

**GLASS EARTH GOLD LIMITED**  
**For the three months ended March 31, 2008**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

*(All amounts stated in Canadian dollars, unless otherwise indicated)*

*This interim report including the consolidated interim financial statements and this Management's Discussion and Analysis, contains certain "Forward-Looking Statements" that are prospective and reflect management's expectations regarding Glass Earth Gold Limited's ("**Glass Earth**") future growth, results of operations, performance and business prospects and opportunities. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. All statements, other than statements of historical fact, included herein, including without limitation, statements regarding potential mineralization and reserves, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, exploration results and future plans and objectives of Glass Earth are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from Glass Earth's expectations are disclosed in its documents filed from time to time with the TSX Venture Exchange and other regulatory authorities and include, but are not limited to, failure to establish estimated resources and reserves, the grade and recovery of ore to be mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failure to obtain required governmental, environmental or other project approvals, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects and other factors.*

*Potential shareholders and prospective investors should be aware that these statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. Glass Earth undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.*

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## **INTRODUCTION**

This discussion and analysis of the operating results and financial condition of Glass Earth Gold Limited (“**Glass Earth**”, or the “**Company**”) for the three months ended March 31, 2008 as prepared on May 27, 2008, should be read in conjunction with the unaudited consolidated financial statements and related notes for the same period, as well as the audited financial statements and related notes for the year ended December 31, 2007 and is intended to provide the reader with a review of the factors that affected the Company’s performance during the three months ended March 31, 2008 and the factors reasonably expected to impact future operations and results.

The unaudited consolidated financial statements and related notes of Glass Earth have been prepared in accordance with accounting principles generally accepted in Canada (“**Canadian**

**GAAP**") and are expressed in Canadian dollars. All amounts in this report are in Canadian dollars, except where otherwise indicated.

### **Qualified Person**

The Glass Earth exploration programs are carried out under the supervision of Glass Earth's President and Chief Executive Officer, Mr. Simon Henderson, M.Sc, M.AUSIMM. Mr. Henderson meets the qualified person requirements (as defined by National Instrument 43-101) with more than 30 years of experience in the gold mining and exploration industry and is responsible for the geoscientific and technical disclosure contained in this document.

### **CORPORATE HISTORY AND NATURE OF THE BUSINESS**

Glass Earth was incorporated under the *Business Corporations Act* (British Columbia) on March 23, 1989, under the name "362293 B.C. Ltd.". On August 30, 1989, the Company changed its name to BC Report Magazine Ltd., and on March 30, 2005 to Glass Earth Limited concurrently with the completion of a Reverse Takeover ("**RTO**") of the Company by Glass Earth (New Zealand) Limited ("**GENZL**"). In December 2007, the Company changed its name to Glass Earth Gold Limited, the name change clearly incorporating the primary objective of the Company, which is to locate gold, while continuing with the concept of the Company using advanced geophysical techniques to "see through" the earth's crust.

The Company's common shares were re-listed on the TSX Venture Exchange in early April 2005 under the symbol "**GEL**". The Company is classified as a mining exploration / development company by the TSX Venture Exchange. Glass Earth was registered in New Zealand as an overseas company under Part 18 of the Companies Act on June 7, 2006 and obtained a secondary listing of its common shares as an Overseas Listed Issuer on the New Zealand Exchange's Alternative Exchange ("**NZAX**") on October 13, 2006.

On March 31, 2006, the Company completed the acquisition of all the outstanding common shares of HPD New Zealand Limited ("**HPD**"), in exchange for issuing 12,665,000 common shares of the Company and 6,332,500 share purchase warrants. HPD had a total of 22 Exploration and Prospecting Permits covering over 4,724 square kilometres over both the North and South Islands of New Zealand (being epithermal and mesothermal gold targets in each respective island).

The principal activity of Glass Earth is exploration for gold and silver in New Zealand. As at December 31, 2007, Glass Earth held one of the largest portfolio of gold and silver focused prospecting and exploration permits in New Zealand (over 27,200 square kilometres), including the following key territorial assets:

***Hauraki Region***

With advanced gold prospects, this region occupies a significant ground position around the Waihi / Martha Mine; Newmont has commenced earning into the Glass Earth permits via two Joint Ventures: the Waihi West permit, immediately adjacent to the Waihi / Martha Mine; and the surrounding Hauraki Region permits.

***Mamaku Region***

With recently-defined gold targets, this region includes the Muirs Reef prospect, which historically has produced more than 43,000 ounces of gold;

***Central Volcanic Region***

Glass Earth has defined a plethora of epithermal gold targets in this region, including advanced prospects.

In the **South Island**, exploration efforts are focused on the Otago Region for mesothermal and alluvial gold targets.

***Otago Region***

A major data collection/geophysical survey over this region covering over 13,000 square kilometers, commenced in January 2007 and was completed in August 2007. A total of over 52,000 line kilometers was flown. This is the largest airborne geophysical survey ever conducted in New Zealand. Contemporary airborne geophysical technology had not previously been applied over the Otago Region. The survey is being followed by a targeting process to identify priority areas of gold potential for detailed on-ground evaluation (which commenced in November 2007).

**BOARD OF DIRECTORS AND MANAGEMENT**

At the November 2006 Annual Meeting of shareholders of the Company, shareholders approved the appointment of the following two individuals, nominated by St Andrew Goldfields Limited, as non-executive directors of Glass Earth:

*Stephen Burns, B.A., C.A. and M.B.A.*

Mr. Burns is a director and Chairman of the Audit Committee of St Andrew Goldfields.

*Paul C. Jones*

Mr. Jones is an Executive Vice President of St Andrew Goldfields Ltd. with 45 years in the mining industry.

Current directors also include Messrs Henderson (President and CEO), Liddle (CFO), Dow (Chairman), Laing and Billingsley.

