

Inter-Citic Minerals Inc.

Management's Discussion and Analysis

This Management's Discussion and Analysis should be read in conjunction with the consolidated financial statements for the second quarter ended May 31, 2009 (unaudited) and the audited consolidated financial statements for the year ended November 30, 2008 and the Annual Information Form ("AIF") for the year ended November 30, 2008 for Inter-Citic Minerals Inc. ("**Inter-Citic**", or the "**Company**"), and is current as at July 14, 2009. Unless otherwise noted, all financial information is expressed in Canadian dollars and has been prepared in accordance with Canadian generally accepted accounting principles and with consistent application of accounting policies. Additional information regarding the Company and its operations and activities can be found on its website at www.inter-citic.com, or on SEDAR at www.sedar.com, including the documents referenced above.

Mr. B. Terrence Hennessey, P.Geo., of Micon International Limited, is a qualified person under National Instrument 43-101 ("**NI 43-101**") and has reviewed disclosure of a technical nature in this Management's Discussion and Analysis.

HIGHLIGHTS FOR THE QUARTER

Exploration Results

- During the quarter the Company reported first stage metallurgical results for Dachang, as described in the Company's press releases of March 2 and May 7, 2009. The Company is pleased with these results, as the Company believes that these results provide an economically viable process flow sheet for ore at the Company's Dachang Gold Project ("**Dachang**").
- Subsequent to the quarter, as described in the Company's press release of July 6, 2009, the Company reported an update to its mineral resource estimate for Dachang, including estimated Measured and Indicated mineral resources of 12.4 million tonnes grading 3.37 g/t Au (1.34 million ounces contained gold) and estimated Inferred mineral resources of 11.9 million tonnes grading 3.00 g/t Au (1.14 million ounces contained gold) for the Dachang Main Zone ("**DMZ**"), and 2.4 million tonnes grading 4.82 g/t Au (0.37 million ounces contained gold) for the NR-2 and other areas, for a total Inferred mineral resource estimate of 14.3 million tonnes grading 3.28 g/t Au (1.51 million ounces contained gold). To date, the Company has not found any mineral reserves or engaged in any production on any of its properties, and these estimates of inferred resources are not affected by any known environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.
- In addition to the above, in the same press release of July 6, 2009, the Company announced results from a positive Scoping Study and Preliminary Economic Assessment ("**PEA**", "**Scoping Study**", or "**Study**"). The preferred case reported in the Scoping Study comprises an open pit mine delivering 2 million tonnes per year of ore to a fully integrated flotation, Biox[®] and CIL circuit which produces approximately 1.5 million ounces doré over approximately 9 years at a average cash operating cost of US\$404/oz and projected capital cost of approximately US\$104 million, and demonstrates an internal rate of return ("**IRR**") of 40% and net present value ("**NPV**") of US\$198 million assuming a discount rate of 5% and gold price of US\$750/oz.

OVERVIEW

Inter-Citic is a development stage company engaged in the acquisition, exploration and development of exploration stage resource properties. The Company has entered into an earn-in agreement to acquire the Dachang Gold Project in the Province of Qinghai in the People's Republic of China ("**China**" or the "**PRC**").

As at the date of this report, the Dachang Gold Project has received government approval, has been issued a formal business license (valid until 2033), completed formal transfer of title of the exploration licenses of the subject lands and acquired new exploration licenses for additional lands for a total land area of approximately 279 km².

The Company has been conducting exploration at Dachang since 2004. The Company conducted its 2008 exploration program, including approximately 50,000 meters of diamond drilling, between the months of May and December. Results to date were announced in various press releases of the Company between June of 2008 and February of 2009. Exploration results for the Project can be found on the Company's website at www.inter-citic.com.

The aim of the 2008 drill program on the DMZ was to test continuity of the Company's inferred resource area of the DMZ. The Company has now reported all outstanding assays from 2008.

In addition, the Company continued exploration drilling with a focus on internal areas of the DMZ open to expansion, on the western extensions of the DMZ, limited drilling in Placer Valley, and testing of new geochemical and IP targets, in that order of priority. The DMZ mineralization remains open at depth and to the west, as well as within internal areas to the east. Further testing of this structure in the future will continue to focus on shallow potentially bulk-mineable mineralization.

During the quarter the Company reported first stage metallurgical results for Dachang, as described in the Company's press releases of March 2, and May 7, 2009, demonstrating that it is possible to produce a marketable high-grade, low mass concentrate from the ore at Dachang. In addition, the Company believes that these results also provide an economically viable process flow sheet for ore at Dachang by bio-leaching and conventional CIL.

Subsequent to the quarter, in the Company's Press Release of July 6, 2009, the Company announced an update to its mineral resource estimate at Dachang as follows:

- Estimated Measured and Indicated mineral resources of 12.4 million tonnes grading 3.37 g/t Au (1.34 million ounces contained gold) retaining over 90% from the original Inferred mineral resource estimate.
- Estimated Inferred mineral resources of 11.9 million tonnes grading 3.00 g/t Au (1.14 million ounces contained gold) for the Dachang Main Zone ("DMZ"), and 2.4 million tonnes grading 4.82 g/t Au (0.37 million ounces contained gold) for the NR-2 and other areas, for a total Inferred mineral resource estimate of 14.3 million tonnes grading 3.28 g/t Au (1.51 million ounces contained gold).

To date, the Company has not established any mineral reserves or engaged in any production on any of its properties, and these estimates of inferred resources are not affected by any known environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.

Also subsequent to the quarter, as described in the Company's press release of July 6, 2009, the Company announced results of a positive Scoping Study for Dachang demonstrating the potential of the Project to generate attractive IRR's and NPV's.

In the medium to long term, the Company intends to continue to explore Dachang with a view to identifying gold reserves and to continue to evaluate and ultimately implement strategies for becoming a gold producer in the PRC.

As at May 31, 2009, the Company has approximately \$8 million in net working capital. The Company expects annual operating expenses in the \$2.5 to \$3.0 million range and has flexibility with respect to allocation of funding to ongoing exploration as the Dachang project transitions from the advanced exploration to early pre-development phase. However, additional financings will be required in the future to fund ongoing operations and meet the Company's commitments as they come due, including its project

commitments (see Exploration Projects, Activities and Commitments, below). Although to date the Company has been successful in sourcing funds necessary to continue its business activities, the Company is in the development stage and is subject to the risks and challenges similar to other companies in a comparable stage of development. Given recent market conditions the Company cannot predict when additional equity offerings will be possible, but is confident that current cash resources are sufficient to sustain the Company for the upcoming business cycle. To date the Company has not established any proven reserves or engaged in any production on any of its properties, and there is no guarantee that this will occur in the future. Mineral resource exploration and development is extremely risky and speculative by nature, as there is no guarantee that mineral deposits will be found, and even if they are, that they can be mined economically. In the event that exploration on the properties, confirmation of the Company's interest in the underlying mineral claims, the Company's ability to obtain appropriate financing to put these properties into production, and profitability of future production, especially with respect to the Dachang Gold Project, is not successful, assets may not be realized or liabilities discharged at their carrying amounts, and these differences could be material.

