CREW GOLD CORPORATION
Management's Discussion and Analysis of Financial Condition and Results of Operations
For the quarter ended March 31, 2009
(Expressed in US dollars)

INTRODUCTION

This management's discussion and analysis ("MD&A"), prepared effective May 15, 2009, provides detailed analysis of the financial condition and results of operations of Crew Gold Corporation ("Crew", "the Corporation", "the Company", "we" or "our") for the quarter ended March 31, 2009. This report compares the results for the quarter ended March 31, 2009 with the quarter ended March 31, 2008. The MD&A should be read in conjunction with the Company's Unaudited Interim Consolidated Financial Statements for the period ended March 31, 2009 and the Audited Financial Statements for the year ended December 31, 2008 and the related notes thereto which have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). Unless the context otherwise requires, all references to yearly periods are to calendar years and all amounts are in US dollars unless otherwise stated.

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

HIGHLIGHTS

- Overview
  - Quarterly group gold production of 62,847 ounces ("oz") compared to 61,579 oz in Q1 2008
  - Quarterly group gold sold of 76,408 oz at an average realised price of $895/oz (Q1 2008 – 60,660 oz sold at an average realised price of $913/oz)
- Financial Results
  - EBITDA of $13.4 million (quarter ended March 31, 2008 – negative $3.0 million)
  - Net loss of $11.9 million for the quarter ended March 31, 2009 (quarter ended March 31, 2008 – net loss of $37.9 million) with EBITDA of $13.4 million being offset by amortisation charges of $16.4 million, interest and finance charges of $6.9 million and non cash foreign exchange losses of $2.5 million
- LEFA
  - Quarterly gold production of 44,606 oz, due to reduced SAG mill capacity (Q1 2008 - 45,043 oz)
  - Environmental bond agreed with the Government of Guinea with an unbudgeted $5 million to be paid in May and June, to be followed by further analysis to reconfirm the estimated amounts of reclamation costs and the annual review process;
  - Government of Guinea is undertaking a review of refining and bullion shipment processes concurrent with the restarting of bullion shipments
- Maco
  - Quarterly gold production decreased 25% to 3,758 oz from 5,030 oz in Q1 2008 due to a flash flood in the region which impacted the mine in January 2009
  - Continuing to explore strategic alternatives with potential partners

  - Resources updated and restated resulting in sustainable production being assessed at 700tpd

- Nalunaq Gold Mine ("Nalunaq") and Nugget Pond Processing Facility ("Nugget Pond")
  - Q1 gold production of 14,483 oz, an increase of 26% from 11,506 oz in Q1 2008 due to higher grade of material processed. Mine was placed on care and maintenance effective February 28, 2009
  - Exploring opportunities to dispose of or otherwise utilise both properties; agreement to sell Nalunaq being structured

- Exploration
  - No further exploration work planned at Glover Island, Canada
  - Wa project sold for shares maintaining an indirect participation

- Corporate
  - Reverse stock split implemented in February 2009, shares consolidated on an 8 for 1 basis (all share amounts in the MD&A adjusted for the effect of this change)

- Outlook
  - SAG Mill 2 trunnion will be reinstalled by the end of May 2009, allowing production to increase from June 2009
  - Improve process plant reliability, improve efficiencies and reduce costs at LEFA
  - Finalise sale or continue care and maintenance program at Nalunaq. Complete milling of Nalunaq ore and enter into toll milling agreement and/or sale for Nugget Pond
  - Continue to explore strategic opportunities for Maco
  - Continued reduction of corporate costs
  - Continue to work with the Government of Guinea on various issues. For example, industrial relations difficulties being resolved proactively to attempt to minimize disruptions as the workers and unions confirm various issues with the new Government, review of import duties to be completed.

OVERVIEW

Crew is an international mining company currently focused on restructuring and maximising the performance of its gold resource projects.

Results

The Company adopted Canadian Institute of Chartered Accountants statement 3064 "Goodwill and Intangible Assets" during the year ended December 31, 2008. As a result of the application of this standard, prior period pre-operating revenues and costs for LEFA and Maco were recognised in the profit and loss statement, and comparative unaudited profit and loss statement and balance sheet amounts were restated where applicable.

For the quarter ended March 31, 2009, Crew reported EBITDA of $13.4 million (quarter ended March 31, 2008 – negative $3.0 million). Mineral sales of $67.8 million in the quarter were partially offset by direct mining and mine site administration costs of $51.9 million and general corporate expenditures of $2.2 million.

Net loss for the quarter ended March 31, 2009 was $11.9 million (quarter ended March 31, 2008 – net loss of $37.9 million). The net loss in the period resulted from the EBITDA of $13.4 million being offset by higher amortisation charges of $16.4 million (due to the acceleration of the amortisation of some major components of the open pit mining equipment at LEFA), interest and finance costs on the bonds and other long term debt of $6.9 million and non-cash foreign exchange losses of $2.5 million principally on the translation of the NOK denominated debt.

Total gold sold during the quarter ended March 31, 2009 was 76,408 oz (quarter ended March 31, 2008 – 60,660 oz). Total gold produced in the quarter ended March 31, 2009 was 62,847 oz (quarter ended March 31, 2008 – 61,579 oz).

