	0.40	0.07	
Tuff Zone Massive Sulfide	269,381	7.00	1.44	57.25	0.06	1.74	
<b>Total Massive Sulfide</b>	<b>6,405,992</b>	<b>5.51</b>	<b>1.94</b>	<b>26.55</b>	<b>0.52</b>	<b>0.21</b>	
<b>Total Measured and Indicated</b>	<b>6,638,295</b>	<b>5.32</b>	<b>2.28</b>	<b>28.76</b>	<b>0.52</b>	<b>0.21</b>	

\*Mineral resources not classified as reserves do not have demonstrated economic viability, and may be materially affected by environmental, permitting, legal, socio-political or other factors.

<b>Inferred Resource** Summary - Massive Sulfide, Gossan, and Stringer</b>						<b>March</b>	<b>2007</b>
<b>Zone</b>	<b>Tonnes</b>	<b>Zn (%)</b>	<b>Au (g/t)</b>	<b>Ag (g/t)</b>	<b>Cu (%)</b>	<b>Pb (%)</b>	
Pinwheel Gossan	4,820	0.01	26.34	103.30	0.23	0.11	
East End Gossan	1,955	0.01	19.46	7.20	0.04	0.04	
<b>Total Gossan</b>	<b>6,775</b>	<b>0.01</b>	<b>24.35</b>	<b>75.57</b>	<b>0.18</b>	<b>0.09</b>	
Tuff Zone Massive Sulfide	585,600	6.62	1.89	63.01	0.06	1.74	
Main Zone Hinge and Main Zone	5,574	4.62	1.37	15.01	0.18	0.09	
South Limb Massive Sulfide							
Pinwheel Massive Sulfide	0	0.00	0.00	0.00	0.00	0.00	
East Zone Massive Sulfide	0	0.00	0.00	0.00	0.00	0.00	
<b>Total Massive Sulfide</b>	<b>591,174</b>	<b>6.60</b>	<b>1.89</b>	<b>62.56</b>	<b>0.06</b>	<b>1.72</b>	
<b>Stringer Sulfides</b>	<b>1,156,123</b>	<b>0.58</b>	<b>3.17</b>	<b>16.74</b>	<b>0.19</b>	<b>0.09</b>	
<b>Total Inferred</b>	<b>1,754,072</b>	<b>2.61</b>	<b>2.82</b>	<b>32.41</b>	<b>0.15</b>	<b>0.64</b>	

**\*\* Inferred resources are conceptual in nature and are based on limited sampling, and will require additional exploration to upgrade to a measured or indicated category. Mineral resources not classified as reserves do not have demonstrated economic viability, and may be materially affected by environmental, permitting, legal, socio-political or other factors.**

At the Back Forty Project lenses of zinc and gold-rich massive sulfide and associated gossan mineralization have been identified to date in a thick, intensely altered, and locally gold-bearing sequence of rhyolites, tuffaceous sediments, and intrusive porphyries. Aquila currently controls approximately 9,700 acres of mineral and surface rights in the immediate vicinity of the sulfide mineralization, as well as along the trend of prospective host rocks. The known sulfide zones are open to expansion and ground and airborne geophysical surveys indicate potential extensions of known zones as well as possible additional horizons.

Since completion of the resource calculation dated March 2007 more than 203 additional drill holes have been completed at the property primarily with the objective of increasing the resource at the property. Drilling has defined extensions to the Pinwheel Zone, the Main and Hinge Zones and has also defined gold/silver only mineralization at the PM Zone and the 90 Gold Zone. Some of the zones remain open for continued expansion.

Drill data up to drill hole LK-354 will be incorporated into an updated resource for the project. Additional drilling has continued at the project as several of the known zones of mineralization remain open.

Ownership of mineral interests are 100% by way of state and private mining leases, private fee surface and mineral ownership, and options to purchase estates subject to underlying royalty interests and applicable minority interests. The entire project is subject to an overriding 7% net distributable earnings royalty ("net profits after payback") payable to a former joint venture partner.