RESULTS OF OPERATIONS

Selected financial information:

	May 31, 2009	November 30, 2008	November 30, 2007	November 30, 2006
Balance Sheet:				
Cash and Cash Equivalents, including Restricted Cash	\$8,929,456	\$14,962,020	\$6,007,681	\$4,314,944
Total Assets	\$47,990,612	\$53,072,873	\$28,078,577	\$18,116,065
Total Long-term Financial Liabilities (excluding Future Income Taxes)	-	-	-	-
Net Loss (Income):				
Net Loss before the Undernoted	\$1,527,257	\$2,962,613	\$2,437,852	\$2,632,535
Write-down of Zalantun	-	-	91,825	-
Stock-based compensation	-	806,250	756,450	236,150
Other	-	-	(530,385) ^[1]	11,083
Net loss for the period	\$1,527,257	\$3,768,863	\$2,755,742	\$2,879,768
Net Loss Per Share (Basic and Diluted)	\$0.02	\$0.05	\$0.04	\$0.05
Additional Data				
Net proceeds from issuance of shares and warrants	-	\$23,126,478	\$9,524,402	\$10,622,555
Spent on equipment purchases	-	\$1,576,051	\$757,799	\$530,336
Spent on exploration expenses	\$1,281,934	\$12,393,619	\$6,588,533	\$4,808,055

[1] During the second quarter of 2007 the Company disposed of its 80% interest in Yangzhong Zhonghai Techmat Co., Ltd. for a net recovery of \$530,385.

Since 2004 the Company has focused exclusively on exploration of Dachang with a view towards proving reserves and progression to development. The Company successfully completed various financings in each year since 2004 for that purpose, including raising more than \$23 million in 2008 (resulting in a significant increase in total assets compared to previous years). Funds raised were and will continue to be used to purchase exploration equipment for use at Dachang, to pay for exploration costs at Dachang, and to fund ongoing operating expenses. Exploration programs increased each year as the Company accumulated more

data and experience with the Project, as did general operating expenses. This trend is clearly evident in the table above when comparing one year to the next, and clearly demonstrates the overall direction and business plan of the Company since acquiring the Dachang Project.

In addition, for certain payments in relation to mineral property interests the Company records a future income tax liability and a corresponding adjustment to the related asset carrying amounts, which also contributed to the increase in total assets from year to year.

At this time, the Company anticipates that exploration expenses relating to the Dachang Main Zone will continue at significantly lower levels than was the case in 2008 as the Company moves towards feasibility and permitting work for the DMZ and ultimate development of the project. Permitting and development expenses are expected to increase steadily as progress is made in this regard.

The Company expects that net loss before the undernoted in the table above is expected to generally remain consistent from year to year as the Company carries out this business plan. The Company expects that in general cash operating expenses from year to year will continue to be in the range of \$2.5 to \$3.0 million, however costs will vary somewhat depending on level of exploration activity from year to year and other items. Net Loss was somewhat higher than usual in 2008 as a result, in part, of expenses associated with the filing of an application to list the Company's shares for trading on the American Stock Exchange, as well as costs associated with bonuses accrued to management and significantly increased marketing expenses in response to conditions in the financial markets (see **Specific Items**, below).

EXPLORATION PROJECTS, ACTIVITIES AND COMMITMENTS

A. Exploration Activity

On November 14, 2003, the Company entered into an earn-in agreement with the Qinghai Geological Survey Institute regarding the Dachang Gold Project in the Province of Qinghai, China. Under the terms of this agreement, the Company can earn an 83% interest in the project by contributing the equivalent of approximately \$13,516,400 (Renminbi 90,000,000) for exploration (all of which was advanced as at February 28, 2009), completion of metallurgical and pre-feasibility reports, and making a cash payment of the equivalent of approximately \$1,602,000 (Renminbi 10,000,000) upon the issuance of a mining license required to bring the project into production.

The Company also has the option to acquire an additional 7% interest in the project based on the valuation of any potential mining project contained in the pre-feasibility report, for a total interest of 90%. The Qinghai Geological Survey Institute will retain a carried interest in the project. As part of the agreement, the Company also has a right of first refusal on any mineral exploration project for which the Qinghai Geological Survey Institute seeks foreign investment.

The Dachang Gold Project is located approximately 165 km from the City of Golmud in the Province of Qinghai, China, at an elevation of approximately 4,500 meters and consists of five exploration licenses covering approximately 279 km². To date the Company has identified 55 gold-in-soil anomalies across six districts of the property. The six districts are as follows:

- Dachang East
- Dachang North
- Central Dachang
- Western Quarter
- North River
- Southwest Dachang.

The Company has been exploring Dachang since 2004, including:

1. 1:25,000 scale Geological Mapping over 200 km²;

2. Soil Geochemical Surveys over areas of approximately 229 km² (more than 60,000 conventional B-horizon soil samples collected and tested for gold, arsenic and antimony);
3. 24.6 km of 50 meter pole-dipole IP and resistivity surveying and 32.6 km of 25 meter pole-dipole IP and resistivity surveying;
4. Excavation and sampling of 576 trenches totalling more than 63,000 linear meters; and
5. 702 diamond drill holes totalling more than 99,128 meters.

During the first quarter of 2006, in the Company's Press Release of December 12, 2005, the Company announced an increase to its inferred mineral resource at Dachang by approximately 1.3 million tonnes grading 5.81 grams per tonne Au (approximately 239,000 ounces Au contained) as a result of positive initial drilling of the NR-2 anomaly.

A detailed in-fill drill program on the DMZ was undertaken by the Company in 2007 with the aim of confirming continuity of grade and mineralization. Drilling along a 900 meter-long area of the DMZ, 2007's in-fill drill program increased both grade and contained ounces of gold, and has shown good geological continuity on the closely spaced drill sections. Of the 11,637 meters directed at in-fill drilling in the DMZ, a majority was directed at a 900-meter strike length of the DMZ (from sections 12800 to 8300) to test mineral continuity and grade. In 2006, 120-meter spaced drill fences returned an 890 meter section on this portion of the DMZ that contained 7.8 million tonnes grading 3.49 gpt, or 980 ounces Au per linear meter tested. In 2007, with much closer spaced 40 meter sections, an 820 meter section of this same area returned 7.5 million tonnes grading 3.56 gpt, or 1,041 ounces Au per linear meter tested. This represents an increase over 2006 as to both grade and gold contained per linear meter.

