

GLASS EARTH LIMITED

28 September 2005

Management's Discussion and Analysis of Financial Condition and Results of Operations

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

1. The Company was the subject of a Reverse Take Over ("**RTO**") on 31 March 2005 and contemporaneously undertook a private placement to raise \$2.8m to fund the Company's acquired exploration activities. The Company subsequently re-listed on the TSX Venture Exchange in early April 2005 and changed its name from BC Report Magazine Ltd to Glass Earth Ltd. The acquiring company in the RTO transaction changed its name to Glass Earth (New Zealand) Ltd ("**GENZL**"). The principal activity of GENZL (and therefore the Group) is exploration for gold and silver in the Coromandel/Central Volcanic Region ("**CCVR**") in the North Island of New Zealand.
2. As the acquisition has been accounted for as a RTO, this Management Discussion and Analysis ("**MD&A**") is based on the RTO acquirer's financial statements. That is, on GENZL's financial statements.
3. The MD&A should be read in conjunction with the Consolidated Financial Statements and is intended to provide the reader with a review of the factors that affected the Company's performance during the fiscal year ended 31 May 2005 and the factors reasonably expected to impact future operations and results.

Forward-looking Information

4. When used in this document, words such as "estimate", "expect", "anticipate" and "believe" and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management's future plans, objects and goals for the Company and therefore involve inherent risks and uncertainties. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in such statements. Glass Earth Ltd makes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or such factors which affect this information, except as required by law.

Overview

5. 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 CCVR since its incorporation in September 2002. As at year end GENZL owned 100% of Prospecting Permits 39-241 and 39-282 covering approximately 9,000 square kilometres of the CCVR.

6. In the period to May 2004, GENZL sourced legacy data and created a multi-dimensional single database using the Geoinformatics Intervention Process (as more fully described in the BC Report Magazine Ltd Information Circular, dated 8 November 2004). As a result of that Intervention Project, a total of 29 gold exploration targets were identified on GENZL permit areas.
7. On 31 March 2005, GENZL completed the RTO of the Company, with the Company raising C\$2.8 m to fund GENZL's proposed airborne geophysical surveys over the CCVR (containing the majority of the identified targets) and general corporate purposes. As a result of those geophysical surveys carried out from March to July 2005, additional targets have been defined as well as existing targets refined.
8. In September 2005, GENZL lodged six Exploration Permit applications over the more advanced targets identified and also applied for a time extension to the main Prospecting Permit 39-241 to protect the less advanced targets. The Prospecting Permit may be extended for up to an additional 24 months past its renewal date of 21 October 2005. Exploration Permits allow for higher impact work programmes and are granted for a duration of five years with a right of renewal for another five years for up to one half of the area covered by the original Exploration Permit.
9. Exploration expenditures, particularly in relation to the airborne geophysics surveys, have been in line with predictions, with the Company now in a position to advance the requisite resource consents and access arrangements for on-the-ground exploration activities. The Company is embarking on a fund raising campaign in order to conduct the on-the-ground exploration activities, either in its own right or in conjunction with farm-in partners.
10. At year end the Company held cash of \$1,359,000 of which \$343,000 was applied toward paying accounts payable and accrued charges owing at year end. Of the remaining \$1m, approximately \$663,000 has been applied to capital expenditure commitments for the balance of the airborne surveys. The remaining approximately \$330,000 is being applied towards the Company's technical and administrative operations at the rate of approximately \$30,000 per month.

Results of operations

11. As referred to earlier, our comments are based on GENZL's financial statements and as such, the comparative figures for 2004 relate solely to the Company's recently acquired wholly owned subsidiary, GENZL. As such, the financial performance and financial position for 2004 is in relation to a modestly resourced exploration company operating in Wellington, New Zealand. Apart from the expenditures on Mineral Interests, comparisons between the two years are not meaningful. Therefore, the following comments are in relation to activities of the Company and GENZL in the 2005 fiscal year.
12. During the 2005 fiscal year, both the Company and GENZL worked together towards undertaking due diligence on each other and preparing the necessary technical reports and Information Circular to support the RTO transaction. Significant effort and therefore expense was also incurred in raising the \$2.8m of private placement funds. These costs, approximating \$63,000, have been deducted

