

PLANET EXPLORATION INC.
MANAGEMENT'S DISCUSSION & ANALYSIS
for the fiscal year ended March 31, 2008 unless otherwise noted

July 28, 2008

The following discussion and analysis of the results of operations and financial condition of Planet Exploration Inc. ("Planet" or the "Company") for the three fiscal years ending March 31, 2008, 2007 and 2006 should be read in conjunction with the Company's audited financial statements and the related notes. The financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada. Additional information regarding the Company including quarterly and annual financial statements and MD&A can be accessed at www.sedar.com.

Statements in this document may contain forward-looking information. Estimates provided for fiscal 2008 and beyond are based on assumptions of future events and actual results could vary significantly from these estimates. The reader is cautioned that assumptions used in the preparation of such information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on this forward-looking information.

COMPANY PROFILE

Planet is a junior mineral exploration company that is listed as "PXI" on the TSX Venture Exchange.

CORE PROPERTY UPDATE

Sidace Lake (Red Lake Mining District), Ontario

Location and Ownership

Planet's primary property comprises 63 unpatented contiguous mining claims covering an area of 12,224 Ha, located 25 km northeast of Balmertown, Red Lake Mining Division, Ontario. The property is owned by Planet as to 40% and Goldcorp Red Lake Gold Mines, an affiliate of Goldcorp Inc. ("Goldcorp") as to 60% under the terms of a joint venture. The Sidace Lake property is subject to a 1% Net Smelter Royalty. The joint venture is funded 60% by Goldcorp (who are the operators) and 40% by Planet.

Brief History

Planet first took an interest in the property in 1998. Initially, drilling was focussed on exploration, following targets located by geophysics. This strategy identified seven zones of interest within a 2.5 x 3.0 km area. These are the Main Discovery, ("MDZ"), Upper Duck ("UDZ"), Far West, Deep Footwall, Western Duck, Skarn and the Anderson Zones. The following table shows progressive drilling on the property over the years at the Sidace Lake property.

Year	Number of Holes	Metres
1998	6	828
1999	11	2,638
2002	12	2,202
2003	12	2,554
2004	32	16,973
2005	37	10,311
2006	33	11,071
2007	40	14,916
<u>2008</u>	<u>3</u>	<u>1,618</u>
Totals	186	63,111

Prior to 2007, most of the Company's efforts were concentrated on delineation and evaluation of the MDZ and the Udz. Only on the MDZ and Udz has any detailed evaluation pattern drilling been done. More recently, the Company's focus has included the Anderson and Deep Footwall Zones as additional areas of high potential.

The Main Discovery Zone

The joint venture has pattern drilled to 450m below surface on the MDZ, to obtain a good understanding of mineralization and probed to 950m below surface with continuing strong mineralization. A total of 74 holes have been drilled in the MDZ area since commencement of the project in 1998. The gold in the MDZ follows a complex structural pattern, of several steeply-dipping near-tabular bodies, the northern and main limbs of which are simple fold repetitions of the same horizon; the western limb appears to be axial planar to this fold, and the eastern limb completes the 'Z' fold.

The principal lithology is a quartz-sericite schist in which pervasive gold values in a thick envelope are associated with disseminated arsenopyrite, commonly with realgar, orpiment, stibnite and pyrite, some molybdenite and abundant quartz veinlets. However, higher grade gold mineralization is not constrained by either the original lithology nor by the overprinted metamorphic fabric and facies.

The MDZ has had numerous exciting intersections in both thickness and grade. Of particular note are intersections such as 26.06 g/t over a metre in RL07-159, 28.34 g/t over 2 metres, 16.53g/t over 4 metres in RL07-161 and 26.56g/t over a metre in RL07-168, all from the last round of drilling at the end of 2007.

Continued evaluation infill drilling will be done on MDZ over the current fiscal year.