(Expressed in US dollars)

OPERATIONS AND PROJECTS REVIEW

Gold Production - Quarter ended March 31,

		LEFA	Nalunaq/ Nugget Pond	Maco	Total
Tonnes mined	**- 2009**	**1,243,400**	**20,600**	**30,798**	**1,294,798**
	- 2008	*1,172,192*	*35,710*	*27,373*	*1,235,275*
Mined Grade (g/t)	**- 2009**	**1.5**	**11.7**	**5.8**	
	- 2008	*1.6*	*12.6*	*5.0*	
Tonnes milled	**- 2009**	**998,469**	**34,378**	**28,068**	**1,060,915**
	- 2008	*708,812*	*34,748*	*39,472*	*783,032*
Milled Grade (g/t)	**- 2009**	**1.5**	**12.9**	**4.9**	
	- 2008	*2.1*	*11.1*	*4.3*	
Recovery (%)	**- 2009**	**90.6**	**94.8**	**83.6**	
	- 2008	*93.5*	*93.1*	*87.6*	
Gold produced (ounces)	**- 2009**	**44,606**	**14,483**	**3,758**	**62,847**
	- 2008	*45,043*	*11,506*	*5,030*	*61,579*
Gold sold (ounces)	**- 2009**	**55,510**	**16,842**	**4,056**	**76,408**
	- 2008	*45,138*	*12,046*	*3,476*	*60,660*
Sale price realized ($/oz)[1]	**- 2009**	**894**	**899**	**889**	**895**
	- 2008	*908*	*930*	*925*	913
Cash cost per ounce ($/oz)[2]	**- 2009**	**680**	**609**	**1,039**	
	- 2008	*917*	*699*	*1,120*	

[1] Sales price realized and cash cost per ounce are "Non-GAAP" measures which are more specifically described in the section "Non-GAAP measures" on the final page of this Management's Discussion and Analysis of Financial Condition and Results of Operations.

Commentary on LEFA and Maco quarterly cash costs

LEFA cash costs per oz for the quarter ended March 31, 2009 of $680 were relatively high due mainly to lower than expected production caused by ongoing rectification work on the mills and also the continued use of diesel instead of heavy fuel oil for power generation. Maco's cash costs of $1,039/oz were due principally to lower than budgeted production caused by the flash flood in mid-January. Cash costs for LEFA and Maco for Q1 2008 are not meaningful as the operations were in the commissioning stage.

LEFA Gold Mine

Plant and Infrastructure

The SAG Mill 2 has had the trunnion machined and is being reinstalled with new bearings fitted and is expected to be commissioned by the end of May 2009. As the SAG repair will occur ahead of schedule it is now expected that both mill trains will be operating by June 2009. From then other de-bottlenecking projects will continue but the majority of maintenance work is anticipated to be routine. There will however remain some minor risk of partial interruptions to production well into 2010, until all of the ordered insurance spares are on site.

The power plant electrical generation system has been fully commissioned and has started running 100% on HFO. The change to HFO power generation is expected to reduce cash operating costs by an estimated $15-20 per oz and the HFO storage capacity of 3.5 million litres will provide an additional buffer against possible disruption to supply in the wet season. The bulk diesel storage will then be required only for the open pit mining fleet.

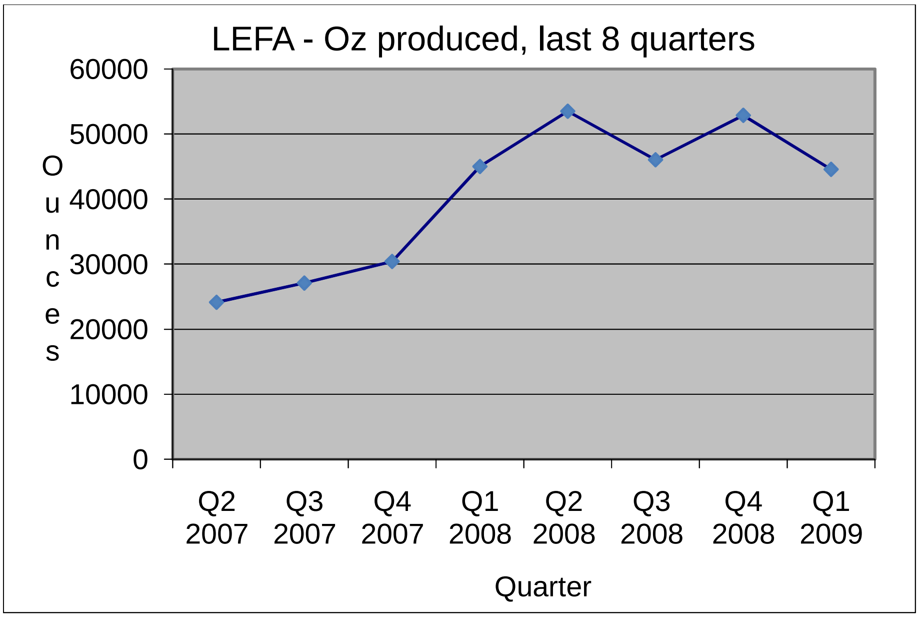
Operations

Ore mined improved to 1,243,400 tonnes at an average grade of 1.5 g/t in the quarter ended March 31, 2009 from 795,557 tonnes in the previous quarter ended December 31, 2008 (quarter ended March 31, 2008 - 1,172,192 tonnes at grade of 1.6 g/t). Mining activities in the quarter continued to be affected by equipment availability as work continued on bringing back open pit mining equipment to original equipment manufacturer standards following the takeover of mining operations from the contractor in September 2008.

Ore milled during the quarter ended March 31, 2009 was 998,469 tonnes at an average grade of 1.5 g/t (quarter ended March 31, 2008 was 708,812 tonnes at an average grade of 2.1 g/t). Mill operations in the quarter were adversely affected by downtime due to the rectification works on all four mills.

Gold produced in the quarter ended March 31, 2009 was 44,606 oz, compared to 45,043 oz for the quarter ended March 31, 2008. Gold production during the last eight quarters was as follows:

(Expressed in US dollars)



Quarter	Q2 2007	Q3 2007	Q4 2007	Q1 2008	Q2 2008	Q3 2008	Q4 2008	Q1 2009
Ounces Produced	24,168	27,122	30,443	45,043	53,531	46,078	52,904	44,606

Gold sold in the quarter ended March 31, 2009 was 55,510 oz at an average gold price of $894/oz (quarter ended March 31, 2008 – 45,138 oz at an average gold price of $908/oz).

Reserves and Resources

The June 2008 update for LEFA's resources as at March 31, 2008 showed a total resource base of 6.42 million oz. The Measured and Indicated resource totalled 5.1 million oz and the Inferred resource was 1.3 million oz. Resources will be updated in May 2009 for mining depletion since April 2008 up to that date and the drilling results between April 2008 and February 2009 and will be independently verified during July 2009.