## **2. Operating Highlights**

The exploration program during the second quarter of 2008 focused on continued expansion and definition of resources. This included both primary gold mineralization and zinc and copper bearing volcanogenic massive sulfides. As of the end of the second quarter ended June 30, 2008 the Company had released results up to drill hole LK-300 with additional drill holes drilled and results due to be released in the future. Drilling since the March 2007 resource is expected to result in significant expansion to several of the mineralized zones. Results from drilling are contained in press releases found on SEDAR at [www.sedar.com](http://www.sedar.com) as well as on the Company's website at [www.aquilaresources.com](http://www.aquilaresources.com).

The Company announced during the first quarter that it had engaged the professional services of SRK Consulting to complete a resource calculation for the Back Forty Project. Preparatory work for the completion of the resource continued during the second quarter. The resource calculation is expected to be completed during the third quarter of 2008.

A significant development for the project in the second quarter was the release of results of metallurgical testwork from the resource on June 24, 2008. Results were very positive and showed that overall the flotation testwork produces marketable concentrates of copper, zinc, and lead, with associated gold and silver reporting to the copper and lead circuits. Precious metal ores with negligible copper, lead and zinc show excellent gold, and variable silver recovery through a combination of gravity and hydrometallurgical extraction.

The evaluation work summarized was performed by G&T Metallurgical Services of Kamloops BC and the Company's metallurgical consultant Alfredo Vargas.

The net loss recorded by the Company for the 90 day period ending June 30, 2008 was \$467,354 compared to the net loss of \$1,002,538 for the quarter ended June 30, 2007.

The Company is a reporting issuer in Ontario, British Columbia, Alberta, Saskatchewan and Nova Scotia. During 2007 the Company listed on the TSX. Previously the Company was listed on the TSX Venture Exchange.

### 3. Selected Financial Information

As an exploration company, the Company has no revenue from operations. The Company is dependent on the equity markets to fund its exploration activities. During the year the Company recorded significant interest from funds on deposit.

The following table provides selected financial information that should be read in conjunction with the financial statements of the Company.

	<i>Three months ended June 30, 2008</i>	<i>Three months ended June 30, 2007</i>	<i>Year ended December 31, 2007</i>	<i>Year ended December 31, 2006</i>
<i>Interest and other income</i>	\$(54,765)	\$(244,410)	\$ (880,285)	\$(51,148)
<i>Operating Expenses</i>	\$522,119	\$1,246,948	\$5,720,325	\$3,097,861
<i>Net loss</i>	\$467,354	\$1,002,538	\$4,840,040	\$3,046,713
<i>Loss per share</i>	\$ 0.01	\$ 0.01	\$0.07	\$ 0.08
<i>Mining interest</i>	\$23,962,598	\$12,082,899	\$18,136,287	\$9,281,217
<i>Cash</i>	\$6,961,231	\$20,618,352	\$13,416,459	\$24,034,601
<i>Total assets</i>	\$32,146,010	\$33,675,928	\$32,573,175	\$34,675,923

### 4. Results from Operations

The Company's operations involve exploration of its mineral exploration property located in Menominee County, Michigan. The Company has no income from its operations. During the period ending June 30, 2008 the Company incurred a loss of \$0.01 per share (basic and fully diluted). The comparable loss per share for the prior year quarter period was \$0.01. The Company commenced operations as a public company May 2, 2006 with proceeds of the financing arranged as part of the reverse takeover transaction of JML Resources Ltd. by Aquila Resources Corp. The quarterly loss in the second quarter 2008 before Interest and other income was \$522,119 compared to \$1,246,948 in the second quarter 2007. A significant component to the decrease in the quarterly loss year over year was the decrease in Foreign Exchange expense ( \$2007 - \$872,936; 2008 - \$159,232).

### 5. Revenue

None of the Company's properties have advanced to the point where a production decision can be made. As a consequence, the company has no producing properties and no sales or revenues. The Company will from time to time earn interest from funds on deposit. Revenue from interest for the quarter was \$ 54,765 compared to the previous year comparable quarter when \$244,410 was earned from interest. Significantly less funds were held on deposit year over year.