Upper Duck Zone

The Udz, 1,200m to the southwest of the MDZ, is an entirely separate and different feature. The primary locating feature was originally a silicate-sulphide facies banded iron formation, that is now garnetiferous, rich in magnetite, and commonly shows minute specks of visible gold in pyrite-pyrrhotite-arsenopyrite bands. The zone strikes roughly due west, dipping steeply north. To the east, it is disrupted by intrusion of a porphyry stock and is eventually cut off by gabbro. To the west, the feature is interrupted by faulting and some porphyry dykes.

There are at least 4 sub-parallel bodies in close proximity that comprise the Udz. This gold mineralization is constrained by neither lithology nor stratigraphy, and in places seems to penetrate and to continue along strike within what had previously been regarded as younger intrusives.

The joint venture has drilled a total of 15,730 metres in 46 holes on Udz. Previously released results from the 2007 drill programs include some significant values: 93.32 g/t Au over 1.4m from hole RL07-139

released May 17, 2007; 35.92 gpt Au over 0.40m in hole RL07-142 released June 14, 2007; and 6.22 g/t Au over 20.00m from hole RL07-152 and 20.54 g/t Au over 5.90m from hole RL07-153 released August 23, 2007. The strike of these four sub-parallel bodies is limited. However, they show a remarkable continuity down pitch of near-vertical shoots.

Further drilling on the UDZ is planned for the current fiscal year.

Work During the Quarter Ended March 31, 2008

The Company drilled three holes totaling 1,618m during the quarter, and results were released on 22, February 2008. These holes were drilled at 100m intervals along strike to the south of the Main Discovery Zone as a logical exploration step-out to test the extensions to the stratigraphy that contains the MDZ. All three holes returned significant gold values. Review of the results of RL08-178, RL08-179 and RL08-180, in the context of the other holes in this area, shows an essentially tabular body. This is a distinct body that lies well beneath the MDZ.

Hole Number	Intersect from m	to m	Thick-ness m	Grade g/t
SD-04-11	1,440.50	1,441.50	1.00	6.93
RL08-179	89.00	92.00	3.00	4.27
incl	89.00	90.00	1.00	10.24
RL08-178	305.30	307.30	2.00	2.76
RL04-039	804.00	806.00	2.00	11.58
incl	805.00	806.00	1.00	20.59
RL08-180	225.20	226.20	1.00	6.42
RL03-37	586.30	587.10	0.80	14.47
RL04-41	260.00	261.00	1.00	3.80
RL03-033	481.00	482.50	1.50	3.03
RL99-012	386.31	387.31	1.00	7.59
RL03-035	411.00	413.55	2.55	3.13
incl	412.00	413.00	1.00	5.04

This is the Deep Footwall Zone, first intersected several years ago, and now sufficiently well documented to be modeled. This is a very positive development that promises fair to good grades over modest thicknesses. It is encouraging that gold values in the zone are associated with wispy green mica, minor stibnite, and traces of stubby arsenopyrite. Strike length covered is over 550m, in a southwesterly direction. Note that the hole SD-04-11, drilled in 2004, intersected this zone at almost exactly 1,000m below surface.

Further infill drilling is planned during the current fiscal year.

Work Subsequent to the Fiscal Year End

We have extended our exploration effort to follow up encouraging results from our 2005 drilling at the Anderson Lake prospect which is approximately 2,000m south of UDZ, and which is on the extension of the East Bay Serpentinite (EBS). The EBS and similar ultramafic bodies are associated with many of the most significant gold deposits of the Red Lake area. These include the Madsen and Cocheneur mines.

In particular, drilling at the north end of Anderson Lake had produced encouraging values over considerable thicknesses. Such pervasive mineralization deserved further investigation and three old holes, RL05-94, RL05-103 and RL05-104 were suitably located to warrant deepening to investigate further these anomalies and to explore potential within and on the margins of the ultramafic body. This

drilling is now complete and results will be announced as soon as all assays are in and have been assessed. Additional drilling is anticipated during the current fiscal year.