Government Issues

Since the change in Government in December, 2008 the Government has shut down the gold mines on some occasions as they increase their understanding of the operations of the mines and the related agreements made in the past. While the Government has stated it wants to work with the gold mining companies, the following issues are being actively discussed:

1. Environmental closure liability – While the Convention de Base calls for the closure process to be funded by the company at the end of the mine's life, the Government has demanded a cash deposit to cover the liability. In LEFAs case the deposit amount agreed to is $5 million.

2. Review of processing – The Government required that they be taken on a tour of the refining process and on May 13 they were taken to Switzerland to review the refinery operates to refine

gold previously sold by Crew. The Government had previously not allowed bullion to be shipped pending this review.

3. Import duties – the Customs department has stated that they are reviewing the import duties with the potential to increase them in advance of the stated dates in the Convention de Base.

4. Value Added Tax – the Government owes the Company $7 million of VAT. While the Convention calls for all VAT to the mining companies be refundable, the Government is not up to date with the refund of either current or accumulated amounts

Maco Mine

Plant and Infrastructure

During 2007 and the early part of 2008 the 500 tpd pilot plant operated on development ore while the technical review of the mill expansion and mine plan continued. The plant has shown that it can operate at rates of up to 700 tpd, but not on a sustainable basis.

Flotation studies that were originally started to reduce the amount of cyanacides in the ore including, copper, lead and zinc have been deferred based on poor base metal prices and concerns over the market for these concentrates.

The new starter dam and first phase of the tailings management facility was completed in 2008. This facility will support production through Q3 2009. The second phase is scheduled to start in Q2 2009 and will be funded from Maco's cash flows, with the timing of the third phase dependent upon further evaluation of the tailings consumed in the mine backfilling process.

Operations

The experience gained in 2006 and 2007 led to a much better understanding of the orebody and identified issues including ground conditions, gas and water management that were originally not foreseen.

A study to review the stoping methods indicated that under ideal conditions, the maximum production peaks at 1,900 tpd when multiple vein systems are being mined simultaneously. A production rate of 1,000 tpd to 1,500 tpd was considered potentially achievable on an ongoing basis, based on normal expectations regarding the confidence in resources and the physical mining conditions. This expectation has been downgraded further based on disappointing results from the review of the published resources. The delays in development caused by the flash flooding and difficult ground conditions (which have hampered the completion of the 530 level dewatering drive) have resulted in the ramp up to an expected 700tpd being delayed until 2010.

Ore mined in the quarter ended March 31, 2009 was 30,798 tonnes at an average grade of 5.8 g/t (quarter ended March 31, 2008 – 27,373 tonnes at 5.0 g/t). The Maco plant processed 28,068 tonnes at 4.9 g/t in the quarter ended March 31, 2009 (quarter ended March 31, 2008 – 39,472 tonnes at 4.3 g/t).

Gold produced in the quarter ended March 31, 2009 was 3,758 oz (quarter ended March 31, 2008 – 5,030 oz) and gold sold in the quarter ended March 31, 2009 was 4,056 oz (quarter ended March 31, 2008 – gold sold of 3,476 oz). Production in the ended March 31, 2009 was adversely affected by a flashflood that hit the mine in mid-January, partly flooding the underground workings, which reduced production due to unavailability of workplaces.

Maco also recovered a total 8,244 oz of silver in the ended March 31, 2009 (quarter ended March 31, 2008 - 17,913 oz).

Updated Resources

The updated ore resource estimate for the Maco Mine shows a marginal increase in indicated ore resource tonnage and a substantial decrease in inferred resource tonnage compared to the previously published estimates released in February 2007.

- The Inferred Resource category has decreased from 9.6 million tonnes at 6.0 g/t Au to 1.3 million tonnes at 4.8 g/t Au.
- The Indicated Resource category has increased from 1.46 million tonnes at 6.5 g/t Au to 1.51 million tonnes at 6.6 g/t Au.

The reduction in the 2009 updated inferred ore resource estimate compared to the 2007 inferred ore resource statement is as a result of the current project geological staff estimating the Maco inferred ore resource based on more recent experience of the ore shoot behaviour at Maco and more critical observations on the behaviour of the individual veins that have been developed at the Maco Mine since the commencement of the mining operation. In the light of these observations, the results of the inferred ore resource definition drilling have been reinterpreted.

This updated resource estimate has been reviewed for technical correctness by Mr. Tomas D. Malihan, a registered Competent Person with the Geological Society of the Philippines. Mr. Malihan, who has extensive experience in epithermal gold vein systems, and who shares the cautious approach adopted by the Geological Staff and confirms the validity and soundness of this estimate. Mr Malihan is also a 'Qualified Person' within the meaning of Canadian National Instrument 43-101, 'Standards of Disclosure for Mineral Projects'. Mr. Malihan was 'independent' of Crew Gold Corporation and Apex Mining Company Inc. in the context of NI 43-101.

Nalunaq Gold Mine and Nugget Pond Processing Facility

Operations

Nalunaq mined 20,600 ore tonnes during the quarter ended March 31, 2009 (quarter ended March 31, 2008 – 35,710 tonnes). All underground mining activities were completed prior to February 28, 2009. The underground travel ways have been prepared for a period of Care and Maintenance. The site will be monitored by NGM employees to ensure the security and maintenance of the property and assets.

In the meantime a non-legally binding agreement has been entered into for the purchase of Nalunaq by Angus & Ross Plc. The completion of the deal may be delayed during the process of electing the new Greenland Government.

During the quarter, six ore shipments totalling 50,227 tonnes were made from Greenland to Nugget Pond. As at March 31, 2009, all ore stockpiles at Nalunaq had been shipped. Ore stockpiles at Nugget Pond at March 31, 2009 totalled approximately 30,000 tonnes, containing management's estimate of 9,000 oz of gold.