In addition, the fault controlled mineralization that hosts the gold at Dachang was extended off the eastern end of the DMZ by approximately 1.5 kilometres and defined a total 3.5 km strike length. The central and eastern portions of the DMZ still remained open to additional resource expansion above 150 meters. Also, the most easterly sections of the fault tested (sections 2400E and 2900E) showed that the DMZ mineralization is still strong and open in this direction. The fault structure going east also changed - the DMZ fault flattens in the east to a 30-35° dip which has increased the dip length of the fault above 150 meters (depth) by more than 50%.

The Company resumed exploration at Dachang in early May, 2008, including an expanded diamond-drilling program of up to 50,000 meters. By early December, when the field camp closed for the season, the Company had completed 49,788 meters of diamond drilling in 356 holes. Drilling results were reported by the Company as follows:

- June 26: 22 drill holes, including a new step-out drill hole with 29.5 meters averaging 4.78 gpt contained gold and 21 in-fill holes. Gold mineralization was reported in all 22 holes.
- July 18: 31 drill holes and the occurrence of visible gold in core.
- August 7: 26 drill holes, with gold mineralization reported in 25 of the 26 holes.
- September 29: 50 drill holes, with all holes reporting gold mineralization.
- November 3: 44 drill holes, with 41 drill holes reporting gold mineralization, including two drill holes on the DMZ- X that returned wide and good grade values - hole CJV-483 intersected 32.5 meters of 3.91 gpt contained gold and hole CJV-495 returned 19.6 meters of 6.32 gpt contained gold.
- December 3: 15 drill holes, with 13 holes reporting gold mineralization.

- January 6: 26 holes, with 21 holes reporting gold mineralization, including hole CJV-543 on the PVZ which reported multiple mineralized intercepts including 3.4 meters of 10.98 gpt contained gold.
- January 26: 28 holes, with 23 reporting multiple zones of mineralization. Two holes on the DMZ, infill hole CJV-576 and infill hole CJV-563, returned 9 meters of 3.28 gpt contained gold and 4.6 meters of 10.53 gpt contained gold, respectively.
- February 4: 47 holes, with 41 holes reporting gold mineralization, including drill hole CJV-584 on the PVZ which returned multiple intercepts including 12.2 meters of 3.15 gpt contained gold.
- February 17: 36 holes, with 34 holes reporting gold mineralization. Two drill holes from this press release, CJV-666 and CJV-669, returned multiple mineralized zones, including 12 meters of 4.31 gpt contained gold and 15 meters of 2.84 gpt contained gold, respectively.

In 2008, drilling on the DMZ was designed to test continuity of mineralization of the fault structures along the 3.5 km strike length defined in 2007. This testing occurred over drill sections spaced from 20 to 80 meters apart. 268 holes totalling 39,563 meters were drilled on the DMZ in 2008. Drilling was successful in confirming grade and continuity of the mineralization and extended strike of both the eastern and western limits of the DMZ such that the fault is now defined along a 4 km strike.

Drilling was also undertaken in 2008 in the Placer Valley anomaly approximately 1 km south of the DMZ on anomalous soil and trench results with some coincident IP targets, consisting of 51 holes totalling 6,573 meters.

Finally, limited drilling was undertaken on IP targets north of the DMZ with no significant mineralization detected.

All exploration at Dachang since the involvement of the Company was completed under the direction of the Company. The Company completed and filed a technical report dated May 26, 2008 for the Dachang Gold Project which, in addition to information with respect to results from 193 holes (approximately 28,000 meters) drilled during 2007 as well as other 2008 information regarding ongoing work and findings at Dachang, can be found in the Company's press releases, available from the Company's website or from www.sedar.com.

B. Mineral Resource Update

Subsequent to the quarter, on July 6, 2009, the Company announced an update to its mineral resource estimate at Dachang as follows:

Dachang Mineral Resources as at July 6, 2009

Category	Tonnage ('000)	Grade (g/t Au)	Gold ('000 oz)
Measured (DMZ)	4,500	3.65	520
Indicated (DMZ)	7,900	3.21	820
Total Measured & Indicated (DMZ)	12,400	3.37	1,340
Inferred (DMZ)	11,900	3.00	1,140
Inferred (NR-2)	1,300	5.81	240
Inferred (Exploration)	1,100	3.68	130
Total Inferred	14,300	3.28	1,510

DMZ mineral resources were estimated using a block model with block dimensions of 10 m x 5 m x 5 m and 3-D mineralized wireframes defined with a cut-off of 0.5 g/t Au. Outlier samples were top cut to 40 g/t Au and assays within the mineralized zones were composited to 1 m. Block model grades were interpolated using Ordinary Kriging. The tonnage and grade at different cut-off grades were calculated using a selective mining unit (SMU) of 2.5 m x 2.5 m x 2.5 m with Uniform Conditioning. A bulk density of 2.7 t/m³ was used to convert volume to tonnage.

Blocks within 20 m of a drill hole and for which a minimum five sample composites from at least 2 drill holes were used to calculate the gold grade were defined as Measured mineral resources. Blocks within 40 m of a drill hole and for which a minimum three sample composites from at least 2 drill holes were used to calculate the gold grade were defined as Indicated mineral resources. Blocks remaining within the mineralized envelope that did not meet the Measured or Indicated criteria were categorized as Inferred mineral resources. An economic cut-off grade of 0.6 g/t Au was used for mineral resource reporting.

For NR-2 and other exploration areas, mineral resources were estimated using a cross-sectional polygonal method. Polygons were drawn using a cut-off grade of 0.5 g/t Au and projected half the distance to adjacent sections to generate a mineralized volume. A bulk density of 2.7 t/m³ was used to convert volume to tonnage. Polygon gold grades are the average of all sample assays inside the polygon. Mineral resources estimated using polygons were assigned to the Inferred category. The resource estimate for the NR-2 Anomaly was not further tested in 2008, and remains unchanged as described in the Company's press release of December 12, 2005.

To date, the Company has not established any mineral reserves or engaged in any production on any of its properties, and these estimates of inferred resources are not affected by any known environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues.

The updated mineral resource estimate for the DMZ and other exploration areas were prepared for the Company under the supervision of Stanley C. Bartlett, P.Geo., of Micon International Co Limited, an independent "Qualified Person" as that term is defined under National Instrument 43-101. The estimate complies with the CIM mineral resource definitions referenced in National Instrument 43-101.

The Company will file a new independent technical report within 45 days of the press release of July 6, 2009.

C. Metallurgical Testing

On March 2, 2009, the Company announced results of first stage metallurgical testing for Dachang. Results demonstrated relatively high concentrate gold grades with excellent float recovery of 96% using conventional floatation methods. The rougher concentrate graded 30 g/t and is considered high enough to be marketable. Further test work showed that the rougher concentrate could be upgraded to 57.7 g/t gold through regrind and cleaning stages, resulting in an overall recovery of 94% of the gold into a final cleaner concentrate with a mass of only 6.2% w/w. The Company is encouraged with these results since they confirm that it is possible to produce a marketable high-grade, low mass concentrate from the ore at Dachang.