Plans For the Current Quarter

Banded iron formation like the UDZ occurs discontinuously for at least 800m west of the faulted cutoff of the UDZ. To date we had drilled only six holes to explore the potential of this Western Duck Zone. A new drill program has commenced and a rig has already completed an additional two holes to investigate these anomalies further. Subsequently, the rig has moved on to the Upper Duck zone proper. During the summer, we will concentrate on further evaluation pattern drilling on the MDZ and UDZ. Two auxiliary holes are also planned to explore some geophysical anomalies that have not been drilled previously.

Further Outlook

Success to date has led the Joint Venture to initiate environmental base line studies that will be necessary to permit and conduct advanced exploration on a timely and uninterrupted schedule. Advanced exploration may include surface or underground excavations to provide a platform to sample, map and test mill the different mineralized structures.

Mongolia

During 2008, the Company wrote down 100% of the carrying value of \$367,246 (2007 - \$nil) as the Company had no certain exploration plans for this property.

FINANCIAL INFORMATION

Selected Annual Information

	Twelve Months Ended Mar. 31, 2008	Twelve Months Ended Mar. 31, 2007	Twelve Months Ended Mar. 31, 2006
Net and Comprehensive (loss) Income	\$ (451,078)	\$ 117,544	\$ 203,607
Basic and diluted income (loss) per share	\$ (0.018)	\$ 0.005	\$ 0.008
Working capital	\$ 6,430,971	\$ 7,553,560	\$ 7,484,786
Mineral properties	\$ 5,087,747	\$ 4,400,410	\$ 4,441,602
Total assets	\$11,944,453	\$12,055,916	\$12,396,765
Shareholder's equity as at March 31	\$10,896,140	\$11,315,597	\$11,027,520
Basic and diluted weighted average number of shares outstanding as at March 31	25,562,614	25,423,559	25,305,312

Financial Results in Detail

	Twelve Months Ended Mar. 31, 2008 \$	Twelve Months Ended Mar. 31, 2007 \$	Twelve Months Ended Mar. 31, 2006 \$	12 Mo. % change 2007/2008
Interest income	330,151	346,925	232,748	(5)
General & Administrative expense	404,198	324,784	305,630	24
(Loss) before income tax and other items	(100,068)	(143,392)	(95,875)	(30)

	Twelve Months Ended Mar. 31, 2008 \$	Twelve Months Ended Mar. 31, 2007 \$	Twelve Months Ended Mar. 31, 2006 \$	12 Mo. % change 2007/2008
Other items	(367,246)	-	339,120	n/a
Loss (Income) before Income tax	(467,314)	(143,392)	243,245	226
Future Income tax (recovered) provision	(16,236)	(260,936)	39,638	(94)
Net and Comprehensive (loss) Income	(451,078)	117,544	203,607	(484)

Summary of Quarterly Financial Results

	Fourth Quarter Ended Mar. 31, 2008 \$	Third Quarter Ended Dec. 31, 2007 \$	Second Quarter Ended Sept. 30, 2007 \$	First Quarter Ended Jun. 30, 2007 \$	Fourth Quarter Ended Mar. 31, 2007 \$	Third Quarter Ended Dec. 31, 2006 \$	Second Quarter Ended Sept. 30, 2006 \$	First Quarter Ended Jun. 30, 2006 \$
Financial								
Interest income	71,721	86,310	90,023	82,097	84,372	90,330	89,421	82,802
General & Administrative	102,208	116,522	114,199	71,269	99,598	90,185	70,486	64,515
Net and Comprehensive (loss) Income	(369,095)	(48,884)	(37,019)	3,920	321,374	(219,124)	(3,876)	19,170
Net (loss) Income per share	(0.015)	(0.002)	(0.001)	-	0.014	(0.009)	(0.001)	0.001
Working Capital	6,430,971	6,642,456	6,998,239	7,432,362	7,553,560	7,661,304	7,756,508	8,137,244

Discussion of the Fourth Quarter

Results of Operations

The Company drilled three holes totaling 1,618m during the quarter ended March 31, 2008.