The Nugget Pond plant processed a total of 34,378 dry metric tonnes of ore at an average grade of 12.9 g/t during the quarter ended March 31, 2009 (quarter ended March 31, 2008 – 34,748 tonnes at an average grade of 11.1 g/t).

Gold produced during the quarter ended March 31, 2009 was 14,483 oz (quarter ended March 31, 2008 – 11,506 oz). Gold sold during the quarter ended March 31, 2009 was 16,842 oz at an average realised gold price of $899/oz (quarter ended March 31, 2008 – 12,046 oz at an average price of $930/oz).

EXPLORATION PROJECTS

Wa, Ghana

Crew completed negotiations with a neighbouring exploration company to combine properties. The negotiation was finalized with Azumah Resources in early 2009, whereby they will be able to earn up to a 100% interest in the Wa property by performing the exploration work required under the permits. Crew will receive an increasing number of Azumah shares depending on the success of the exploration program and a royalty based on ounces produced.

Glover Island, Newfoundland

The results of the Phase 1 exploration program indicated mineralised structures, however the grade and structure of any likely ore body suggest that the mineralisation may not be economically viable to extract. Consequently the exploration costs relating to this property were written off.

FINANCIAL REVIEW

Selected Quarterly Financial Information - Unaudited

Expressed in thousands of United States dollars (except for per share information)	Mar-31		Dec-31		Sept-30		Jun-30	
	2009	2008	**2008**	2007	**2008**	2007	**2008**	2007
Mineral Sales	**67,775**	56,901	**48,889**	28,225	**62,317**	31,011	**56,540**	30,139
Net (loss) profit	**(11,910)**	(37,854)	**(14,878)**	(10,527)	**(111,060)**	(74,227)	**(39,709)**	3,877
(Loss) profit per share – basic	**(0.11)**	(0.65)	**(0.21)**	(0.18)	**(1.72)**	(1.39)	**(0.67)**	0.07
(Loss) profit per share – diluted	**(0.11)**	(0.65)	**(0.21)**	(0.18)	**(1.72)**	(1.39)	**(0.67)**	0.06
Operating cash inflows (outflows)	**1,050**	(21,499)	**(12,385)**	(32,387)	**(15,902)**	(50,780)	**(13,996)**	(22,138)
Cash and cash equivalents	**12,602**	8,740	**17,169**	20,061	**27,915**	43,997	**57,459**	40,092
Total assets	**614,963**	874,511	**636,598**	858,811	**634,822**	891,924	**906,241**	870,423
Long term debt	**289,853**	385,645	**284,012**	366,395	**324,600**	366,101	**389,475**	334,282
Shareholders' equity	**194,770**	336,272	**206,436**	342,048	**128,041**	360,942	**359,148**	366,688

EBITDA[1] is calculated as follows:		
Net loss	**(11,910)**	(37,854)
Depletion and depreciation	**16,363**	10,404
Interest and finance charges	**6,949**	8,570
Stock compensation expense	**244**	1,082
Loss on forward obligation	**-**	493
Foreign exchange loss	**2,547**	18,314
Recovery of Income Taxes	**(811)**	(3,991)
EBITDA [1]	**13,382**	(2,982)

[1] The Company defines EBITDA as "earnings before interest and finance charges, taxes, depletion and depreciation, non-cash foreign exchange gain or loss and stock compensation expense". It is a non-GAAP measure and is more specifically described in the section entitled "Non-GAAP measures" on the final page of this Management's Discussion and Analysis.

Note – above table updated for restatements required by implementation of CICA3064

Financial Results for the Quarter Ended March 31, 2009

Sales reported for the quarter ended March 31, 2009 were $67.8 million (quarter ended March 31, 2008 - $56.9 million). Sales comprised 76,408 oz at an average realised price of $895/oz (quarter ended March 31, 2008 – 60,660 oz at an average realised price of $913/oz).

Direct costs for the quarter ended March 31, 2009 were $43.1 million (quarter ended March 31, 2008 - $48.7 million) and mine site administration costs were $8.8 million (quarter ended March 31, 2008 - $9.2

million). Direct and mine site administration costs were lower compared to 2008 because Nalunaq ceased mining activities and was put on 'care and maintenance' during the quarter.

Depletion and depreciation expense, a non-cash measure, for the quarter ended March 31, 2009 was $16.4 million (quarter ended March 31, 2008 – $10.4 million). A review in the quarter resulted in a change of the rate of amortisation for LEFA's open pit mining equipment. This resulted in certain major components being separated and assigned shorter useful lives and this significantly increased the amortisation charge for the quarter ended March 31, 2009 as compared to the quarter ended March 31, 2008.

For the quarter ended March 31, 2009, general corporate expenditures and exploration costs expensed reduced to $2.4 million compared to $5.4 million in the quarter ended March 31, 2008, due mainly to decreased head office costs and stock compensation charges.

Interest and finance charges were $6.9 million (quarter ended March 31, 2008 – $8.6 million) and the group also recognised unrealised foreign currency translation losses of $2.5 million, principally on the translation of the NOK denominated debt into US dollars (quarter ended March 31, 2008 – loss of $18.3 million).

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2009 our main source of liquidity was consolidated cash of $12.6 million. Of the cash held, $5.4 million was held in US dollars, $4.9 million was held in Norwegian kroner, $1.8 million was held in Philippine pesos, $0.3 million was held in Canadian dollars, and the balance of $0.2 million comprised British pounds sterling, Danish kroner, South African rand and Australian dollars.

At March 31, 2009 our consolidated working capital comprising cash, restricted cash, accounts receivable, prepayments and inventories, less current liabilities was $24.5 million (December 31, 2008: $19.7).

On February 18, 2009, certain bondholders of the NOK 325 million tranche of the March 2006 bonds and of the NOK 1,319.5 million 6% convertible bonds agreed to exchange their bonds to US dollar denominated bonds.