On May 7, 2009, the Company reported results of bio-leach testing on bulk flotation concentrate. The Company believes that the results of this testing provide the Company with an economically viable process flow sheet for ore at Dachang by bio-leaching and conventional CIL. Gold CIL recovery of 89% was achieved on bio-leached flotation concentrate and overall gold recovery to doré are predicted at 85%.

D. Scoping Study and Preliminary Economic Assessment

Subsequent to the quarter, on July 6, 2009, the Company announced results of a positive Scoping Study and Preliminary Economic Assessment for Dachang. The Scoping Study has been prepared based upon the mineral resource update described above and uses the results derived from a programme of preliminary

process testwork, conceptual mining schedules and cost forecasts. The Scoping Study has been prepared by qualified, experienced, independent engineering consulting groups, working under the direction of Mr. Patrick Gorman, M.Sc., C.Eng., Eur.Ing., MIOMMM, acting in his capacity as ICI's project development manager.

The preferred case reported in the Scoping Study comprises of an open pit mine delivering 2 million tonnes per year of ore to a fully integrated flotation, Biox ® and CIL circuit which produces Doré. Highlights of the preferred case reported in the Scoping Study include:

- At a gold price of US\$750/troy ounce the Dachang project is estimated to generate an after tax IRR in excess of 40% and an after tax project NPV at a 5% discount rate in excess of US\$198 million.
- At a gold price of US\$800/troy ounce, the after tax IRR increases to 47% and NPV exceeds US\$241 million.
- Total gold production of approximately 1.5 million ounces is forecast to be generated during a mine life of approximately 9 years
- Estimated minesite cash operating costs average US\$404/oz and project capital cost is forecast to be US\$104 million.

The scoping study economic model is based upon conceptually scheduling an estimated 17.8 Million tonnes of mineral resources at an average grade of 3 grams gold/tonne. This was derived from pit optimizations generated from using the resource model prepared to update the mineral resource estimate for the Dachang Main Zone ("DMZ") as reported below. It does not include resources contained in areas such as Placer Valley.

The Company cautions that the results of this Scoping Study are preliminary in nature and includes mineral resources that are not mineral reserves and do not have demonstrated economic viability as defined by NI 43-101. The preliminary economic assessment includes inferred mineral resources that are considered to be too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves, and there is no certainty that the preliminary assessment will be realized. There is no certainty that the preliminary assessment will be realized as presented since certain engineering parameters related to construction, operating, environment, geotechnical and other technical and cost factors will require further systematic assessment and validation during the pre-feasibility study phase. The results of the Scoping Study are considered to have an accuracy of +/- 30%.

E. Capitalized Exploration Costs

A breakdown of capitalized or expensed exploration costs for the six months ended May 31, 2009 together with the comparative figures for the year ended November 30, 2008 is included in the Company's Notes to Consolidated Financial Statements for the second quarter ended May 31, 2009.

Differences in exploration expenditures from year to year and from quarter to quarter arise primarily as a result of differences in the scope, nature and timing of exploration activity. While it is normally expected that exploration that began in the previous year will conclude in Q1 of every year, it is expected that Q2 of every year will represent a transitional quarter for the Company, as it compiles and analyzes results of exploration for the previous year which would have been completed in Q1 and subsequently prepares for commencement of exploration for that year. The Company began 2008 exploration of Dachang in early May, and the Company will continue to work towards beginning exploration earlier in the year every year, and believes that ultimately it can operate a year-round exploration and drilling camp at Dachang.

During the quarter the Company capitalised \$503,670 in costs relating to the Dachang Gold Project (compared to \$636,459 last year), excluding future tax liabilities of \$133,000 (compared to \$170,000 last year), representing a decrease of \$132,789 (21%). The decrease during the second quarter of 2009 compared to last year is a result of a delay in the Company's exploration program for 2009 pending results and recommendations of the Scoping Study, offset by new costs associated with preparation of the Scoping Study.

F. Office Lease

The Company has entered into a lease for office space to the year 2014 with minimum lease payments as follows: balance of 2009 - \$43,019, 2010 - \$86,038, 2011 - \$88,419, 2012 - \$89,214, 2013 - 89,214 and 2014 - \$22,303.

SUMMARY OF QUARTERLY RESULTS

Selected quarterly information for the past eight quarters:

	2009		2008				2007	
(unaudited)	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Net Loss:								
Net Loss before the Undernoted:	\$799,941	\$834,683	\$532,225	\$719,461	\$1,053,831	\$1,119,187	\$801,556	\$401,159
Write-down of Zalantun	-	-	-	-	-	-	91,825	-
Rare Earth ^[1]	-	-	-	-	-	-	-	34,785
Interest	(39,651)	(67,716)	(77,238)	(162,483)	(137,163)	(85,207)	(48,732)	(84,990)
Stock-based compensation	-	-	-	695,250	-	111,000	-	25,500
Overall	\$760,290	\$766,967	\$454,987	\$1,252,228	\$916,668	\$1,144,980	\$844,649	\$376,454
Net Loss Per Share (Basic and Diluted)	\$0.009	\$0.009	\$0.003	\$0.015	\$0.011	\$0.016	\$0.011	\$0.006

[1] See Note [1] under **Results of Operations – Selected Financial Information**, above.

Generally speaking, the Company's annual exploration program for Dachang begins by the end of Q2 and runs through Q3 and Q4. Exploration results are compiled and released as they are received throughout this period and into Q1 of the following year, with planning and mobilization for the following year's exploration program occurring in Q2, although as the Company begins exploration earlier each year some of these costs may be incurred by the end of Q1. This was not the case in 2009 as the Company took additional time to assess the results of the 2008 program, which ended in the early part of Q1. Notwithstanding, expenditures on exploration are generally consistent with this pattern of activity, as are the Company's overhead expenses, in that they are expected to be lowest in Q1, begin to increase in Q2 and then level off at their highest in Q3 and Q4 (again, this trend is expected to shift from Q2 to Q1 as the Company mobilizes earlier each year). Although there was a significant increase in expenses in both Q1 and Q2 of 2008, during which time the largest single financing of the Company's history was completed, the primary reasons for this increase were in fact not related to the financing, but, rather, to increased expenses associated with executive compensation as well as to costs associated with the filing of an application to list the Company's shares on the American Stock Exchange in the United States of America (see Specific Items, below). In Q3 of 2008, the significant increase in expenses is almost entirely attributable to increased marketing costs as noted earlier. Costs were significantly lower in Q3 of 2007 in part due to a stronger Canadian dollar and so increased foreign exchange gains, as well as lower executive compensation, professional fees and corporate relations costs (see **Specific Items**, below). At the time, in spite of this, the Company believed that this increase was coincidental and that expenses would most likely be somewhat higher in the next quarter to compensate for the decrease in Q3, which in fact occurred, and resulted in higher expenses in Q4 of 2007 compared to 2008.