The Company had a net and comprehensive loss of (\$369,095) or (\$0.015) per share for the three month period ended March 31, 2008 compared to net income of \$321,374 or \$0.014 per share for the three month period ended March 31, 2007. In the fourth quarter, the Company wrote off the carrying value of its Mongolian property of \$367,246. The Company also had a future income tax recovery of \$37,162 compared to \$290,020 for the three month period ended March 31, 2007.

The Company's only source of income is interest revenue. Interest revenue was \$71,721 for the three month period ended March 31, 2008 compared to \$84,372 for the three month period ended March 31, 2007. The decrease in interest income is mainly due to reducing bank deposit rates and a reduction in cash and cash equivalents due to additions to mineral properties.

The Company's general and administrative were \$102,208 for the three month period ended March 31, 2008 compared to \$99,598 for the three month period ended March 31, 2007. The particular level of acquisition and exploration activity has a direct effect on the level of general and administrative costs.

Management is not aware of any discernable quarterly trends in expenditures and accordingly, in the related profit or loss per share.

Mineral Properties

Planet incurred exploration expenditures of \$186,971 during the three month period ended March 31, 2008 compared to \$92,628 for the three month period ended March 31, 2007. The Company drilled three holes totaling 1,618m. The Company also wrote off the carrying value of its Mongolian property of \$367,246 as the Company had no certain exploration plans for this mineral property.

Related Party Transactions

The Company incurred \$15,000 (2007 - \$15,000) in consulting fees from Ranjeet Sundher, an officer and director of the Company. These fees have been included in general and administrative expenses and were paid at a fixed monthly rate of \$5,000.

The Company incurred \$15,000 (2007 - \$nil) in director's fees from Darold H. Parken, a director of the Company. These fees were paid at a fixed monthly rate of \$5,000. The Company also incurred \$nil (2007 - \$15,000) in legal fees to a law firm in which Darold H. Parken, director is the principal shareholder. The Company also incurred \$nil (2007 - \$11,250) in consulting and administrative fees to a company in which Darold H. Parken is the principal shareholder. The consulting and administrative fees relate to office overhead. These fees have all been included in general and administrative expenses.

The Company incurred \$21,000 (2007 - \$nil) in director's fees from Salim Jivraj, a director of the Company. The Company also incurred \$nil (2007 - \$19,579) in accounting fees and expenses to a company in which Salim Jivraj, a director of the Company is the principal shareholder. These fees were on individual projects and in consideration of time spent, degree of difficulty and time constraints and have been included in general and administrative expenses.

The Company also incurred \$15,180 (2007 - \$20,471) in geological consulting fees to a company in which Adrian Mann, an officer and director of the Company is the principal shareholder. These fees have been capitalized to mineral properties.

Discussion of the Fiscal Year Ended March 31, 2008

Results of Operations

The Company had a net and comprehensive loss of (\$451,078) or (\$0.018) per share for fiscal 2008 compared to a net and comprehensive income of \$117,544 or \$0.005 per share for fiscal 2007.

The Company's only source of income is interest revenue. Interest revenue was \$330,151 in the year ended March 31, 2008, compared to \$346,925 in fiscal 2007. The decrease in interest income is mainly due to decreasing bank deposit rates and a reduction in cash and cash equivalents due to additions to mineral properties.

The Company's general and administrative costs during the fiscal year March 31, 2008, were \$404,198 compared to \$324,784 in the previous fiscal year. The particular level of acquisition and exploration activity has a direct effect on the level of general and administrative costs.

During fiscal 2008, the Company's stock-based compensation costs recorded were \$26,021 compared to \$165,533 in fiscal year 2007. In fiscal 2004, the Company adopted a new accounting policy to account for stock-based compensation using the fair value method. The Company granted 65,000 options in fiscal 2008 compared to 910,000 options issued in fiscal year 2007.

Management is not aware of any discernable quarterly trends in expenditures and accordingly, in the related loss per share.

Liquidity and Capital Resources

The Company had a working capital position of \$6,430,971 as at March 31, 2008, compared to \$7,553,560 as at March 31, 2007. The reduction in working capital is due to additions to mineral properties as a result of continuing drilling activities.