NOK 194 million of the NOK 325 million tranche was converted to US dollars, using an agreed exchange rate of 6.9079, resulting in a replacement bond issuance of $28,083,789, consisting of floating rate bonds of $1 each. NOK 1,200.5 million of the NOK 1.319.5 million 6% convertible bonds was converted to US dollars, using an agreed exchange rate of 6.9079, resulting in a replacement issuance of $173,784,380 convertible bonds (of $72,380 each) at fixed rate of 5.41% p.a.

All other terms and conditions of the 6% convertible bonds and the March 2006 bonds remain the same.

We have held no asset backed commercial paper at, or since, the quarter-end. We have not entered into gold or other hedging contracts during the quarter or since the quarter-end. Consideration will be given to hedging in the future and will depend on production rates and anticipated gold prices and exchange rates.

Based on the assumption that the Corporation meets its anticipated production target for the LEFA operations in 2009 of approximately 290,000 ounces of gold at an operating cash cost of approximately $483 per ounce with a realized gold sale price of approximately $800 per ounce, and regular shipments of gold to the refineries, the Corporation believes that it will be able to fund its working capital requirements for the remainder of the financial year.

The Corporation is continuing to evaluate strategic alternatives available to it in case it cannot fully fund the working capital requirements, or if the above assumptions prove to be incorrect. These alternatives may include, but are not limited to, raising additional funds through an equity issue, the sale of assets (to the extent permitted under its bond covenants), the forward sale of gold, cash flow and cost savings, the renegotiation or refinancing of existing debt facilities coming due in 2010 and 2011 or postponing planned capital expenditures.

RELATED PARTY TRANSACTIONS

During the quarter ended March 31, 2009 a law firm of which a director is a partner received legal fees of $85,000 from the Company (quarter ended March 31, 2008 - $73,000). All transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed between the related parties.

OUTLOOK

For 2009, our primary objective is to complete the rectification and debottlenecking program at LEFA and to ramp up production to an average of 28,000 - 30,000 ounces per month by year end.

The LEFA mine and its expansion potential will continue to be the main contributor to Crew's production in the years to come, particularly as the capacity ramp-up is completed and higher than average grade satellite deposits, such as Firifirini, are brought into production. The regional exploration program is currently focused on consolidation of the existing data for target generation and prioritisation of exploration. Drilling to supplement the ongoing fieldwork will be recommenced once the cash flow permits. Actions by the Guinea government, local employees and trade unions since recent changes in Government are being proactively addressed but may continue to result in short disruptions to continuous operations.

Maco continues to operate at 500tpd. Crew is reviewing strategic alternatives for this investment.

The processing of the remaining Nalunaq ore will continue at Nugget Pond into Q2 2009 and upon completion of this processing, Crew is optimistic that a toll milling operation will commence.

Corporate costs will continue to be reduced.

The Company believes that LEFA has considerable value which can be realized for shareholders. The Company will continue to explore alternatives to ensure that the value is realized.

SHARE CAPITAL

On January 30, 2009, the Company's shareholders approved a share consolidation at a special meeting. The Company has effected the consolidation of its issued and outstanding common shares on the basis of a ratio of eight pre-consolidation shares for every one post-consolidation share. Prior to the consolidation, the Company had 855,380,288 common shares issued and outstanding but as a result of and following the share consolidation, it had 106,922,536 common shares issued and outstanding.

The authorized share capital at May 15, 2009 was an unlimited number of common shares without par value. At May 15, 2009, we had 106,922,536 shares issued and outstanding. An additional 14,994,348 shares may be issued upon the conversion of our convertible bonds.

The Company maintains a Share Option Plan which authorizes our Board of Directors to grant options to directors, officers and employees of Crew or its subsidiaries, to acquire common shares of the Company at a price which is greater than or equal to the fair market value of each common share on the date the option is granted. Options are generally exercisable for up to five years from the date of grant. As at May 15, 2009, there remained 966,667 options available for grant.

At May 15, 2009, there were 2,332,396 share options outstanding at a weighted average exercise price of CDN$11.95 each.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles in Canada requires companies to establish accounting policies and to make estimates that affect both the amount and timing of the recording of assets, liabilities, revenues and expenses. Some of these estimates require judgments about matters that are inherently uncertain.

All of our significant accounting policies and the estimates derived there from are included in Note 3 to the Consolidated Financial Statements for the year ended December 31, 2008. While all of the significant accounting policies are important to our consolidated financial statements, the following accounting policies, and the estimates derived there from, have been identified as being critical:

- Carrying Values of Mining Property, Plant and Equipment and Other Mineral Property Interests;
- Depletion and Depreciation of Mining Property, Plant and Equipment;
- Reclamation and Remediation Obligations; and;
- Income Taxes.

Carrying Values of Mining Property, Plant and Equipment and Other Mineral Property Interests

We review and evaluate our mining properties for impairment when events and changes in circumstances indicate that the related carrying amounts may not be recoverable. Impairment is considered to exist if the total estimated future undiscounted cash flows are less than the carrying amount of the assets. Estimated undiscounted future net cash flows for properties in which a mineral resource has been identified are calculated using estimated future production, commodity prices, operating and capital costs and reclamation and closure costs. Undiscounted future cash flows for exploration stage mineral properties are estimated by reference to the timing of exploration and / or development work, work programs proposed, the exploration results achieved to date and the likely proceeds receivable if we sold specific properties to third parties. If it is determined that the future net cash flows from a property are less than the carrying value, then an impairment loss is recorded with a charge to operations, to the extent the carrying value exceeds discounted estimated future cash flows.

The estimates we use are subject to various risks and uncertainties. It is reasonably possible that changes in estimates could occur which may affect the expected recoverability of our investments in mining projects and other mineral property interests.

Depletion and Depreciation of Property, Plant and Equipment

Mining property, plant and equipment comprise the largest component of our assets and, as such, the amortization of these assets has a significant effect on our financial statements.

Depletion of each mining property is provided on the unit-of-production basis using estimated proven and probable reserves and measured and indicated resources as the depletion basis. The mining plant and equipment and other capital assets are depreciated, over their expected economic lives using either the unit-of-production method or the straight-line method (over two to 10 years), as appropriate.