## **CAPITAL TRANSACTIONS AND SIGNIFICANT EVENTS**

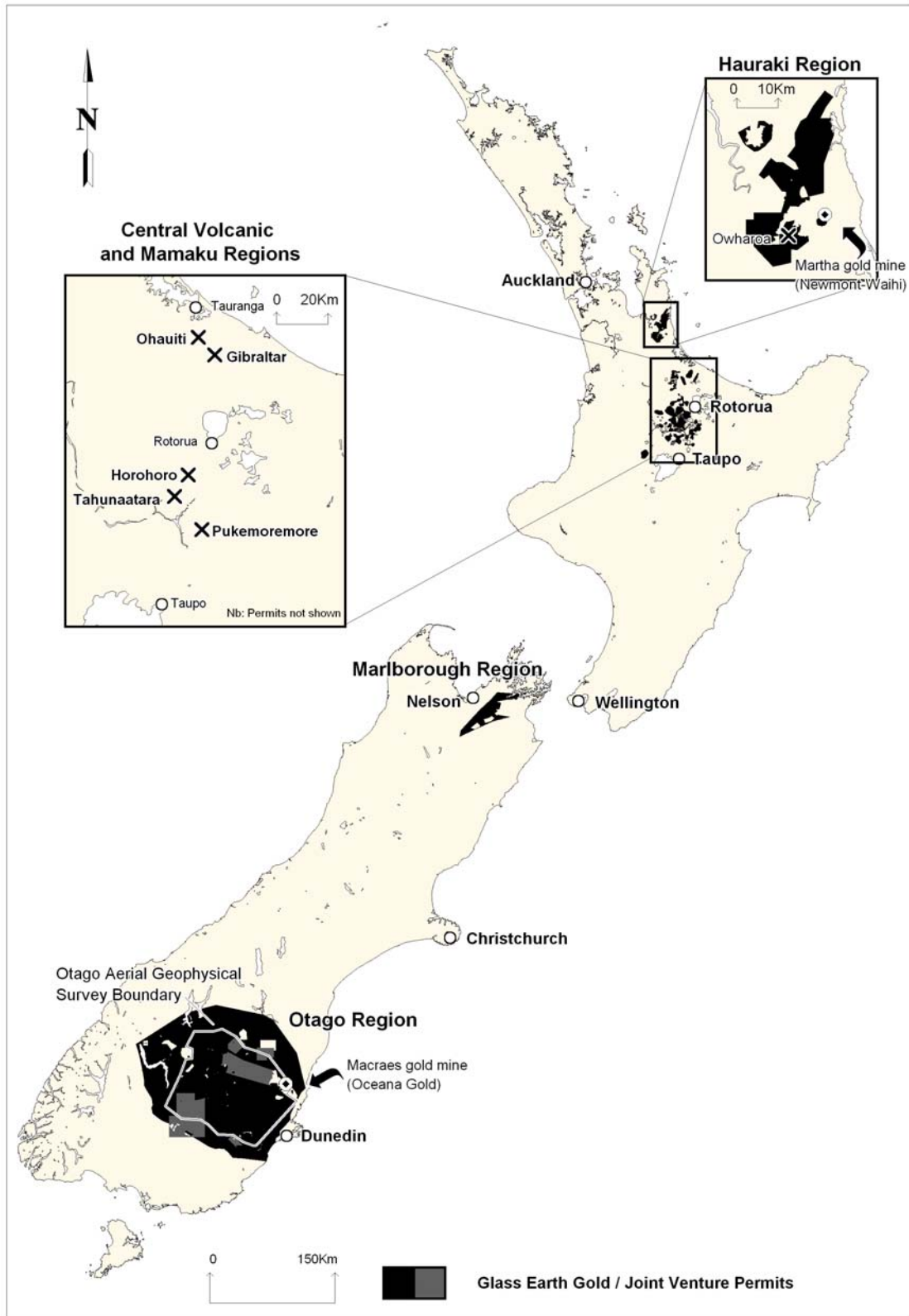
### **Capital Transactions**

On December 4, 2007, the Company issued the first tranche of 22,140,000 units (the "**Units**") at a price of C\$0.20 per Unit, for gross proceeds of C\$4,428,000. Each Unit consists of one common share priced at C\$0.20 and one-half of one share purchase warrant; each whole warrant entitling the holder to purchase one additional common share at a price of C\$0.30 expiring two years from the closing date. A second and final tranche of 2,860,000 Units for gross proceeds of C\$572,000 was issued in January 2008, thereby completing the private placement totalling C\$5m.

### **Otago Region Joint Venture**

On December 7, 2007, GENZL entered into an agreement with New Zealand Minerals Limited, whereby New Zealand Minerals will contribute its Prospecting Permit 39-320 (1,793 km<sup>2</sup>) and up to NZ\$437,500 (C\$328,000) towards the Otago Region Airborne Geophysical Survey costs in return for a 10% equity in Glass Earth's combined Otago Region tenement portfolio covering over 23,000 square kilometers.

## GLASS EARTH EXPLORATION REGIONS



## **EXPLORATION SUMMARY & UPDATE** (updates in *italics*)

Glass Earth has established a large portfolio of gold prospecting and exploration permits in New Zealand, including:

- Advanced gold prospects in the **Hauraki-Waihi** area;
- Advanced and greenfields gold prospects at **Mamaku**, between Rotorua and Tauranga;
- Greenfield gold prospects in the **Central Volcanic** Region, between Rotorua and Taupo; and
- Advanced and greenfields gold prospects in the **Otago** mesothermal gold fields, including a 17,980 square kilometer prospecting permit area which it believes is prospective for Macraes style gold mineralization. Additional joint ventures and other arrangements have increased the exploration area in the Otago region to over 23,000 square kilometers.

Glass Earth has built this portfolio using a “new generation” approach focused on identifying specific deposit criteria for “world class ore-bodies”. This approach uses international leading edge technology via Glass Earth’s alliance with Geoinformatics Exploration Inc. (“**Geoinformatics**”), a Canadian listed technology orientated exploration group, whose process provides a structured and disciplined approach to scientific data capture, validation, compilation, integration, modeling and target generation for gold and other mineral deposits. Geoinformatics is entitled to a two percent Net Smelter Royalty on gold produced from targets initially identified in the Hauraki, Mamaku and Central Volcanic Regions (the Stage 2 Target Bank), that Glass Earth owns or acquires.