## 6. Expenses

	For the quarter ending June 30, 2008	For the quarter ending June, 2007
Stock Option Compensation Cost	\$ 51,400	\$ 0.00
Foreign Exchange loss (gain)	159,232	872,936
Consulting fees	14,100	32,320
Travel and Promotion	90,481	14,422
Management Fees	18,750	18,750
Directors Fees	34,192	30,000
Filing and regulatory fees	8,137	182,280
Professional fees	42,402	19,315

During the quarter ending June 30, 2008, the Company incurred total expenses in the amount of \$522,119. (June 30, 2007 - \$1,246,948). Notable expense items and material variance are noted in the table above. Foreign Exchange loss is due to the change in the value of assets as a result of the increasing Canadian dollar against the US dollar. The Company paid Directors Fees to non-executive directors of the Company for the quarter ended June 30, 2008 of \$30,000. Travel and promotion increased due to one time payments for investor relations activities during the quarter. Subsequent to quarter end the overall expenditures for investor relations activities have been reduced. (see Note 10).

## 7. Acquisition Costs

Acquisition costs included option payments on mineral and surface rights at the Back Forty Project. The Company exercised an option to purchase a parcel of mineral and surface rights during the first quarter in the core project area in the amount of US\$219,548.

## 8. Exploration Expenditures

Drilling and other exploration expenditures are capitalized. Exploration expenditures for the quarter ended June 30, 2008 consumed a significant portion of the cash resources of the Company expended during the period. This reflects the primary goal of the Company which is to expand and delineate the resource at the Back Forty Project as part of the goal of completing a prefeasibility study for the project. Expenditures include wages of geologists, laborers, contractors for drilling and geophysical surveys. In addition to the exploration related expenditures the Company has significant other expenditures for baseline environmental studies and community engagement activities which are part of a process leading to a future permit application for the project. A breakdown of exploration expense for the period is presented below.

	<u>Back Forty Project (CDN\$)</u>	
	June 30, 2008	June 30, 2007
Wages	\$208,527	\$217,251
Assays	290,989	3,303
Geophysics	186,524	48,290
Drilling	991,811	601,496
Consulting/Legal and Environmental Operator	616,675	254,204
	26,631	75,855
Property Interests	44,919	622,239
Administration	34,932	23,234
Other	141,050	63,584
Total	<u>\$ 2,542,058</u>	<u>\$1,909,456</u>

## 9. Summary of Quarterly Results

Selected financial information for the eight fiscal quarters of 2008 and 2007 are presented below:

### Quarterly Financial Information (unaudited)

	<b>2008 Q2</b>	<b>2008 Q1</b>	<b>2007 Q4</b>	<b>2007 Q3</b>
(a) Interest and Other Income	\$ 54,765	\$ 109,424	\$ 163,774	\$ 219,866
(b) Net Income (loss)	\$ (467,354)	\$ (294,829)	\$ (1,194,160)	\$ (474,794)
(c) Net Income (loss) per share (Basic)	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)

	<b>2007 Q2</b>	<b>2007 Q1</b>	<b>2006 Q4</b>	<b>2006 Q3</b>
(a) Interest and Other Income	\$ 244,410	\$ 252,235	\$ 51,148	\$ -
(b) Net Income (loss)	\$ (1,002,538)	\$ (2,168,548)	\$ (675,264)	\$ (181,839)
(c) Net Income (loss) per share (Basic )	\$ (0.02)	\$ (0.03)	\$ (0.01)	\$ (0.07)

## **10. Financial Condition**

### Liquidity and Capital Resources

The Company has no significant revenues and no expectation of significant revenues in the near term. In order to manage this risk the Company closely monitors its cash requirements and expenditures to maintain sufficient liquidity.

During the quarter the Company utilized cash on hand to fund operations. The cash balance as at June 30, 2008 was \$6,961,321. (June 30, 2007 - \$ 20,618,352 )

Liabilities at June 30, 2008 consist of short term trade payables and accrued liabilities of \$894,604. ( June 30, 2007 - \$ 574,090) The increase was primarily due to timing differences in the payment of outstanding payables.

The Company has sufficient funds on hand to finance the operations of the Company in the near term. However, the Company remains dependent on equity financing to fund its ongoing requirements in the future. Alternative sources of capital are funding from industry partners through joint ventures.

### Contractual Obligations

#### Operations

The Company has contractual obligations for employees at its operations. The Company has entered into several large ongoing contracts for services notably for environmental base line work and drilling. These contracts typically entail break costs for termination but are considered in line with normal industry standards. The Company also has an investor relations contract that provides for three months notice of termination at monthly fees. (Currently totaling \$3,500 per month). The Company has a rental commitment on a month to month basis for office space in Toronto at approximately \$1,800 per month. At the U.S. site operations the Company owns its office and storage facilities.