from the gross share proceeds. The remaining General and Administrative Expenditures total \$591,000 for the year, of which the principal categories are General and Administration (\$291,000), professional fees (\$170,000) and registry and filing (\$47,000). The majority of these costs were incurred in undertaking tasks to allow the RTO to proceed and the re-listing of the Company on the TSX Venture Exchange. Some additional expenditures were incurred in establishing a separate, small, functional office in Wellington, from which GENZL operates. New accounting and administrative procedures were implemented in New Zealand, in keeping with the Company's new obligations for timely reporting to regulatory authorities.

13. Mineral exploration costs form the bulk of the Company's expenditures and for the last two years, these are set out in the Table below:

	2005	2004
	\$	\$
Airborne surveys	914,000	-
Travel and transportation	-	27,000
Geological consulting, mapping and modelling	121,000	646,000
Licence rentals	<u>22,000</u>	<u>13,000</u>
Total costs for the year	<u>\$1,057,000</u>	<u>\$686,000</u>

14. In the period to May 2004, GENZL sourced legacy data and created a multi-dimensional, single data base using the Geoinformatics Intervention Process (as more fully described in the BC Report Magazine Ltd Information Circular dated 8 November 2004). As a result of that Intervention Project, 29 gold exploration targets were identified on GENZL Prospecting Permit areas.
15. From March to July 2005, GENZL carried out two significant airborne geophysical surveys (principally magnetics and gravity) over the central portions of its Prospecting Permits, containing the majority of the identified targets. Airborne survey costs of \$914,000 are included in the Company's financial statements for the year to 31 May 2005. As the airborne surveys were not completed until the end of July 2005, the remaining capital expenditure commitments to complete the surveys, of approximately \$662,000, have been included in the notes to the financial statements.
16. From 1 April 2005, Simon Henderson (VP Exploration and Chief Operating Officer) is an employee of GENZL and has directly assumed many of the management functions he had formerly carried out as an employee of Ian R Brown Associates Ltd (a company owned by a director of GENZL and provider of technical and other services to GENZL).

Quarterly data (unaudited)

17. GENZL did not prepare quarterly financial statements for the fiscal year 2004. In this period, total General and Administrative Expenditures totalled \$44,000 for the full 12 months. Consolidated quarterly figures for GENZL and the Company for fiscal year 2005 are scheduled below:

(in thousands of dollars, except per share amounts)				
	August 2004	November 2004	February 2005	May 2005
Revenue	0	0	0	0
Loss from Operations	85	157	106	243
Loss	85	157	106	243
Basic and diluted loss per share	0.14 cents	0.25 cents	0.17 cents	0.4 cents

18. The Company had 7,149,914 common shares on issue at the beginning of the year. On March 31, 2005, the Company issued 36,000,720 fully paid ordinary shares in consideration for the acquisition of all the shares in GENZL. Also on March 31, 2005, 14,087,000 fully paid ordinary shares were issued for 20 cents per Unit, each Unit consisting of one common share and one half of one share purchase warrant, each whole warrant entitling the holder to purchase one additional common share at a price of 35 cents per share for a period of two years following the date of issue of the Units.

7,043,500 common shares have been reserved for warrant options.

19. As at the balance sheet date and pursuant to escrow agreements, the following holdings and escrow provisions pertained to common shares issued on 31 March 2005:
- i. Private Placements of 14,087,000 shares having a 4 month hold period expiring July 31, 2005
 - ii. 36,000,720 common shares issued to purchase GENZL with an initial 10% subject to a 4 month hold period.

Pursuant to escrow agreements with the Toronto Venture Stock Exchange, commencing on October 6, 2005, a further 15% of escrowed shares is released every six months.

Coromandel/Central Volcanic Region ("CCVR") Exploration Project

20. GENZL's exploration project is more fully described in the BC Report Magazine Ltd Information Circular dated November 8 2004, as filed on SEDAR. The following is a brief analysis of the work undertaken on the CCVR by reference to the work programs as set out on pages 24 - 35 of the Information Circular.
21. In the Information Circular, GENZL set out a recommended exploration program over the CCVR, consisting of Phase 1, Phase 2 and Phase 3 work programs.