The Company’s exploration activities are carried out solely in New Zealand by its wholly owned subsidiary, GENZL. GENZL has carried out prospecting and exploration for gold and silver in the Hauraki / Central Volcanic Region since its incorporation in September 2002. From incorporation to May 2004, GENZL sourced legacy data and created a multidimensional single database using the Geoinformatics’ Intervention Process. As a result of this advanced method of analysis, on GENZL’s permit areas only, an initial total of 29 gold exploration targets were identified.

As a follow-up to this analysis, from March to July 2005, 44,000 line kilometers of airborne (magnetic and gravity) geophysical surveys were carried out, better defining existing targets and identifying additional targets. In December 2005, GENZL was granted six Exploration Permits over 21 of the more advanced targets identified. Exploration Permits allow for higher impact work programs and are granted for a duration of five years, with a right of renewal of a further five years for up to one half of the area covered by the original Exploration Permit. The Exploration Permits granted contain certain work obligations in relation to each of the individual areas covered by the permits. The work programs are minimum obligations in order to retain individual permits in good standing. The Company expects to progress exploration activities more rapidly than the minimum obligations depending on available financing. The original main

Prospecting Permit 39-241 expired on 21 October 2007 and all remaining targets of interest have been protected by Exploration Permit applications.

In the South Island, subsequent to the acquisition of HPD in March 2006, the Company applied for and was granted PP 39 322 over almost 18,000 km<sup>2</sup> of the Otago Region enveloping most of HPD's existing permits. A large airborne geophysics campaign was conducted in 2007 with analysis and interpretation of that data underway as augmented by on-the-ground follow-up prospecting.

### **Hauraki Region** (updates in *italics*)

Following the successful compilation of legacy data and the airborne survey campaigns in 2005, numerous targets were identified and prioritized for more in-depth exploration, some of which were not included in Glass Earth's permit holdings at the time. Glass Earth moved strategically to acquire these target areas. The acquisition of HPD added 15 of these targets to Glass Earth's permit holdings, including several advanced epithermal gold targets in the Hauraki region.

Pursuant to a February 2007 Joint Venture agreement, Newmont has undertaken Hoist Electro Magnetic airborne surveying over the highest ranked targets in this region and has followed up with surface geochemistry and resistivity surveys. As at 31 March 2008, Newmont has expended approximately 15% of the funds required for it to earn initial 65% equities in the permits comprising this region.

*Newmont commenced 4 diamond drill holes on **Owharoa** (nearing completion in late May). No results were encountered in the first 2 holes with the 3<sup>rd</sup> hole returning 12.1m at 0.46 g/t Au. Further to the south rock chip sampling of shallow workings has been undertaken. At **Wentworth**, exploration has focused on geological mapping and sampling. Three main areas have been systematically mapped and sampled to delineate potential drill hole locations. At the historic **Komata** deposit, exploration has been aimed at untested potential in the converging southerly strike extents of the vein system. Drilling will commence here upon the conclusion of the Owharoa drilling.*

Separately, at **Waihi West** (adjacent to the Martha gold/silver mine owned by Newmont, pursuant to an April 2006 Joint Venture agreement, Newmont has undertaken preparatory exploration and drilled 4 holes into this permit area, with modest results. As at 31 March 2008, Newmont has expended approximately 54% of the funds required for it to earn an initial 60% equity in this permit. Further exploration is planned for 2008.

### **Mamaku Region** (updates in *italics*)

Glass Earth considers that it has identified, through its geophysical surveys, the extension of the Coromandel Volcanic Arc deep into the Mamaku-Muir's Region. The Coromandel Volcanic Arc hosts the currently producing Martha gold mine and the Hauraki Goldfield. This newly-identified extension is on 100% Glass Earth owned permits. Within the Mamaku Region, Glass Earth has



identified 17 new geophysical targets which are being followed up with reconnaissance mapping, geochemical sampling and on-ground geophysical prospecting. This known epithermal system is covered with up to 150 metres of volcanic ash.

Glass Earth has focused prospecting efforts on 14 targets, whilst negotiating for land access to the Muirs Reef area. A concerted regional mapping and geochemical sampling program has been undertaken, collecting stream sediment and rock chip samples. Anomalous gold values and/or significant hydrothermal alteration are confirmed at 5 targets.

Prospecting has advanced 8 of the 14 targets to the exploration stage with three (Ohauti, Ottawa and Gibraltar) climbing the ranking table significantly. Large scale E-SCAN® 3D resistivity surveys have been conducted at Ottawa and Gibraltar in 2007, *with follow up surface mapping and rock chip sampling*. Scout drilling is planned in 2008.

### **Central Volcanic Region** (updates in *italics*)

Since January 2006, Glass Earth has been engaged in a two-pronged approach to making a significant discovery in the CVR, progressing work on both advanced targets and regional reconnaissance targets.

#### *Advanced targets*

Detailed geological mapping, soil geochemical surveying and gridded resistivity (CSAMT and E-SCAN®) surveying have been campaigned over the top 21 targets in the past 24 months. Scout drilling (diamond drilling) commenced in May 2006 and has been undertaken as follows: Progressively, Tahunaatara (4 drill holes), Humphrey's Rd (2 drill holes), Thompson's (1 drill hole), Pukemoremore (1 drill hole) and Ohakuri (2 drill holes) have been drill-tested in an expanding drilling programme.

In August 2007, GENZL entered into a joint venture with GCO Minerals Company ("GCO") over GCO's permit areas in the CVR whereby GENZL could earn 70% ownership in the permits. The permits contain several higher ranked targets including Ohakuri. Glass Earth has earned the 70% ownership.

Drilling results have indicated the presence of epithermal gold systems with extensive alteration zones being intersected.

*Large scale E-SCAN® 3D resistivity surveys have been completed over Pukemoremore (February 2008) and Horohoro (March 2008) with processing and interpretation to follow. Together with interpretation of the E-SCAN® surveys at Tahunaatara and Ohakuri, this will allow a ranking and prioritization of drill targets as amongst this group and across all drill targets.*

#### *Regional Reconnaissance Targets*

Over 50 other initial, lower ranked targets lay within Glass Earth's original PP 39 241 area in the CVR. These have now all been examined via surface mapping, reconnaissance geochemical sampling, rock chipping, petrology and data interrogation. Upon expiry of PP 39 241 in October 2007, Glass Earth applied for permits over targets suitable for further exploration but

relinquished the balance of the targets. Costs associated with the relinquished targets have been written off in 2007.