#### Property

The Company has contractual obligations with respect to the Back Forty Project located in Menominee County, Michigan. Title of private landholdings in the State of Michigan is divided into surface rights and mineral rights. The Company has acquired options on both surface and mineral rights from private owners in the project area and has leases from the State of Michigan. The options generally provide the Company with a period of time to assess the mineral potential of the acreage with a right to purchase both the surface and mineral rights for a price based on market price at the time of purchase. Other mineral rights are leased from the State.

The current option payment for the MRT Property in 2008 is US\$1,333,333 and was paid subsequent to quarter end. The payments for 2009 and 2010 are US\$250,000. The total option payments remaining are US\$7,700,000 over the next seven years to August 2015.

Estimated total lease, option and purchase costs for mineral interests relating to the Back Forty Project are US\$1,993,726 for fiscal 2008.



It is in the normal course of business for the Company to add or to drop mineral interests based on exploration results and other material factors.

## **11. Share Capital**

### Common Shares

As at June 30, 2008 there were 70,109,478 common shares of the Company outstanding. There was no change in outstanding common share capital in the quarter.

### Warrants

There are 8,843,635 warrants and broker warrants outstanding as at June 30, 2008 ( December 31, 2007 – 8,843,635). The warrants have an accelerator feature that can be exercised by the Company if the common shares trade at or above \$2.65 for more than 20 business days. The warrants expire December 15, 2008.

### Options

There are a total of 5,250,000 stock options outstanding at June 30, 2008 with exercise prices ranging from \$0.30 to \$2.15. During the quarter no options were issued. During the quarter \$51,400 of stock options were vested.

## **12. Off-Balance Sheet Arrangements**

As at June 30, 2008 the Company does not have any off-balance sheet arrangements.

## **13. Transactions with Related Parties**

The Company, in the normal course of business, has transactions with the President and CEO of the Company, the CFO, by a geological consulting company of which the President and CEO and another director are major shareholders and by other companies that are controlled by or have common directors with certain directors of the Company. Related party expenditures during the year period are considered in the normal course of business and are billed at market rates.

For the quarter ended June 30, 2008, management fees amounting to \$18,750 ( June 30, 2007 - \$18,750) were charged by a company controlled by the CFO and director of the Company.

During the quarter the President and CEO charged fees totalling US \$48,499. The Assistant Corporate Secretary received salary of \$15,505.

A total of US \$172,323 ( June 30, 2007 - US\$296,056) was charged to the operations at the Back Forty Project by a geological consulting company of which the President and CEO and another director are major shareholders. A management fee calculated on a percentage of wages payable was included in the amount charged by the geological consulting company to the Company.

During the period, the Company was charged legal fees totaling \$32,800 ( June 30, 2007 - \$21,190) by a law firm whose partner is a director of the Company.

Rental expenditures in the amount of \$5,588 (June 30, 2007 - \$5,596) were charged by a Company with common directors.

Transactions are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Directors' fees of \$34,192 were paid during the quarter.

#### **14. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of expenses during the reporting period. Actual results could differ from those estimates.

#### **15. Management's Evaluation of Disclosure Controls and Procedures**

Management is responsible for establishing and maintaining a system of controls and procedures over the public disclosure of financial and non-financial information regarding the Company. Such controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported, on a timely basis, to senior management, including the Chief Executive Officer (CEO) and the Chief Financial Officer (CFO), so that appropriate decisions can be made by them regarding public disclosure.

The system of disclosure controls and procedures includes, but is not limited to, our Disclosure Policy, our Code of Business Ethics, the effective functioning of our Audit Committees, procedures in place to systematically identify matters warranting consideration of disclosure by the Board of Directors and verification processes for individual financial and non-financial metrics and information contained in annual and interim filings, including the financial statements, MD&As, Annual Information Forms and other documents and external communications.

As required by CSA Multilateral Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures was conducted, under the supervision of Management, including the CEO and CFO, as of March 31, 2008. The evaluation included documentation review, enquiries and other procedures considered by Management to be appropriate in the circumstances. Further review and evaluation of the system of controls and procedures over the public disclosure of financial and non-financial information of the Company was conducted during 2007.