Capital projects in progress are not depreciated until the capital asset has been put into operation.

The proven and probable reserves and measured and indicated resources are determined based on a professional evaluation using accepted international standards for the assessment of mineral reserves and resources. The assessment involves the study of geological, geophysical and economic data and the reliance on a number of assumptions. The estimates of the reserves and resources may change, based on additional knowledge gained subsequent to the initial assessment. This may include additional data available from continuing exploration, results from the reconciliation of actual mining production data against the original reserve and resources estimates, or the impact of economic factors such as changes in the price of commodities or the cost of components of production. A change in the original estimate of reserves and resources would result in a change in the rate of depletion and depreciation of the related mining assets or could result in impairment resulting in a write-down of the assets.

Reclamation and Remediation Obligations

We have obligations for site restoration and decommissioning related to our mining properties. We use mine closure plans, or other similar studies that outline the requirements planned to be carried out, in order to estimate our future obligations from mine closure activities. Because the obligations are dependent on the laws and regulations of the countries in which the mines operate, the requirements could change resulting from amendments in those laws and regulations relating to environmental protection and other legislation affecting resource companies.

We recognize liabilities for statutory, contractual or legal obligations associated with the retirement of mining property, plant and equipment, when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for an asset retirement obligation is recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement cost is added to the carrying amount of the related asset and the cost is amortized as an expense over the economic life of the asset using either the unit-of- production method or the straight-line method, as appropriate. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability is increased for the passage of time and adjusted for changes to the amount or timing of the underlying cash flows needed to settle the obligation.

As the estimate of obligations is based on future expectations, in the determination of closure provisions, we make a number of assumptions and judgments. The closure provisions are more uncertain the further into the future the mine closure activities are to be carried out. Actual costs incurred in future periods related to the disruption to date could differ materially from the discounted future value we estimated at March 31, 2009 as per the interim consolidated financial statements.

The Government of Guinea through the Minister of Environment is reviewing the requirements for reclamation upon ultimate closure for all of the mines in Guinea. It appears that the set up of a closure fund in Guinea will be required to cover the related existing balance sheet liability for the mines. While this is not required in the LEFA Project governing document, the Convention de Base, it is however, regular practice throughout the industry. Crew is currently negotiating with the Minister of Environment on this issue.

Income Taxes

Future income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values, using the enacted or substantially enacted, as applicable, income tax rates at each balance sheet date. Future income tax assets also result from unused loss carry-forwards and other deductions. The valuation of future income tax assets is reviewed quarterly and adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount.

The determination of our ability to utilize tax loss carry-forwards to offset future income tax payable requires that we exercise judgment and make assumptions about the future performance of the Company. We are required to assess whether the Company is "more likely than not" to benefit from these tax losses. Changes in economic conditions, metal prices and other factors could result in revisions to the estimates of the benefits to be realized or the timing of utilizing the losses.

RISKS AND UNCERTAINTIES

Our company and projects must be considered in light of the risks, expenses and difficulties frequently encountered by companies engaged in mining operations and the acquisition, exploration and development of mineral properties. These risk factors could materially affect our future operating results and cause actual future events to differ materially from those described in forward-looking statements. The key risk factors are outlined below.

Additional Financing

The completion of our projects may require additional external financing. Failure to obtain sufficient financing could result in the delay or indefinite postponement of exploration, development or production on any or all of our projects. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable.

Liquidity Risk

Liquidity risk measures the risk that we may not be able to meet our liabilities as they fall due. At the quarter-end we had no committed credit facilities in place. We may not be able to meet future liabilities without further capital raising activities or relying upon liquidity reserves. There can be no assurance such capital will be available if required, as referenced in Note 1 to the unaudited consolidated financial statements for the quarter ended March 31, 2009.

Currency Risk

Results of our operational and development projects based in Guinea, Greenland, Canada and the Philippines, are reported and measured in US dollars, and are therefore affected by exchange rates between the US dollar and local currencies. All of our revenues are recorded and measured in US dollars. A weaker dollar would cause costs incurred in a currency other than US dollars to increase. We do not, at present, undertake any trading activity in financial instruments; however foreign exchange risk is managed by satisfying foreign denominated expenditures or liabilities with cash flows or assets denominated in the same currency. We fund our foreign currency denominated operations on a short-term basis to minimize the level of foreign currency denominated assets held and therefore, mitigate the risk of exposure against the US dollar.

At March 31, 2009, Crew held cash balances of $12.6 million. Of the cash held, $5.4 million was held in US dollars, $4.9 million was held in Norwegian kroner, $1.8 million was held in Philippine pesos, $0.3 million was held in Canadian dollars, and the balance of $0.2 million comprised British pounds sterling, Danish kroner, South African rand and Australian dollars.

Interest Rate Risk

Monetary assets and liabilities are subject to the risk of movements in interest rates. At March 31, 2009 we had total long-term debt of $58.0 million denominated in Norwegian kroner and $236.2 million denominated in US dollars. These liabilities are held either at fixed interest rates ($196.7 million) or at floating rates ($97.5 million) linked to LIBOR or NIBOR interest rates.

At March 31, 2009, we held a total of $12.6 million of cash on deposit. Of this, $10.4 million was held in the United Kingdom, $1.8 million was held in the Philippines, and the balance of $0.4 million was held in Greenland, France, Norway and Canada.

These deposits are held in the multiple local currency accounts at floating interest rates. Interest rates are commercial rates, which are fixed by reference to LIBOR for sterling and dollar assets, or the applicable inter-bank interest rates for financial assets held in other currencies.

Exploration, Development and Operating Risk

Our activities are primarily directed towards mining operations and the development of our mineral deposits. Our activities also include the exploration for and development of mineral deposits.

Mining operations generally involve a high degree of risk. Our LEFA, Nalunaq and Maco operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold. These include unusual and unexpected geologic formations, rock bursts, cave-ins, adverse weather conditions, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk are and will be taken, operations are subject to risks which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs that we plan will result in a profitable commercial mining operation.

Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; commodity prices which are highly cyclical; cost of fuel; government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection; and country stability. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in an inadequate return on invested capital.

There is no certainty that our expenditures towards the search and evaluation of mineral deposits will result in discoveries of commercial quantities of ore.

Foreign Operations

Our interests in mining operations are based in Guinea, Greenland, Canada and the Philippines, with further exploration and development projects in Guinea and Canada. Accordingly, our activities are exposed to varying degrees of political, economic and other risks and uncertainties.

These risks and uncertainties vary from country to country and include, but are not limited to: terrorist activities, hyperinflation, labour unrest, the risks of war or civil unrest, expropriation, national strikes, martial law and nationalization, renegotiation or nullification of existing concessions, licenses, permits and contracts, illegal mining, changes in taxation policies, restrictions on foreign exchange and repatriation, and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes in mining or investment policies or shifts in political attitude could materially impact our financial results. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests. The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on profitability.

Crew's LEFA operation in Guinea was suspended on April 20, 2009 for 48 hours while a review of the environmental reclamation plan was conducted. The review of all mining operations in Guinea is continuing and Crew is in continuous dialogue with the Government and supportive of the Government's review.

In various ways, recent changes in Government in Guinea impacted the Company's operations in Q1 2009. This has taken the form of operational stoppages and delays in gold shipments as the Government established new controls over gold exports and environmental issues. Gold shipment procedures are being demonstrated in detail to Government officials and are completely transparent to the Government of Guinea. In addition, the issues related to the strategy for reclamation upon ultimate closure and its funding is being fully communicated to, and reviewed with, the Government.

Insurance and Uninsured Risks

Our business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods, snow falls and avalanches. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although we maintain insurance to protect against certain risks in such amounts as we consider reasonable, our insurance will not cover all the potential risks associated with a mining company's operations. We also are unable to maintain insurance to cover some of these risks at economically feasible premiums.

Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to companies in the mining industry on acceptable terms.

We may also become subject to liability for pollution or other hazards which may not be insured against or which we may elect not to insure against because of premium costs or other reasons. Losses from these events may result in significant costs that could have a material adverse effect upon our financial performance and results of operations.

Environmental Risks and Hazards

All phases of our operations are subject to environmental regulation in the various jurisdictions where we operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which may 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 our operations.

Government approvals and permits are currently, and may in the future be, required in connection with our operations. To the extent such approvals are required and not obtained; we may be curtailed or prohibited from continuing mining operations or 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, 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 or in the exploration or development of mineral properties 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. Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on us 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.

Uncertainty in the Estimation of Ore/Mineral Reserves and Mineral Resources

The figures for ore/mineral reserves and mineral resources contained in this document are estimates only and no assurance can be given that the anticipated tonnages and grades will be achieved, that the indicated level of recovery will be realized or that ore/mineral reserves could be mined or processed profitably.

There are numerous uncertainties inherent in estimating ore/mineral reserves and mineral resources, including many factors beyond our control. Such estimation is a subjective process, and the accuracy of any reserve or resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Short-term operating factors relating to the ore/mineral reserves, such as the need for orderly development of the ore bodies or the processing of new or different ore grades, may cause the mining operation to be unprofitable in any particular accounting period. In addition, there can be no assurance that gold recoveries derived from small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

Fluctuation in commodity prices, results of drilling, metallurgical testing and production and the evaluation of mine plans subsequent to the date of any estimate may require revision of such estimate. The volume and grade of reserves mined and processed and recovery rates may not be the same as currently anticipated. Any material reductions in estimates of ore/mineral reserves and mineral resources, or of our ability to extract these ore/mineral reserves, could have a material adverse effect on our results of operations and financial condition.

Additional Ore and Mineral Reserves

Because mines have limited lives based on proven and probable ore/mineral reserves, we must continually replace and expand our ore/mineral reserves as we produce gold. The life-of-mine estimates for our mining operations may not be correct. Our ability to maintain or increase our annual production of gold will be dependent on our ability to bring new mines into production and to expand ore/mineral reserves at our existing mines.

Commodity Prices

The market price of our common shares, financial results and exploration, development and mining activities have previously been, and may in the future be, adversely affected by declines in commodity prices, which are subject to significant fluctuation. The factors giving rise to these fluctuations are generally out of our control, being largely driven by external global economic factors.

In particular, the price of gold has fluctuated significantly in recent years. Declines in the price of gold in the future could render our exploration and mining activities uneconomical until such time as the price recovers. These declines could result in a re-calculation of life-of-mine plans and reserve calculations which could have a material adverse affect on measured financial performance.

Government Regulation

Our mining, processing, development and mineral exploration activities are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although we believe our mining operations and exploration and development activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and mining activities or their application could have a substantial adverse impact on our company.

Acquisition Strategy

Part of our business strategy is to seek new mining and development opportunities with a particular focus on gold. We could, however, fail to select appropriate acquisition targets, fail to negotiate favourable acquisition or financing terms, or could complete acquisitions or business arrangements which do not ultimately benefit our ongoing business. We also face strong competition from other mining and exploration companies in connection with the acquisition of properties producing, or capable of producing, precious metals, and many of these competing companies have greater resources than Crew.

Risks Relating to Acquisitions

There can be no assurance that the benefits anticipated from the Corporation's acquisition of Guinor Gold Corporation and interest in Apex Mining Company, Inc. will be realized by the Corporation.

The carbon-in-pulp gold processing plant (the "CIP Plant") at LEFA may not achieve the production capacity or production cost per ounce expected by Crew. Similarly, construction of any additional phases of the processing plant at Maco may not be completed at all, or may never become fully commissioned. Such failures could have a material adverse affect on the Corporation's future production, profitability, financial performance and results of operations.

Market Price of Stock

Our common shares are listed on the Toronto Stock Exchange and the Oslo Børs.