Additional details regarding overall expenses from quarter to quarter can be found in the Company's annual and interim Management's Discussion and Analysis for each period, as applicable, which are available on its website at www.inter-citic.com, or on SEDAR at www.sedar.com.

SPECIFIC ITEMS

The Company's consolidated financial statements for the second quarter ended May 31, 2009 include a detailed breakdown of expenses. Specific items of note are as follows:

- During 2009 the Company significantly reduced its ongoing marketing and promotional activities compared to 2008. There have been no financings to date in 2009, in contrast to the same period last year during which the Company raised more than \$20 million through the issuance of shares and exercise of stock options and warrants. In addition the Company has been waiting for the results of the Scoping Study and project update. As a result of this:
 - Office expenses decreased by \$38,147 (27%) from \$143,510 in Q2 of 2008 to \$105,363 in Q2 of 2009
 - Corporate relations expenses decreased by \$93,464 (47%) from \$196,889 in Q2 of 2008 to \$103,425 in Q2 of 2009, although a portion of this decrease is as a result of the hiring of a long-time consultant of the Company (see increase in salaries and benefits, below)
 - Travel and accommodation expenses decreased by \$115,034 (78%) from \$146,675 in Q2 of 2008 to \$31,641 in Q2 of 2009
- Salaries and benefits expense increased from \$68,791 in Q2 of 2008 to \$103,943 in 2009 (representing an increase of \$35,152, or 51%), as a result of the employment of a long-time consultant referred to above..
- Professional fees decreased significantly from \$148,672 in Q1 of 2008 to \$18,801 in Q1 of 2009 (a decrease of \$129,871, or 87%) primarily as a result of legal and accounting fees in connection with the Company filing an application to list its shares on the American Stock Exchange as well as other initiatives during 2008.
- Subsequent to the end of the quarter, as announced in the Company's press release of July 6, 2009, the Company issued 2,460,000 stock options to employees, directors and consultants of the Company. The value of these stock options is estimated at approximately \$811,000 using the Black-Scholes valuation method with the following weighted-average valuation assumptions: expected life - 5 years, expected volatility - 82.83%, risk-free interest rate - 2.42%, dividend rate - 0%. More than half of these options are to replace previously unexercised and expired out-of-the-money options, as the Company continued in its effort to secure the continued services of key management, consultants and directors in an increasingly competitive business environment (see Risks and Uncertainties – Dependence on Key Personnel, and, Competition, below).
- Depreciation and amortization expense increased by \$81,414 (113%) from \$71,794 to \$153,208 as the Company did not capitalize any depreciation to resource properties during Q2 and as a result of the Company having acquired significantly more equipment in 2008 compared to 2007 (approximately \$1,576,000 during 2008 compared to approximately \$758,000). Depreciation for exploration equipment is expensed unless the equipment is used for exploration, during which time it is capitalised to the project.
- Foreign exchange gains/losses from period to period vary depending on the strength of the Canadian dollar relative to the Chinese Yuan Renminbi and timing of advances to China for use in exploration when exploration is conducted and when payments are made for services rendered. In addition, the Company experiences exchange gains or losses on US dollar denominated currency. During Q2 of 2009 this resulted in a change in foreign exchange from an exchange loss of \$20,724 in Q2 of 2008 to a net gain of \$4,233 in Q2 of 2009.
- The Company earns interest income on highly liquid interest-bearing investments with maturities of less than 90 days from the date of acquisition. Interest income will vary depending on cash available to earn interest income.

RELATED PARTY TRANSACTIONS

Details regarding transactions with related parties are detailed in Note 7 of the Company's Notes to Consolidated Financial Statements for the second quarter ended May 31, 2009. All related party expenditures were in the normal course of business at market rates.

CASH RESOURCES AND LIQUIDITY

As at May 31, 2009, the Company has approximately \$9 million in cash, cash equivalents and restricted cash (approximately \$8 million in net working capital).

However, by its very nature as a development stage exploration company, the Company continued to generate negative cash flow from operations (including changes in non-cash working capital items) in the second quarter of 2009 (\$279,569) compared to 2008 (\$1,043,926), for reasons related to the Company's business activities, as discussed (the decrease compared to last year is as a result of reduced expenses generally as discussed in Specific Items, above, as well as a delay in exploration during 2009 pending recommendations of the Scoping Study). The Company continues to invest in the exploration of Dachang with a view to eventual development of the project and commencement of profitable production sufficient to recover its investment.

Although the Company determines the scope of exploration of its mineral properties based on prior results and available resources, the Company relies on equity offerings from time to time to fund its operations, and additional financings will be required in the future to fund ongoing operations and meet the Company's commitments as they come due, including its project commitments (see Exploration Projects, Activities and Commitments). As discussed in the Overview, above, although to date the Company has been successful in sourcing funds necessary to continue its business activities, the Company is in the development stage and is subject to the risks and challenges similar to other companies in a comparable stage of development.

To date the Company has not established any proven reserves or engaged in any production on any of its properties, and there is no guarantee that this will occur in the future. Mineral resource exploration and development is extremely risky and speculative by nature, as there is no guarantee that mineral deposits will be found, and even if they are, that they can be mined economically. In the event that exploration on the properties, confirmation of the Company's interest in the underlying mineral claims, the Company's ability to obtain appropriate financing to put these properties into production, and profitability of future production, especially with respect to the Dachang Gold Project, is not successful, assets may not be realized or liabilities discharged at their carrying amounts, and these differences could be material.

The Company does not have any material capital lease agreements, nor does the Company hold any investments in asset-backed securities.

Restricted Cash

Restricted cash relates to advances held in China, held substantially in Canadian dollars and committed to continuing exploration of the Dachang Gold Project. The balance of restricted cash will vary depending on the timing of contributions compared to expenditure of those funds on exploration and related expenses.

OUTSTANDING SHARE DATA

As at July 14, 2009, the Company had outstanding:

- 82,612,839 common shares (an unlimited number of common shares, without par value, were authorized),
- 5,255,000 stock options, each of which is convertible to one common share of the Company at a weighted average price per stock option of \$0.94, for a weighted-average period per stock option of 3.54 years. Exercise prices range from \$0.50 to \$1.95.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to permit timely decisions regarding public disclosure.

The Company believes that it has designed and implemented disclosure controls and procedures as at May 31, 2009 that are sufficient in providing reasonable assurance that material information related to the Company and its consolidated subsidiaries is made known and is adequately disclosed in the Company's annual filings as defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*.

In addition, there has not been any change in the Company's internal control over financial reporting that occurred during the Company's most recent interim period that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

CRITICAL ACCOUNTING POLICIES

A detailed summary of the Company's significant accounting policies is included in Note 3, Significant Accounting Policies, of the Company's Notes to Consolidated Financial Statements for the second quarter ended May 31, 2009.

The Company considers the following policies critical to understanding the judgements that are involved in preparing the consolidated financial statements of the Company and the uncertainties that could impact results of operations, financial condition and cash flows.