**Otago Region** (updates in *italics*)

The legacy data collection / geophysical intervention, over the Otago Region occupied all of 2007. It is planned to obtain a detailed geological understanding of the area allowing targeting of new areas with the potential for hard rock and/or alluvial gold.

The airborne geophysical survey commenced in January and was completed in August. The geophysical survey (fixed gross cost C\$3.2m/NZ\$4m, as reduced by a contribution from the Otago Regional Council of NZ\$1m (C\$0.75m), involved remote data collection exceeding 52,000 line kilometers flown. The survey used the helicopter-borne "RESOLVE™," EM system combined with a magnetic gradiometer. This system targets the top 100 metres of the earth's crust (the zone of interest for Glass Earth) and employed two helicopters each towing a 9 metre Resolve™ drone.

The completion of the geophysical survey process marked the commencement in September 2007 of the interpretation and targeting, which was followed by scouting on-ground evaluation pre and post Christmas (the New Zealand summer period). Three separate teams have been accelerating exploration in the Otago region, examining coincident geophysical anomalies in different gold permissive terranes, prioritised by anomalous gold/tungsten occurrences noted either in legacy geochemical data records or geochemical data sets acquired from Newmont.

Bulk Leach Extractable Gold ("BLEG") sampling and associated mapping of the Rock and Pillar Range and Rough Ridge areas have encouraged more intensive campaigns in those areas. At Serpentine, 2,250 soil samples were collected over an area of coincident gold/tungsten anomalies, strong magnetic lineations, high gold rock chip results over 3km<sup>2</sup> (1.0g/t to to 15g/t) and historic hard rock mining. As part of the soil sampling program geological mapping and the collection of pan concentrates to enable a gold morphology study have been completed. The results of this work were compiled during February to determine what further work is required.

*A team of up to 20 geotechnical staff have been on the ground since November 2007, commencing initial reconnaissance on 6 differing geological/mineralogical districts. Geochemical sampling, geological mapping, petrology and on ground interpretation of the airborne geophysical data was undertaken. Results from the numerous soil and rock chip sample assays are starting to come through, with interpretation of the significance of some high value results underway. Drilling is planned as soon as is possible, dependent only on land access and weather.*

## FINANCIAL COMMENTARY

At March 31, 2008, the Company had net working capital of \$4,820,000 (2007: \$5,069,000), including cash and equivalents of \$4,972,000 (2007: \$5,386,000).

### Exploration Expenditures

Mineral exploration costs, which form the bulk of the Company's expenditures, were \$923,000 for the quarter. The expenditure for the same period in 2007 (\$1,637,000) was significantly higher due to the commencement of the Otago Region airborne geophysical survey in January 2007. On-the-ground follow-up exploration in Otago formed the bulk of exploration expenditures. Newmont is funding exploration expenditures in the Hauraki Region under the farm-out arrangements advised previously. Other exploration costs were incurred principally in the Mamaku Region and the Central Volcanic Region (2 E-Scans and regional prospecting).

Exploration expenditures have accumulated as set out in the Table below:

(In thousands of Canadian dollars.)

	<b>December 31, 2007</b>	<b>March 31, 2008</b>
Opening balance	10,021	10,641
Airborne surveys	227	-
Geological consulting, mapping and modeling	505	515
License rentals	(39)	134
Resistivity surveys	382	272
Drilling	164	2
Write off of Mineral Properties	(619)	-
<b>Closing balance</b>	<b>10,641</b>	<b>11,564</b>

Accumulated exploration expenditure by region is shown in the following table:

(In thousands of Canadian dollars.)

Project	Opening Balance	Expenditure to March 31, 2008	Closing Balance
Hauraki Region	1,691	-	<b>1,691</b>
Waihi West Joint Venture	103	-	<b>103</b>
Mamaku Region	924	43	<b>967</b>
Central Volcanic Region	4,893	370	<b>5,263</b>
Otago Region	3,030	510	<b>3,540</b>
	<b>10,641</b>	<b>923</b>	<b>11,564</b>

Narrative descriptions of exploration activities for this period are set out in the previous sections.

### Significant Expenses of a Corporate Nature

The net loss for the three months ended March 31, 2008 was \$227,000 (2007: \$344,000).

Significant expense categories are discussed as per below:

<b>Expenditure</b>	<b>3 months ended March 31, 2008</b>	<b>3 months ended March 31, 2007</b>	<b>Notes</b>
Stock based compensation	-	158	<b>1</b>
General and administration	123	85	<b>2</b>
Professional fees	16	29	<b>3</b>
Net salaries (after exploration charges)	55	63	<b>4</b>
Consulting fees	16	16	
Travel and accommodation	17	33	
All others	25	37	
<b>Total</b>	<b>252</b>	<b>421</b>	

### Notes

1. No options were granted in the current period. In March 2007, 1,500,000 stock options were granted to directors, consultants and employees of the Company.
2. General and Administration costs are made up of accounting services (\$30,000), Canadian representation and office costs (\$40,000), insurance (\$18,000) and New Zealand office costs (\$35,000). In 2007 the insurance costs and some New Zealand office costs were incurred in the second quarter.
3. Professional fees are the legal fees incurred during the quarter in relation to documenting the various joint ventures and land access arrangements
4. Net salaries after exploration recharges are principally composed of the costs of the full time Chief Financial Officer most of the costs of the Data/IT manager, the Communications manager and 50% of the VP Exploration and Chief Operating Officer's salary (to reflect the split between exploration activities and the other corporate based work that he undertakes)

The Company has undertaken a prudent restructuring of its permanent staff in New Zealand, and reduced staff from 18 to 13. Coinciding with this, several staff have been reallocated to the Otago office in line with an increased focus on exploration in that region. Staff are located at the

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head office in Wellington, administration office in Auckland and exploration offices in Dunedin (Otago Region) and Rotorua (Central Volcanic Region).