Phase 1 Work Program

The proposed Phase 1 work program was as follows:

	<u>\$000's</u>
Airborne geophysical surveying and interpretation	1,650
Geological surveying	60
Geochemical surveying	<u>175</u>
Total Phase 1 work program estimate	<u>1,885</u>

22. GENZL intended to fly approximately 40,000 line kilometres of airborne surveying over the central portion of the CCVR in order to provide detailed information on the 29 key targets identified in the earlier Geoinformatics Intervention Project. By the end of July 2005, GENZL had completed approximately 38,000 line km of airborne magnetic surveying and approximately 6,000 line km of airborne gravity surveying. In addition, GENZL had undertaken the geological surveying portion of the work outlined in the budget above. Total costs incurred to complete the airborne geophysical surveying and interpretation and geological surveying were approximately \$1.7 m, consisting of the \$1m incurred in the fiscal year 2005, together with the approximately \$0.7m balance of the costs related to the airborne geophysics surveys incurred in June and July 2005.
23. As a result of the geophysical surveys, additional targets have been defined as well as existing targets refined. In September 2005, GENZL has lodged Exploration Permit applications over the 20 most advanced targets and has also applied for a 24 month time extension to the existing main Prospecting Permit (PP 39-241), to protect the less advanced targets. 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.
24. GENZL is currently planning the geochemical surveying portion of the Phase 1 program, which it will implement during the next six months. The Exploration Permit applications propose certain work obligations in relation to each of the individual areas covered by the permits. These proposed work programs are a mixture of what the Information Circular referred to as Phase 2 and Phase 3 work programs.

Phase 2 Work Program

25. The Phase 2 work program deals with the identification and drilling of the gold targets within the individual Exploration Permit areas. This exploration phase will involve land based activities which will require GENZL reaching agreement with land owners and occupiers as to land access arrangements. Resource consents to allow for invasive exploration techniques such as drilling will also need to be obtained. Field reconnaissance mapping will be undertaken to check all anomalies, with ground based mapping of creeks, drainages and incised valleys and/or hill scarps. In addition, first hand knowledge of roads, tracks and topography will be gained.

26. On each anomaly air core RAB drilling will be employed to penetrate overburden and cover rocks to derive in situ rock samples for geochemical analysis. Using a suite of geochemical pathfinder minerals and judicious petrological sampling, these samples will assist in vectoring in on anomalous zones likely to represent mineralised structures. Drilling will be conducted in phases, with each phase investigating fewer anomalies.
27. The proposed work programs for the six Exploration Permit applications and the 24 month extension to PP 39-241 aggregate to approximately \$1.9m over the first three years. The costs associated with these work programs/obligations are spread approximately 20% in Year 1, 30% in Year 2 and 50% in Year 3. The work programs are minimum obligations in order to retain individual permits in good standing. GENZL would wish to progress exploration activities more rapidly depending on available financing.

Phase 3 Work Program

28. The Phase 3 work program is designed to advance mineralisation discovered under Phase 2 to a resource delineation phase. The Information Circular estimated that a Phase 3 Work Program over an individual target would involve approximately 17,750 metres of RAB drilling and 40,000 metres of RC/Diamond drilling at an aggregate estimated cost of \$4.6m. Should GENZL be successful in its endeavours, it would expect that there would be an overlap of Phase 2 and Phase 3 exploration programs across the various Exploration Permits.

Transactions with Related Parties

\$'s	IRBA	IR Brown	P Liddle	SM Henderson	Hussey & Co	Misape Ltd
Administration fees		24,100	50,092		26,014	5,500
Consulting fees						
Geological consulting fees	192,910			18,558		
Due to related party	7,368	0	0	0		2,750
NOTES	1	2	3	4	5	6
<p>1 Ian R Brown Associates Ltd ("IRBA") - a company owned by a GENZL director provided technical and other services to GENZL</p> <p>2 Mr Brown separately provided administrative services to GENZL</p> <p>3 Mr Liddle (a director of the Company) provided secretarial and accounting services to GENZL</p> <p>4 Mr Henderson (a director of the Company) is employed by GENZL from 1 April 2005 at a rate of \$130,000 pa.</p> <p>5 Since 1 April 2005, Mr Liddle's services are provided via Hussey & Co, a chartered accounting firm with which Mr Liddle has a consulting arrangement</p> <p>6 Fees paid or accrued to a management company controlled by a director of the Company. The director provides management and technical services to the Company</p>						