Development Stage Entity

The Company has adopted the Accounting Guideline 11 – Enterprises in the Development Stage (AcG11), relating to enterprises in the development stage, as detailed by the Canadian Institute of Chartered Accountants ("CICA"). The Company is engaged in the acquisition, exploration and development of exploration-stage mineral properties. To date the Company has not established any proven or probable reserves or engaged in any production on any of its properties, and there is no guarantee that this will occur in the future. Mineral resource exploration and development is extremely risky and speculative by nature, as there is no guarantee that mineral deposits will be found, and even if they are, that they can be mined economically. In the event that exploration on the properties, confirmation of the Company's interest in the underlying mineral claims, the Company's ability to obtain appropriate financing to put these properties into production, and profitability of future production, especially with respect to the Dachang Gold Project, is not successful, assets may not be realized or liabilities discharged at their carrying amounts, and these differences could be material. Please also see Risks Associated with Exploration and Development, below.

Use of Estimates

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

The most significant estimates are related to resource properties, valuation of incentive stock options and share-purchase warrants and calculation of future tax liability.

Resource Properties

The Company considers its exploration costs to have the characteristics of property, plant and equipment. Costs associated with acquisition, direct exploration and development of resource properties are capitalized pending commencement of production, at which time they will be amortized over the estimated production life. The Company assesses its capitalized resource property costs on a regular basis. If capitalized expenditures on individual resource properties exceed the estimated net recoverable amount, the properties are written down to the estimated fair value. Costs relating to properties abandoned are written off when the decision to abandon is made.

The Company is in the process of exploring its property interests. Amounts reflected in the financial statements reflect cost to date and may not represent future value to the Company. No mineral reserves have been determined to exist on these properties. Therefore, the recoverability of the amounts reflected is dependent on future successful exploration and development of the properties.

Note that mineral reserves and resources are estimated in accordance with N.I. 43-101, as required by Canadian Securities regulatory authorities. For United States reporting purposes, Industry Guide 7 under the Securities Exchange Act of 1934, as interpreted by the staff of the United States Securities and Exchange Commission (“SEC”), applies different standards to classify mineralization as a reserve.

Readers are advised that the terms “mineral resource,” “measured mineral resource,” “indicated mineral resource” and “inferred mineral resource” are not defined terms under standards in the United States and normally are not permitted to be used in reports and registration statements filed with the SEC. As such, information contained in this report concerning descriptions of mineralization and resources required under Canadian standards may not be comparable to similar information made public by US companies in SEC filings. Readers are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves.

Income Taxes

Income taxes are calculated using the asset and liability method. Future income taxes are recognized for the future income tax consequences attributable to differences between the carrying values of assets and liabilities and their respective income tax bases. The benefit of future income tax assets is only recognized where their realization is judged to be more likely than not. Future income tax assets and liabilities are measured using tax rates and laws expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled. A valuation allowance is provided against future income tax assets to the extent it is considered not likely that the future income tax assets will be realized.

Stock Based Compensation

The Company has one stock-based compensation plan, which is described in Note 9 (d) of the Notes to Consolidated Financial Statements for the second quarter ended May 31, 2009. The Company accounts for stock-based compensation in accordance with CICA 3870 (Stock-based Compensation and Other Stock-based Payments) and recognizes stock-based compensation based on the fair value method of accounting. Under this method, the fair value of stock-based compensation is determined based on the Black-Scholes valuation model and is recognized based on vesting of options granted under the stock option plan. Amounts recognized are expensed and also credited to Contributed Surplus. Consideration paid on exercise of stock options is credited to Share Capital.

Please refer to the notes to the consolidated financial statements of the Company for the second quarter ended May 31, 2009 for further information on the Company’s financial policies and estimates.

INTERNATIONAL FINANCIAL REPORTING STANDARDS (IFRS)

The Company has established a plan to adopt International Financial Reporting Standards by 2011 and is in the process of assessing accounting policy alternatives under IFRS and their impact to the Company's internal controls over financial reporting and disclosure control.

RISKS AND UNCERTAINTIES

The following describes certain principal risks, some or all of which have been described in prior management's discussion and analysis as well as the Company's current AIF, but is not, by its very nature, all-inclusive.

Risks Associated with Exploration and Development

The Company is engaged in mineral exploration and development. To date the Company has not established any mineral reserves or engaged in any production on any of its properties, and there is no guarantee that this will occur in the future. The Company has no history of earnings, nor has it previously engaged in the mining and production of gold. Mineral resource exploration and development is extremely risky and speculative by nature, as there is no guarantee that mineral deposits will be found, and even if they are, that they can be mined economically. The mining industry is also subject to market pressures from unpredictable commodity and metal prices, which may have a significant impact on the economic viability of a known deposit. A significant commitment of time and money is required for high cost exploration activity, such as diamond-bore drilling, in order to establish mineral reserves, develop a feasibility study and then to implement construction of a mine and commence production. At any time during this process there are numerous factors that alone or in combination may impede or interfere with intended plans, and the impact of these variables cannot be predicted or determined with certainty. Such factors include, but are not limited to, market (including currency) fluctuations, location of the Company's projects, political stability, government regulations, environmental protection, the nature of the deposit, competition, and availability of ongoing financial and personnel resources, both in sufficient quantity and within required timeframes. Many of these risk factors are discussed in other areas of this section, below, but all can be related directly to the nature of the business of the Company.

In addition, the Company's exploration activities and specifically the nature and location of those activities have associated with them certain operating risks that cannot be predicted but may be significant. Although the Company maintains health and safety standards onsite (including emergency evacuation protocols) to mitigate the risk of injury to individuals working on its exploration projects, there is no guarantee that a serious injury will not occur, nor can the impact of such an event be measured. The Company maintains property, third party liability and personal injury insurance, including an emergency medical evacuation program for certain employees, and the Company performs ongoing review of its health and safety practices, however there may be risks for which insurance may not be sufficient or for which coverage may not be extended.

The Company has relied on the results of prior exploration work and the review of that work by independent and internal qualified persons (as that term is defined in National Instrument 43-101) and others in the assessment of its resource properties. The respective partners for each project have provided the results of this prior work to the Company. In the case of the Dachang project, a significant portion of the Company's mineral resource estimate is based on this prior work, and although the results have been independently tested by way of due diligence and test sampling, there is no guarantee that material differences do not exist.