### Financial Statistics

As a result of the reverse take-over of the Company by GENZL on March 30, 2005, the consolidated financial statements for the periods ended December 31, 2007 and December 31, 2006, reflect the assets, liabilities and results of operations of GENZL, the legal subsidiary, prior to the reverse takeover and the consolidated assets, liabilities and results of operations of the Company and GENZL subsequent to the reverse takeover. The consolidated financial statements are issued under the name of the legal parent (the Company), but are deemed to be a continuation of the legal subsidiary (GENZL). Scheduled below are the quarterly and annual results for GENZL alone for the first three quarters of fiscal year 2005 and consolidated with the Company for the last quarter of 2005 and for fiscal 2006 onwards. In 2006 the Company changed its financial year end from May 31 to December 31. The change has been implemented by having a transition period of 7 months with the last day of the transition period being December 31, 2006.

(In thousands of Canadian dollars, except per share amounts.)

Fiscal Period	Revenue	Net Loss	Earnings / (Loss) per Share (cents)		Total Assets	Total LT Liab	Dividends
			Basic	Diluted			
2008 – Q1	-	227	(0.15)	(0.15)	17,228	-	-
<b>Fiscal 2008</b>	-	<b>227</b>	<b>(0.15)</b>	<b>(0.15)</b>	N/A	-	-
2007 – Q4	-	1,965	(1.50)	(1.50)	17,750	-	-
2007 – Q3	59	136	(0.10)	(0.10)	13,458	-	-
2007 – Q2	-	241	(0.19)	(0.19)	13,773	-	-
2007 – Q1	-	344	(0.26)	(0.26)	13,952	-	-
<b>Fiscal 2007</b>	<b>59</b>	<b>2,686</b>	<b>(2.05)</b>	<b>(2.05)</b>	N/A	-	-
Dec 06	-	258	(0.20)	(0.20)	14,106	-	-
Sep06-Nov06	-	130	(0.16)	(0.16)	13,758	-	-
Jun06–Aug06	-	499	(0.72)	(0.72)	6,841	-	-
<b>Dec 31, 2006</b>	-	<b>887</b>	<b>(0.99)</b>	<b>(0.99)</b>	N/A	N/A	-
2006 – Q4	-	503	(0.80)	(0.80)	6,656	-	-
2006 – Q3	-	569	(0.94)	(0.94)	3,069	-	-
2006 – Q2	-	174	(0.30)	(0.30)	2,722	-	-
2006 – Q1	-	61	(0.11)	(0.11)	3,105	-	-
<b>May 31, 2006</b>	-	<b>1,307</b>	<b>(2.12)</b>	<b>(2.12)</b>	N/A	N/A	-
2005 – Q4	-	402	(0.65)	(0.65)	3,127	-	-

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2005 – Q3	-	50	(0.14)	(0.14)	1,120	-	-
2005 – Q2	-	90	(0.25)	(0.25)	761	-	-
2005 – Q1	-	49	(0.14)	(0.14)	759	-	-
<b>May 31, 2005</b>	-	<b>591</b>	<b>(0.96)</b>	<b>(0.96)</b>	N/A	N/A	-

The following table summarizes the Company's cash flows and cash on hand:

(In thousands of Canadian dollars.)	<b>3-months March 31, 2008</b>		12-months December 31, 2007
Cash	<b>4,972</b>		6,096
Working capital	<b>4,820</b>		5,434
Cash used by operating activities	<b>(107)</b>		(568)
Cash used by investing activities	<b>(1,597)</b>		(5,065)
Cash provided by financing activities	<b>572</b>		4,404

For the quarter ended March 31, 2008, \$572,000 was raised through the issue of 2,860,000 units at 20 cents per unit, each unit consisting of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of 30 cents per share for a period of two years following the date of issue of the units.

### Liquidity

The Company has a history of successive capital raisings (as is usual for an exploration company). In March 2005 the Company listed on the Toronto Stock Exchange after raising \$2.8m; in early 2006 successive private placements raised \$2.5m and in late 2006 the Company listed on the New Zealand Stock Exchange after raising \$7.1m; in late 2007 and early 2008 further placements raised \$5.0m. The Company expects that further placements will be required in late 2008/early 2009.

The Company's core activity is gold exploration in the New Zealand, as supported by necessary administrative expenditures. The Company has 4 main project areas in New Zealand, being;

- Hauraki Region;
- Mamaku- Muirs Region;
- Central Volcanic Region; and
- Otago Region.

The **Hauraki Region** is subject to joint venture with Newmont Mining Corporation, whereby Newmont may earn up to a 75% equity in return for incurring exploration expenditures equivalent to the next 4 years of permit work obligations. Therefore, only limited Company monitoring expenditure is currently planned on this region.

The **Mamaku- Muirs** and **Central Volcanic Regions** are serviced by the Company's Rotorua office. Exploration expenditures, including staffing, permit rental, resistivity surveys and drilling totaling approximately \$130,000 per month are budgeted for fiscal 2008.

The **Otago Region** activity will centre on the integration of processing and interpreting of the data obtained from the airborne geophysics survey with ground based prospecting, exploration and drilling. Exploration expenditures, including resistivity surveys and drilling totaling approximately \$180,000 per month are budgeted for fiscal 2008.

The Company's General and Administrative expenditures are expected to be approximately \$900,000 for fiscal 2008. The Company's cash of \$4.9m as at 31 March 2008 is considered sufficient to carry the Company through into the second quarter 2009.

### **Related Party Transactions**

Related party transactions are in the normal course of business and are measured at the exchange amount, which is the fair value as agreed between management and the related parties.