Based on that evaluation, the CEO and the CFO have concluded that the design and operation of the system of disclosure controls and procedures was effective as of June 30, 2008.

The CEO and CFO are also required, under Multilateral Instrument 52-109, to file certifications of our annual filings. Copies of these certifications may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## **16. New Accounting Standards and Policies**

### Financial instruments

Effective January 1, 2008, Aquila prospectively adopted the new CICA Handbook Sections 3862, *Financial Instruments – Disclosures* and 3863, *Financial Instruments – Presentation*. The purpose of these sections is to enhance the financial statement users' ability to evaluate:

- The significance of financial instruments over and entity's financial position, performance and cash flows;
- The nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date; and
- How the entity manages those risks.

The new standards required additional disclosure with no effect on the financial statements.

### **Capital management**

Effective January 1, 2008, Aquila adopted the new CICA Handbook Section 1535, *Capital Disclosures* for disclosure of a company's objectives, policies and processes for managing capital.

## **17. Risks and Uncertainties**

The Back Forty Project is the material mineral project of the Company and consequently unless the Company acquires additional similar quality properties or projects any adverse development affecting the Back Forty Project could have a material adverse effect on the Company. The other project of the Company is the Cedros Property which is located in Honduras. The Company has entered into an agreement to acquire title to the Cedros Property. As of the date hereof the title has not been transferred to the Company. If the title is not transferred 1,000,000 of the Company's shares, which are held in escrow, will be returned to the Company and cancelled.

The business of the Company involves many risks and uncertainties. Mineral exploration involves a high level of risk. Some of the risks include the lack of revenues as the Company is a development stage enterprise. Other risks include the difficulty of finding economically viable mineral deposits, intense competition in the sector from both large and small competitors, fluctuations in metal prices and the possibility of legal challenges that delay or stop from environmental and aboriginal groups. These are not an exhaustive list of the risks associated with the business.

## **Environmental Risks and Hazards**

All phases of Aquila's mineral exploration operations are subject to environmental regulations pertaining to the County of Menominee, the State of Michigan and Country of the USA. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Aquila's operations. Environmental hazards may exist on the properties on which Aquila holds interests which are unknown to Aquila at present and which have been caused by previous or existing owners or operators of the properties. Aquila may become liable for such environmental hazards caused by previous owners and operators of the properties even where it has attempted to contractually limit its liability. Government approvals and permits are currently, and may in the future be, required in connection with Aquila's operations. To the extent such approvals are required and not obtained; Aquila may be curtailed or prohibited from proceeding with planned exploration or development of mineral properties. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

The future costs of retiring mining assets include dismantling, remediation, ongoing treatment and monitoring of the site. These are reconciled and recorded as a liability at fair value. The liability is accreted, over time, through periodic charges to earnings. In addition, asset retirement costs are capitalized as part of the asset's carrying value and amortized over the asset's useful life. As the Corporation has not yet begun mining or milling operations, the Company currently has no identifiable obligations relation to the retirement of its assets.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on Aquila and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties. Production of mineral properties may involve the use of dangerous and hazardous substances such as sodium cyanide. While all steps will be taken to prevent discharges of pollutants into the ground water and the environment, Aquila may become subject to liability for hazards that cannot be insured against. The Company is subject to all environmental acts and regulations at the federal and provincial levels.

### **18. Subsequent Events**

On August 3, 2008 the Company made an option payment of US\$1,333,333 on a 50 acre parcel of surface and mineral rights which is part of the Back Forty Project. The Company also purchased the River Park property located in the project area for US\$105,000.

## **19. Officers and Directors**

As of the date hereof the current officers and directors of the Company are:

Thomas O. Quigley – President, CEO and Director  
Robin E. Dunbar – CFO and Director  
Nadim Wakeam – Corporate Secretary  
Robin Quigley – Assistant Corporate Secretary  
Alvin W. Jackson – Director  
Edward Munden – Director  
Peter M.D. Bradshaw – Chairman of the Board and Director  
William J. West – Director  
Michael L. Surratt – Director

Thomas O. Quigley, P.Geo., is the Qualified Person for Aquila Resources Inc.

## **20. Additional Information**

Additional information about the Company including financial statements, press releases and other filings are available on SEDAR at [www.sedar.com](http://www.sedar.com).  
The Company website is [www.aquilaresources.com](http://www.aquilaresources.com)