Mineral Resource Estimates

Subsequent to the quarter, on July 6, 2009, the Company updated its mineral resource estimate for Dachang. Details of the updated mineral resource estimate are included in Exploration Projects, Activities and Commitments, above. To date, the Company has not established any mineral reserves or engaged in any production on any of its properties. These mineral resources have not been sufficiently drilled to

demonstrate economic viability. Additional drilling will be required to upgrade inferred mineral resources to an indicated or measured resource. There can be no certainty that further drilling will enable inferred mineral resource to be upgraded. Although these mineral resource estimates are not currently affected by any known environmental, permitting, legal, title, taxation, socio-political, marketing or other relevant issues, this could change in the future. The future economic viability of these mineral resources may be adversely affected by their location, as the Dachang project is situated at an elevation of approximately 4,500 meters above sea level, in a high-cold mountainous area exhibiting desert alpine climate and vegetation with limited infrastructure. The nearest major city center is approximately 165 km away, with the nearest primary road and power lines approximately 120 km from the property. Although the Company believes that the mineral resources have reasonable prospects for economic extraction, there is no guarantee that this will in fact be the case and confidence in the estimate is insufficient to allow the meaningful application of technical and economic parameters or to enable an evaluation of economic viability.

Exploration and development of mineral properties, and as a result investing in the securities of the Company, involves a high degree of inherent risk. The marketability of the natural resources that may be discovered will be affected by numerous factors beyond the control of the Company. The return, if any, on the investment in shares of a resource company is subject to market conditions that are beyond the control of the Company. Some of the factors affecting resource exploration and development generally include the proximity and capacity of resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure and land use, importing and exporting minerals and environmental protection. The effect of these factors cannot be accurately predicted and any or all of these risk factors facing exploration and development companies generally, and the Company in particular, could result in a material adverse impact on the Company's business, operations and financial condition.

Reserves and Resources – Differences Between Canadian and U.S. Standards

Mineral reserves and resources are estimated in accordance with N.I. 43-101, as required by Canadian Securities regulatory authorities. For United States reporting purposes, Industry Guide 7 under the Securities Exchange Act of 1934, as interpreted by the staff of the United States Securities and Exchange Commission ("SEC"), applies different standards to classify mineralization as a reserve.

Readers are advised that the terms "mineral resource," "measured mineral resource," "indicated mineral resource" and "inferred mineral resource" are not defined terms under standards in the United States and normally are not permitted to be used in reports and registration statements filed with the SEC. As such, information contained in this report concerning descriptions of mineralization and resources required under Canadian standards may not be comparable to similar information made public by US companies in SEC filings. Readers are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves.

Canadian Corporate Governance Requirements and Securities Laws

The Company complies with the corporate governance and securities laws of Canada, which may differ from those of the United States and elsewhere.

Risks Associated with Operations in China

The Company's current business focus and as a result essentially all of the Company's physical assets are in China, including the Company's interest in Dachang.

As in any jurisdiction, the Company is subject to social, political and economic developments and trends that are beyond its control. The Company's business is in China and the Company is therefore subject to a variety of laws and regulations at state, provincial and municipal or local levels that include laws and regulations concerning the form and manner in which foreign companies may invest and operate in China. Although China continues to generally introduce reforms to encourage foreign investment and develop a more market-based economy, there is no guarantee that this trend will continue, particularly given market conditions. The government of China continues to exert significant influence through laws, regulations and

policies which are often ambiguously drafted and subject to divergent interpretation. The Company's joint venture partners in China are state-sector entities and, like other state-sector entities, their actions and priorities may be dictated by government policies, instead of purely commercial considerations.

As the Company's properties are located in China, a brief statement on the laws of China as they relate to mining is appropriate. However, as laws continually evolve and suffer from inconsistent application, this is only a general statement and is not to be taken as a legal opinion or as an exhaustive summary of the relevant laws. The mining industry in China is regulated through the Mineral Resources Law of China (adopted in 1986 and amended 1997) and associated policies, rules and regulations at State, provincial and local levels. Under Chinese law, mineral resources are owned by the state and in the past the bulk of activity in the minerals sector has been conducted by state owned or otherwise affiliated or related entities. The Ministry of Land and Resources in China is generally responsible for administration of exploration and mining claims although there has been some dispute, particularly with respect to gold, as to which part of government has ultimate regulatory authority over gold exploitation projects. Exploration claims (other than those for oil and gas) are issued for a maximum term of three years and are renewable provided minimum expenditure thresholds have been met. Holders of exploration rights have a "privileged" priority to subsequent mining rights, which are issued based on the nature of the deposit provided that the holder meets the conditions and requirements specified at law. However there is no guarantee that exploration and mining rights will continue to be granted or renewed, or that any conditions imposed as part of the issuance of these rights can be satisfied, or that the perceived quality of these legal rights will be sufficient to enable the Company to attract the funding required to implement business plans based on these rights. Holders of mining rights must submit environmental impact studies for approval. Mining rights also have specific timeframes within which mining must occur. Specifically, for gold mining, foreign companies must also receive approval from, among others, the Chinese National Development and Reform Commission, a department of the Chinese central government, the State Council, a government body which has a mandate to develop national economic strategies, annual and long term economic plans, and to report on the national economy and social development.

A stated objective of the Company is to ultimately become a gold producer in China. The value of the Company's projects is ultimately tied to the Company's ability to realize on the sale of gold production. Since late 2002, with the establishment of the Shanghai Gold Exchange and relaxation of restrictive rules governing the sale of gold, mining companies in China are able to sell gold production at market prices. Foreign gold mining companies are currently able to repatriate profits in foreign currencies although capital contributions may not be repatriated without specific approvals. However, the nature and impact to the interests of the Company of possible further changes or reforms to these rules and policies in the future cannot be predicted.

The Company may suffer disadvantages when competing against companies from countries that are not subject to Canadian and US laws, including the Foreign Corrupt Practices Act. Risk of loss due to disease and other potential endemic health issues is also of concern in China and could impact on the performance of the Company.

It is quite common for foreign companies to form joint ventures with state owned mining enterprises which hold mining licences and to have mining licences transferred to the joint venture, all subject to approval. The Company's projects in China are (in the case of Dachang) organized as "Co-operative Joint Venture" companies in accordance with the Law of the People's Republic of China on Sino-Foreign Co-operative Joint Venture Enterprises and associated policies, rules and regulations. China became a member of the World Trade Organization in December of 2001 and has committed to ensure transparency in its legal system. While China's general relaxation of restrictions on foreign trade and investment and developments in its mining industry since that time has improved the operating parameters for foreign exploration and mining companies, the continued progress of these reforms depends on political, economic and international influences beyond the Company's control.

As noted, the Company conducts its operations in China through co-operative joint ventures, often with state owned entities. While this connection to government related entities can benefit the Company, there is often inequality with respect to the influence of the parties with the Chinese government. The Chinese

government holds a substantial degree of subjective control over the application and enforcement of laws. Such inequality may prove detrimental in the event of a business dispute arising between joint venture parties.

The Company has investigated title to all of its properties and believes that such title is in good standing. However, given the lack of a comprehensive registration system in China, the properties may be subject to prior unregistered agreements or transfers. The Company cannot give any assurance that title to its properties will not be challenged.