- a) Mr. S. Henderson (a director and former shareholder of GENZL) became an employee of GENZL on April 1, 2005. He received \$44,017 for the current period (2007: \$39,696).
- b) Mr. P. Liddle (a director and former shareholder of GENZL) became an employee of GENZL on May 15, 2006. He received \$36,014 for the current period (2007: \$31,012).
- c) During the current period management fees of \$15,000 were paid to a company owned by the Hughnie Laing Trust, whose sole beneficiary is the wife of Mr. G Laing (2007: \$15,000).
- d) During the current period, \$20,395 was paid or accrued to St George Minerals Ltd, (a company of which Mr. G Laing is a director) for the provision of office and related facilities in Toronto (2007: \$15,383). For the year ended May 31 2006, \$9,000 was advanced to St George Minerals, and remains outstanding at the period end.
- e) During the current period, \$3,000 was paid to non-executive director Mr. R Billingsley for additional duties of a technical nature (2007: \$3,000).
- f) At March 31, 2008, a net balance of \$5,386 was owing by the Company's parent company, St Andrew Goldfields Limited, for expenses incurred by the Company on its behalf (2007: \$3,755 owing by the Company).

### **Other Matters**

#### *Use of Financial Instruments*

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In the period ended March 31, 2008, Glass Earth did not enter into any specialized financial agreements to minimize its investment risk, currency risk or commodity risk. The principal financial instruments affecting the Company's financial condition and results of operations are currently its cash, amounts receivable and prepayments, and accounts payable and accrued liabilities. Foreign currency exposure is minimized by retaining the majority of cash (approximately 90%) in Canadian dollar denominated instruments. Funds expected to be expended in New Zealand dollars in the short-term are held in New Zealand dollar denominated investments (approximately 10%).

*Contractual Obligations and Commitments*

- a) GENZL had no expenditure commitments as at March 31, 2008.
  - b) GENZL has granted a 2% production royalty to Geoinformatics Exploration Ireland Ltd in respect of any production achieved from the Company's interests on targets identified and placed in the Target Bank, as a result of the Intervention Project over the Hauraki/Mamaku/CVR areas.
- a) Under the terms of non-cancelable operating leases, the Company is committed to rental payments as follows :

	\$
2008	36,967
2009	5,407
	<u>42,374</u>

*Off-Balance Sheet Arrangements and Contingent Liabilities*

Glass Earth has no off-balance sheet arrangements or contingent liabilities, not already discussed above.

**Critical Accounting Policies and Estimates**

Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenues earned and expenses incurred during the period. These estimates are based on historical experience and other assumptions that are believed to be reasonable under the circumstances.

The Company's significant accounting policies are those that affect its consolidated financial statements, and are summarized in Note 4 of the audited consolidated financial statements for the year ended December 31, 2007. Critical accounting policies and estimates in the year included capitalization of the costs relating to the acquisition, exploration and development of non-



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producing resource properties and the recognition of impairment of those assets, the allocation of proceeds on the purchase or sale of assets, the valuation of stock based compensation, warrants and tax accounts, and contingent liabilities.

Actual results could differ from these estimates.

*Mineral Properties*

The decision to capitalize exploration expenditures, and the timing of the recognition that capitalized exploration is unlikely to have future economic benefits, can materially affect the reported earnings of the Company. Glass Earth follows Canadian GAAP. In line with accepted industry practice for exploration companies, the Company has adopted the policy of deferring property specific acquisition, exploration and development costs. Deferred costs relating to properties that are relinquished, or where continued exploration is deemed inappropriate, are written off in the year such assessment is made. If Glass Earth adopted a policy of expensing all exploration costs, the Company's asset base, shareholders' equity, and loss from operations would be materially different. These deferred costs will be amortized on the unit-of-production basis over the estimated useful lives of the properties following the commencement of production. The cost of mineral properties includes any cash consideration paid, and the fair market value of shares issued on the acquisition of property interests, if any. The recorded amounts represent actual expenditures incurred and are not intended to reflect present or future values. The Company reviews capitalized costs on its property interests on a periodic, or at least annual, basis and will recognize an impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from the property or from the sale of the property. Management's assessment of the property's estimated current fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

*Asset retirement obligations*

The Company is required to record a liability for the estimated future costs associated with legal obligations relating to the reclamation and closure of its exploration, development or mining properties. This amount is initially recorded at its discounted present value, with subsequent annual recognition of an accretion amount on the discounted liability. An equivalent amount is recorded as an increase to mineral properties and deferred exploration costs and amortized over the useful life of the properties.

As the Company does not currently have any material legal obligations relating to the reclamation of its mineral properties, the adoption of this standard had no impact on the accounts of the Company.

**SUBSEQUENT EVENTS**

On 16 May 2008, Mr Simon Henderson was appointed as President and CEO of Glass Earth Gold Limited, to replace Mr Glenn Laing who had resigned as of that date. Mr John Dow was

appointed as non-executive Chairman of the Company.

Mr Henderson has occupied the roles of COO and VP Exploration since the listing of the Company as a New Zealand based gold explorer in March 2005. Mr Henderson is a founding shareholder of Glass Earth (New Zealand) Limited and holds an MSc from the University of Tasmania, a BSc (Hons) from Victoria University and is a member of the AusIMM. He is a geologist with over 30 years experience in the gold mining and exploration industry. Mr Henderson resides in Wellington, New Zealand.

Mr Laing was part of the team that listed Glass Earth in 2005. Glass Earth has now reached a stage in the development of its strategy and operations that a full time New Zealand based CEO and President is necessary to take the Company to the next level.

## **OUTLOOK**

By unlocking the value in the data available and enabling objective targeting and ranking through the conversion of data into information and from there into knowledge, Glass Earth is building a predictive framework for the discovery of new gold deposits. This approach ensures ongoing objectivity for individual prospects, discarding of potential failures, and an enhanced understanding of the multidimensional geology and mineral deposit process. The Company has already applied this process in the Hauraki / Central Volcanic Regions, where the Data Intervention project kick-started the generation of new gold targets and was augmented by the implementation of two major airborne geophysical surveys. Glass Earth has commenced ground verification of its portfolio of targets through drilling.

Glass Earth has commenced its second Data Collation / Interrogation project in the Otago mesothermal gold region, with an integrated geological data base compilation and airborne geophysical survey program similar to the one completed in the Hauraki / Central Volcanic Regions.

Glass Earth's pipeline of prospects at different stages of development offers a well-balanced portfolio of quality exploration prospects.

Endorsement of this approach was obtained by Glass Earth entering into joint ventures with Newmont Mining Corporation on the Company's Waihi West exploration permit alongside the Martha mine and the Hauraki Region permit portfolio.