Securities of mining and exploration companies have experienced substantial volatility in the past, particularly in recent months, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include global macroeconomic developments and market perceptions of the attractiveness of particular industries. Our share price is also likely to be significantly affected by short-term changes in gold prices or in our financial condition or results of operations as reflected in our quarterly financial statements.

As a result of any of these factors, the market price of our common shares at any given point in time may not accurately reflect our long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. Crew may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Sales of a large number of our common shares in the public markets, or the potential for such sales, could decrease the trading price of our shares, and could impair our ability to raise capital through future share issues.

Dependence on Key Personnel

Our success is dependent on senior management. The experience of these individuals will be a factor contributing to our continued success and growth. The loss of one or more of these individuals could have a material adverse effect on our business prospects.

Financial Instruments

The Company currently holds no financial instruments. In the previous periods, the Company had a repurchase obligation in respect of Intex Resources ASA shares and certain other marketable securities. These instruments were all recorded at fair values on the Company's balance sheet with unrealized gains and losses in each period included in other comprehensive income or net profit as appropriate. The repurchase obligation was closed out on February 20, 2008, resulting in the realisation of a loss in Q1 2008 of $0.5 million.

COMPREHENSIVE INCOME

There were no components of other comprehensive income during the quarter ended March 31, 2009.

MANAGEMENT'S REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

The Company's Interim Chief Executive Officer and Chief Financial Officer has concluded that internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian GAAP are appropriately designed and are operating effectively.

There have been no changes in the Company's internal controls over financial reporting during the quarter ended March 31, 2009, that have materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five-year transitional period. In February 2008, the AcSB announced that 2011 is the transition date for publicly listed companies to use IFRS, replacing Canadian GAAP. The effective date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company's transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

SAFE HARBOUR STATEMENT

Certain statements contained herein that are not statements of historical fact, may constitute "forward-looking statements" and are made pursuant to applicable and relevant national legislation (including the Safe-Harbour provisions of the United States Private Securities Litigation Reform Act of 1995) in countries where Crew is conducting business and/or investor relations. Forward-looking statements, include, but are not limited to those with respect to (1) the price of gold, (2) the estimation of mineral reserves and resources, (3) the realization of mineral reserves estimates, (4) the timing and amount of estimated future success of exploration activities, (5) the timing and amount of production estimates, (6) targeted production cash costs and forecasted cash reserves, (7) Crew's hedging practices, (8) currency fluctuations, (9) requirements for additional capital, (10) government regulation of mining operations, (11) environmental risk, (12) title disputes or claims limitations on insurance coverage, (13) the timing and possible outcome of pending litigation, (14) expected cost reductions, (15) the expected future capacity and success of the LEFA mine and its expansion potential, and (16) relations with the Government of Guinea. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "does not expect", "is expected", "targets", "budget", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or equivalents or variation, including negative variation, of such words and phrases, or state that certain actions, events or results, "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual results of the Company to be materially different from the historical results or from any future results expressed or implied by such forward-looking statements. Such risks and uncertainties include, among others, (1) the actual results of current exploration activities, (2) conclusions of economic evaluations, (3) changes in project parameters as plans continue to be refined, (4) possible variations in grade and ore densities or recovery rates, (5) failure of plant, equipment or processes to operate as anticipated, (6) accidents, labour disputes and other risks of the mining industry, (7) delays in obtaining government approvals or financing or in completion of development or construction activities, and (8) risks and uncertainties existing in world capital markets generally. Although Crew has attempted to identify important factors that could cause actual events or results to differ from those described in forward-looking statements contained herein, there can be no assurance that the forward-looking statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements.

The material factors and assumptions used to develop forward-looking statements which may be incorrect, include, but are not limited to, (1) there being no significant disruptions affecting operations, whether due to labour disruptions, supply disruptions, damage to equipment or otherwise, (2) continued development, operation and production at LEFA and Maco consistent with our current expectations, (3) foreign exchange rates among the currencies the Crew does business in being approximately consistent with current levels, (4) certain price assumptions for gold, (5) prices for electricity, fuel oil and other key supplies remaining consistent with current levels, (6) production forecasts meeting expectations, (7) the accuracy of our current mineral reserve and mineral resource estimates, and (8) materials and labour costs increasing on a basis consistent with Crew's expectations.

Except as may be required by applicable law or stock exchange regulation, the Company undertakes no obligation to update publicly or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events. Accordingly, readers should not place undue reliance on forward-looking statements.

Cautionary Note to US investors — The United States Securities and Exchange Commission permits US mining companies, in their filings with the SEC, to disclose only those mineral deposits that a company can economically and legally extract or produce. We use certain terms in this document, such as "measured", "indicated", and "inferred" "resources", which the SEC guidelines strictly prohibit US registered companies from including in their filings with the SEC. US Investors are urged to consider closely the disclosure from the SEC's website at http://www.sec.gov/edgar.shtml.

NON-GAAP MEASURES

"EBITDA" is a non-GAAP measure of performance that describes earnings before interest, taxes, depletion and depreciation, stock compensation charges, fair value losses or gains on forward obligations and non-cash foreign exchange movements.

"Cash cost" is a non-GAAP measure calculated in accordance with the Gold Institute Production Cost Standard and includes site costs for all mining (excluding deferred stripping costs), processing and administration, royalties and production taxes, but exclusive of depletion, depreciation, reclamation, financing costs, capital costs, and exploration costs. Cash cost is presented as we believe it represents an industry standard of comparison.

"Cash cost per ounce" is a non-GAAP measure derived from the cash cost of ounces produced as a measure of total ounces produced.

"Sales price per ounce" is a non-GAAP measure derived by dividing the total cash amounts received on gold sales by the number of ounces sold in the period.

EBITDA, cash cost per ounce and sales price per ounce are not terms defined under Canadian generally accepted accounting principles, nor do they have a standard, agreed upon meaning. As such, EBITDA, cash cost per ounce and sales price per ounce may not be directly comparable to EBITDA, cash cost per ounce and sales price per ounce reported by other similar issuers.