Critical accounting estimates

29. Critical accounting estimates represent estimates that are highly uncertain and for which changes in those estimates could materially impact our financial statements. Costs relating to the acquisition, exploration and development of non-producing resource properties are capitalised until such time as either economically recoverable reserves are established or the properties are sold or abandoned. Based on the results at the conclusion of each phase of an exploration program, management re-evaluates properties that are not suitable as prospects to determine if future exploration is warranted, and that carrying values are appropriate. The decision to capitalise exploration expenditures and the timing of the recognition that the capitalised exploration is unlikely to have future economic benefits, can materially affect the reported earnings of the Company.

Other MD&A requirements

30. 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 minimise their effect on its financial performance, but there is no guarantee that the Company will be profitable in the future, and Glass Earth common shares should be considered speculative.
31. There can be no assurance that any funding required by the Company will become available to it, and if so, that it will be offered on reasonable terms, or that the Company will be able to secure such funding through third party financing or cost sharing arrangements. Furthermore there is no assurance that the Company will be able to secure new mineral properties or projects, or that they can be secured on competitive terms.
32. Given the size of the Company and the involvement at all levels of the CEO and CFO, we consider that the disclosure controls and procedures in place as of the end of the period covered by the annual filings are effective.

Additional information

33. Additional information relating to the Company is available on the Internet at the SEDAR website located at www.sedar.com

Disclosure of outstanding share data

34. Glass Earth's shares trade on the TSX Venture Exchange under the symbol GEL. The Company is authorised to issue shares without par value. At the end of the quarter ended 31 May 2005, there were 57,237,634 common shares issued. In addition there were 7,043,500 share warrants outstanding exercisable at 35 cents each with an expiry date of 31 March 2007.

Risks and opportunities

Mineral exploration and development

35. Glass Earth's properties (the "Properties") are in the exploration stage and are without a known body of commercial ore. Development of the Properties will only proceed upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. There is no assurance that even if a body of commercial ore is discovered on the Properties, a mine will be brought into commercial production. The feasibility of developing a mineral deposit once discovered is dependent on a number of factors, including the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices and government regulations.
36. The long term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programmes, which may be affected by a number of factors, which are beyond the control of the Company.

Additional financing

37. The Company does not currently have sufficient financial resources to undertake by itself all of its planned exploration and possible development programmes. The exploration and subsequent development of the Properties may therefore depend on the Company's ability to obtain additional required financing. The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fulfil its obligations on the Properties. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and the possible loss of the Company's interest in the Properties.

New Zealand Governmental Regulation

38. Exploration, development and mining of the Properties will be affected to varying degrees by:
 - i. government regulations relating to such matters as environmental protection, health, safety and labour;
 - ii. mining law;
 - iii. restrictions on production;; price controls; tax increases;
 - iv. maintenance of claims;
 - v. tenure; and
 - vi. expropriation of property.

39. 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.
40. Failure to comply with applicable laws, regulations and requirements may result in enforcement action against the Company, including orders calling for the curtailment or termination of operations on the properties, or calling for corrective or remedial measures requiring considerable capital investment. Parties engaged in mineral exploration and mining activities may be subject to civil and criminal liability as a result of failure to comply with applicable laws and regulations.
41. Amendments to current laws, regulations and permitting requirements affecting mineral exploration and mining activities could have a material adverse impact on the Company's operations and prospects.

Claim Titles and Aboriginal Rights

42. Aboriginal rights may be claimed with respect to Crown properties or other types of tenure with respect to which mining rights have been conferred. The Company is not aware of any aboriginal land claims having been asserted or any legal actions relating to aboriginal issues having been instituted with respect to the Properties. The Company is aware of the mutual benefits afforded by co-operative relationships with indigenous people in conducting exploration activity and is supportive of measures established to achieve such cooperation.