Glass Earth's medium term aim is to develop into a significant gold producer, but also sees earlier opportunities to create and capture value purely through successful exploration. The worldwide exploration industry has been severely diminished by acquisition and merger, which has dramatically reduced the commitment to greenfields exploration. Glass Earth intends to exploit a potential valuable gap by generating and managing the early stages of resource identification and development of world-class gold deposits. Delineation of such resources can generate significant premium and value-add at the exploration stage.

Recent financing activities in Canada and New Zealand should provide Glass Earth with adequate exploration funding through to the first quarter of 2009.

For additional information, please refer to the Company's website at [www.glassearthlimited.com](http://www.glassearthlimited.com) and for regulatory filings, including news releases, please refer to [www.SEDAR.com](http://www.SEDAR.com).

## **RISKS, UNCERTAINTIES AND OTHER ISSUES**

Glass Earth's business of exploring mineral resources involves a variety of operational, financial and regulatory risks that are typical in the natural resource industry. The Company attempts to mitigate these risks and minimize their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future. Glass Earth's common shares should be considered speculative.

### **Nature of Mineral Exploration and Development Projects**

The business of exploring for minerals involves a high degree of risk. Few properties that are explored are ultimately developed into mines. Glass Earth's properties are in the exploration stage and at present do not contain a known body of commercial ore. The proposed exploration programs are an exploratory search for such a deposit. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors that are beyond the control of the Company.

Glass Earth's operations are subject to all the hazards and risks normally associated with the exploration for gold and silver, any of which could result in damage to life, or property, or the environment. The Company's operations may be subject to disruptions caused by unusual or unexpected formations, formation pressures, fires, power failures, flooding, explosions, cave-ins, landslides, the inability to obtain suitable or adequate equipment or machinery, labour disputes or adverse weather conditions. Although the Company maintains insurance to cover normal business risks, the availability of insurance for many of the hazards and risks is extremely limited or uneconomical at this time. Through high standards and continuous improvement, the Company works to reduce these risks.

In the event the Company is fortunate enough to discover gold and/or silver deposits, the economics of commercial production depend on many factors, including the cost of operations, the grade of the gold and/or silver and any associated minerals, proximity to infrastructure, metal prices, financing costs and Government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The effects of these factors cannot be accurately predicted, but any combination of these factors could adversely affect the economics of commencement or continuation of commercial production.

The profitability of the Company's operations will be dependent, inter alia, on the market prices of gold and silver, which are affected by numerous factors beyond the control of the Company, including international economic and political conditions, levels of supply and demand, and international currency exchange rates.

Success in establishing reserves is a result of a number of factors, including the quality of management, the Company's level of geological and technical expertise, the quality of land available for exploration, the availability of suitable contractors, and other factors. If mineralization is discovered, it may take several years in the initial phases of exploration until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish reserves through drilling, to determine the optimal metallurgical process and to construct mining and processing facilities. Because of these uncertainties, no assurance can be given that exploration programs will result in the establishment or expansion of resources or reserves.

#### **Financing risk, until such time as the Company is cash flow positive**

In the absence of cash flow from operations, Glass Earth relies on the capital markets to fund operations. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that additional funding will be available, or available under terms favourable to the Company. Failure to obtain such additional finance could result in delay or the indefinite postponement of further exploration and the development of the Company's properties.

#### **Licenses and Permits, Laws and Regulations**

Glass Earth's exploration activities require permits from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, development, production, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more costly. Glass Earth draws on the expertise and commitment of its management team, their advisors, its employees and contractors to ensure compliance with current laws and fosters a climate of open communication and co-operation with regulatory bodies.

The Company believes that it holds, or has applied for, all necessary licenses and permits under applicable laws and regulations and believes it is presently complying in all material respects with the terms of such licenses and permits. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. Government approvals and permits are required in connection with the exploration activities proposed for the properties. To the extent such approvals are required and not obtained, the Company's planned exploration, development and production activities may be delayed, curtailed, or cancelled entirely.

## **Environmental**

Exploration, development and mining operations are subject to various environmental laws and regulations including, for example, those relating to waste treatment, emissions and disposal, and companies must generally comply with permits or standards governing, among other things, tailing dams and waste disposal areas, water consumption, air emissions and water discharges. Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the Company's activities, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. Glass Earth's right to exploit any minerals it discovers is subject to various reporting requirements and to acquiring certain Government approvals and there is no assurance that such approvals, including environmental approvals, will be granted without inordinate delays or at all.

## **Claim Titles and Aboriginal Rights**

Aboriginal rights in New Zealand reside in the indigenous population known as Maori. Maori, individually or collectively may advance claims on Crown properties, or other types of tenure, with respect to which mining rights have been conferred. Glass Earth is not aware of any such land claims having been asserted or any legal actions relating to Maori issues having been instituted with respect to any of the Company's properties. The legal basis of a land claim is a matter of considerable legal complexity and the impact of a land claim settlement and self-government agreements cannot be predicted with certainty. In addition, no assurance can be given that a broad recognition of Maori rights by way of a negotiated settlement or judicial pronouncement would not have an adverse effect on the Company's activities. Such impact could be marked and in certain circumstances, could delay or even prevent the Company's exploration or mining activities. The Company is aware of the mutual benefits afforded by a co-operative relationship with the Maori, in conducting exploration activity and is supportive of measures established to achieve such cooperation.

## **Dependence on Key Personnel**

The Company's performance is dependent upon the performance and continued services of its current key management. While it has entered into contracts and adopted a stock option plan with the aim of securing the services of the existing management and staff, the retention of their services cannot be guaranteed. Accordingly, the loss of any key management of the Company may have an adverse effect on the future of the Company's business. The Company competes with numerous other companies and individuals in the search for, and acquisition of mineral claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees and contractors.

## **Joint Ventures**

The Company holds, and expects to hold in the future, interests in joint ventures. Joint ventures may involve special risks associated with the possibility that the joint venture partners may:

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- have economic or business interests or targets that are inconsistent with those of the Company;
- be unwilling or unable to fulfill their obligations under the joint venture or other agreements;
- take action contrary to the Company's policies or objectives; or
- experience financial or other difficulties.