China's control over its currency and hence the Company's ability to advance funds to China (for capital investment or operations) is subject to changes in the valuation of the Renminbi as well as rules and regulations of the State Administration of Foreign Exchange. Fluctuations in the value of the Renminbi may have an adverse affect on the operations and operating costs of the Company.

China continues to exert a great deal of control and influence on its society and economy through laws, policies and regulations. The impact of changes to these laws, policies and regulations on the Company's operations in China, including relative impact on the Company's ability to operate in China through changes to foreign enterprise rules (including repatriation of profits), possible restrictions on the production and sale of gold or other mining products, the maintenance of business, exploration and/or mining licenses, environmental laws, taxation, or in other matters having an impact on the Company's business and operations, cannot be accurately predicted. In particular, environmental legislation, as it evolves, will likely 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, or other areas of regulation, if any, will not adversely affect the Company's operations and results.

Dependence on Key Personnel

As an exploration company the Company relies heavily on the availability of individuals and organizations with the necessary skill and knowledge required to execute exploration programs of the scale and scope appropriate to its exploration properties. This includes the availability of individuals and organizations that are capable of efficiently and effectively executing exploration activities such as drilling, compiling and interpreting data, and planning subsequent follow-up work.

The Company's Vice-President, Exploration has more than 20 years of experience as an exploration geologist. The Company has a qualified and experienced geologist on its Board of Directors, and the Company has an established relationship with a North American based drilling company that has carried out the Company's drilling program at Dachang. The Company has relationships with a number of other organizations that have also provided services essential to its exploration activities.

The Company has a high degree of reliance on its management team, and failure to retain the services of key personnel could have a materially negative impact on the Company.

While the competition for these services has increased significantly over the past several years (see discussion below), the Company has been successful in securing services necessary to carry out its business plan to date. However, the availability of these services in the future and the relative cost of securing them cannot be predicted.

Competition

Recent increases in the price of gold have resulted in increased activity in the gold exploration and mining industry. Combined with the economic development and opening of China and general scarcity of mineral deposits throughout the world, interest of foreign exploration and mining companies in China has increased significantly. As a result, the Company faces continued competition for financing dollars (perhaps particularly in the context of current global financial markets), personnel and other resources from this

competition, the impact of which cannot be predicted. Historically, gold prices are often subject to wide swings in price and can be cyclical in nature, and demand for gold is based on many factors, including demand for jewellery, many industrial uses for gold, as well as demand from governments and financial institutions that hold gold reserves for hedge and other purposes. Any decrease in gold prices could have an adverse effect on the Company's business, operations and financial results.

Environmental Risk

The Dachang Gold Project is located in the proximity of the Sanjiangyuan Nature Reserve, established primarily to protect the sources of three major rivers in Asia (the Yangtze, Yellow and Lancang rivers). To date, the project has received all relevant government support and approvals, and the Company is committed to preserve and protect the environment within which it operates, and has a policy of adopting and applying the highest standards for environmental protection in its activities, in addition to being active in the betterment of the lives of local people. However the impact of possible future liabilities or impediments to development associated with or as a result of environmental matters cannot be measured or predicted, and there is no assurance that present or future environmental regulations will not adversely affect the operations of the Company.

Cash Flow

The Company has no source of operating cash flow to fund its exploration and development projects. Any further significant work would likely require additional equity or debt financing. The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fulfill its obligations on existing or future exploration projects. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration, and the possible partial or total loss of the Company's interests in all or some of its properties.

Dividends

The Company has not, since the date of its incorporation, declared or paid any dividends on its common shares and does not currently intend to pay dividends. Earnings, if any, will be retained to finance further growth and development of the business of the Company.

Resale of Shares

The continued operation of the Company will be dependent upon its ability to procure additional financing and generate operating revenues. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In addition, sales or availability for sale of substantial amounts of the shares of the Company could adversely affect the prevailing market prices for those shares. In such event, the probability of resale of shares purchased would be diminished. Moreover, a decline in the market prices or demand of the shares of the Company could impair the ability of the Company to raise additional capital through the sale of shares.

Exploration and development of mineral properties, and as a result investing in the shares of the Company, involves a high degree of inherent risk. The marketability of the natural resources that may be discovered will be affected by numerous factors beyond the control of the Company. The return, if any, on the investment in shares of a resource company is subject to market conditions that are beyond the control of the Company. Some of the factors affecting resource exploration and development include the proximity and capacity of resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure and land use, importing and exporting minerals and environmental protection, and the effect of these and other risk factors as discussed above cannot be predicted.

OUTLOOK

Over the next year the Company will continue to focus substantially all of its available resources to carry out exploration and progress development of its Dachang Gold Project.

CAUTION REGARDING FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis ("MD&A") contains or incorporates by reference "**forward looking information**" which means disclosure regarding possible events, conditions, acquisitions, or results of operations that is based on assumptions about future conditions and courses of action based upon management's good faith expectations and beliefs concerning future developments and their potential effect on the Company. These may include statements with respect to the future financial and operating performance of Inter-Citic Minerals Inc. ("**Inter-Citic**" or the "**Company**"), its current and proposed subsidiaries, its current mineral projects, the estimation of mineral resources, working capital requirements, capital and exploration expenditures, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, title disputes or claims and limitations of insurance coverage. In some cases forward looking statements can be identified by the use of such words as "**plans**", "**proposes**", "**expects**", "**is expected**", "**budget**", "**scheduled**", "**estimates**", "**forecasts**", "**intends**", "**anticipates**", "**believes**" or variations of such words and phrases. Forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the performance or achievements expressed or implied by the forward looking statements. There can be no assurance that future developments will be in accordance with such expectations or that the effect of future developments on the Company will be those anticipated by management. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of exploration activities; future mineral prices; accidents, labour disputes and other risks of the mining industry; political instability; insurrection or war; arbitrary changes in law; delays in obtaining governmental approvals or financing or in the completion of the company's exploration programs. As a result, actual actions, events or results may differ materially from those described in forward looking statements. Forward looking statements are made as of the date of this MD&A and the Company disclaims any obligation to update any forward looking statements, whether as a result of new information, future events or otherwise. There can be no assurance that forward looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward looking statements.

CAUTIONARY NOTE TO UNITED STATES READERS – DIFFERENCES REGARDING MINING TERMS IN THE UNITED STATES AND CANADA

While the terms "mineral resource," "measured mineral resource," "indicated mineral resource," and "inferred mineral resource" are recognized and required by Canadian regulations, they are not defined terms under standards in the United States. As such, information contained in this report concerning descriptions of mineralization and resources under Canadian standards may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements of the United States Securities and Exchange Commission. "Indicated mineral resource" and "inferred mineral resource" have a great amount of uncertainty as to their existence and a great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an "indicated mineral resource" or "inferred mineral resource" will ever be upgraded to a higher category. Readers are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves.

This document may also contain information about adjacent properties on which we have no right to explore or mine. Readers are cautioned that mineral deposits on adjacent properties are not indicative of mineral deposits on our properties.