Any of the foregoing may have a material adverse effect on the results of operations or financial condition of the Company.

### **Conflicts of Interest**

Certain of the Company's directors, officers and significant shareholders are or may become shareholders, directors and/or officers of other natural resource companies, and, to the extent that such other companies may participate in ventures with the Company, these individuals may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or of its terms. In appropriate cases the Company will establish a special committee of independent directors to review a matter in which one or more directors or officers may have a conflict. From time to time, the Company, together with other companies, may be involved in a joint venture opportunity where several companies participate in the acquisition, exploration and development of natural resource properties, thereby permitting the Company to be involved in a greater number of larger projects with an associated reduction of financial exposure in any given project. The Company may also assign all or a portion of its interest in a particular project to any of these companies due to the financial position of the other company or companies. In accordance with the laws of the province of British Columbia, the directors are required to act honestly and in good faith with a view to furthering the best interest of Glass Earth. In determining whether or not the Company will participate in a particular program or transaction and the terms of such participation, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time. Other than as indicated, the Company has no procedures or mechanisms to deal with conflicts of interest.

### **RECENT CANADIAN ACCOUNTING DEVELOPMENTS**

Recently issued Canadian accounting pronouncements from the Canadian Institute of Chartered Accountants ("CICA") are not expected to have any significant effect on the Company's financial statements or policies.

#### **Recent accounting procedures and change in accounting standards and accounting policies adopted during 2007**

##### **New accounting policies adopted**

***Financial instruments***

Effective January 1, 2007, the Company adopted the recommendations of the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 1530, Comprehensive Income; Section 3855, Financial Instruments – Recognition and Measurements; Section 3861, Financial Instruments – Disclosure and Presentation; and Section 3865, Hedges. Section 1530 establishes standards for reporting and presenting comprehensive income, which is defined as the change in equity from transactions and other events from non-owner sources. These standards provide for disclosure and presentation of financial assets, financial liabilities and non-financial derivatives, and described when and how hedge accounting may be applied. Under the new standards, policies followed for periods prior to the effective date generally are not reversed and therefore, the comparative figures have not been restated. The adoption of these Handbook Sections had no impact on opening deficit.

Under Section 3855, all financial assets are classified as held-for-trading, held-to-maturity investments, loans and receivables or available-for-sale categories. Also, all financial liabilities must be classified as held-for-trading and other financial liabilities. All financial instruments, including derivatives, are measured in the balance sheet at fair value except for loans and receivables, held-to-maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification, as follows; (i) held-for-trading financial asset and liabilities are measured at fair value, and the gain and loss arising from the change in the fair value is included in net income for the period in which it arises; (ii) available-for-sale financial assets are measured at fair value with changes in fair value recorded in other comprehensive income ("OCI") until the financial asset is derecognised or impaired, at which time all cumulative gain and loss is then recognised in net income.

Upon adoption of these new standards, the Company designated its cash and cash equivalents, and restricted cash as held-for-trading, which are recorded at fair value. Accounts receivables, clients pay due and accrual liabilities are measured at amortized cost. The Company had neither available-for-sale, not held-to-maturity instruments during the year ended December 31, 2007.

Derivatives embedded in other financial instruments or contracts (the host instrument) are recorded as separate derivatives and are measured at fair value if the economic characteristics of the embedded derivative are not closely related to the host instrument, the terms of the embedded derivative are the same as those of a stand-alone derivative and the total contract is not held-for-trading or accounted for at fair value. The Company did not identify embedded derivatives that require separation from the related host contract and measurement at fair value.

Comprehensive income consists of net earnings and OCI. OCI refers to items recognised in comprehensive income that are excluded from net income calculated in accordance with Canadian GAAP. The company does not have any items that would be recorded in OCI.

**Recent accounting pronouncements**

In December 2006, the CICA issued Section 1535, Capital Disclosures, which is effective for fiscal years beginning on or after October 1, 2007. This standard requires disclosure of

information that enables users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital. The adoption of this standard is not expected to have a significant effect on the Company's financial statements.

In December 2006, the CICA issued Section 3862, Financial Instruments – Disclosure, and Section 3863, Financial Instruments – Presentation. These standards enhance existing disclosure requirements in previously issued Section 3861. Section 3862 requires disclosures in the financial statements that will enable users to evaluate: the significant of financial instruments for the Company's financial position and performance; and the nature and extent of risks arising from financial instruments to which the Company is exposed during the reporting period and at the balance sheet date, and how the Company manages those risks. Section 3863 carries forward the same presentation standards as Section 3861. These new standards are effective for fiscal years beginning on or after October 1, 2007.

## **SUPPLEMENTAL TO THE FINANCIAL STATEMENTS**

### **Outstanding Share and Option Data**

Glass Earth's shares trade on the TSX Venture Exchange and the New Zealand Alternative Exchange ("NZAX") under the symbol "GEL". The Company is authorized to issue an unlimited number of common shares without par value. As at May 27, 2008, the following items were issued and outstanding:

- 154,902,633 common shares;
- 14,245,000 common share purchase options with an average exercise price of \$0.17 per share and expiry dates of between February 22, 2011 and December 13, 2012;
- 17,499,999 unlisted common share purchase warrants with an average exercise price of \$0.27 per share and expiry dates of between May 26, 2008 and January 29, 2010; and
- 20,000,000 listed (on the NZAX) common share purchase warrants with an exercise price of NZ\$0.35 (approximately \$0.26) per share and expiry date of October 13, 2008.

Pursuant to escrow agreements with the TSX Venture Exchange, the following holdings were the subject of escrow provisions:

- the 36,000,720 common shares issued to purchase GENZL, on March 31, 2005, with an initial 10% released immediately subject to a hold provision of 4 months. A further 15% was released on October 6, 2005 and were to be released every 6 months thereafter.
- 5,018,000 common shares held as of the date of the purchase of GENZL by a control party, with an initial 10% released immediately subject to a hold provision of 4 months. A further 15% was released on October 6, 2005 and were to be released every 6 months thereafter.

With the final release of the remaining escrowed shares in early April 2008, no common shares remain subject to the provisions of the escrow agreements.