No financings were conducted during the 2008 fiscal year. The Company is well capitalized and will be able to meet its ongoing commitments.

Mineral Properties

Planet incurred \$1,054,583 in additions to mineral properties and received proceeds on mineral property agreements of \$nil during the year ended March 31, 2008 compared to additions of \$617,657 and proceeds of \$658,849 in the previous fiscal year. The Company drilled 43 holes for a total of 16,530 metres during the year, compared to 40 holes for a total of 14,920 metres for the year ended March 31, 2007. In May, 2006, Goldcorp exercised its second and final option to acquire an additional 10%, to increase its share in the Red Lake property to 60% by making a cash payment of \$600,000 (US equivalent to \$658,849 Canadian).

The Company also wrote off a carrying value of \$367,246 on its Mongolian property during fiscal 2008 as the Company had no certain exploration plans for this mineral property.

Income Taxes

Planet has accumulated non-capital losses for income tax purposes, which may be utilized to offset taxable income of future periods and expire as follows:

March 31, 2025	\$197,630
2026	\$ 13,386
2028	\$163,706
Total	<u>\$374,722</u>

Cash Flow From Operations

Planet did not generate any cash flow from operations. The Company's only source of income is interest revenue.

Related Party Transactions

The Company incurred \$65,000 (2007 – \$65,000) in director fees from Ranjeet Sundher, an officer and director of the Company. These fees have been included in general and administrative expenses and were paid at a fixed monthly rate of \$5,000 plus an additional fee of \$5,000 for the month of December, 2007.

The Company incurred \$65,000 (2007 – \$nil) in director fees from Darold H. Parken, a director of the Company. These fees were paid at a fixed monthly rate of \$5,000 plus an additional \$5,000 for the month of December, 2007. The Company also incurred \$nil (2007 - \$5,000) in consulting fees from Darold H. Parken. The Company also incurred \$nil (2007 – \$60,000) in legal fees to a law firm in which Darold H. Parken, director is the principal shareholder. The Company also incurred \$6,750 (2007 - \$27,000) in consulting and administrative fees to a company in which Darold H. Parken is the principal shareholder. The consulting and administrative fees relate to office overhead. These fees have been

included in general and administrative expenses.

The Company incurred \$71,000 (2007 - \$nil) in director fees from Salim Jivraj, a director of the Company. The Company also incurred \$4,500 (2007 - \$5,000) in accounting fees from Salim Jivraj, a director of the Company. These fees were in respect of a single project and have been included in general and administrative expenses. The Company also incurred \$2,500 (2007 - \$43,138) in accounting fees and expenses to a company in which Salim Jivraj, director of the Company is the principal shareholder. These fees were on individual projects and in consideration of time spent, degree of difficulty and time constraints and have been included in general and administrative expenses.

The Company incurred \$nil (2007 - \$2,000) in geological consulting fees from Adrian Mann, an officer and director of the Company. These fees were in respect to a single project and have been included in general and administrative expenses. The Company also incurred \$76,285 (2007 - \$35,312) in geological consulting fees to a company in which Adrian Mann, an officer and director of the Company is the principal shareholder. These fees have been capitalized to mineral properties.

These related party transactions are in the normal course of operations and have been measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

Accounts payable net of GST includes a total of \$52,020 (2007 - \$nil) owing to related parties.

In 2006, the Company received \$100,000(US) in option proceeds in respect of its Mongolian Argalant (Ovoot) property from Red Hill Energy Inc. (formerly UGL Enterprises Ltd.). An officer and director of Planet is a director of Red Hill Energy Inc. The transaction was not in the normal course of operations. The monetary consideration received was recorded as a reduction of the deferred costs of the Mongolia mineral property.

Summary and Outlook

Planet is a Canadian based company engaged in the business of mineral exploration, primarily with respect to the acquisition of mineral rights and the exploration of mineral properties in accordance with such mineral rights.

The Company's key asset is Sidace Lake Property in the Red Lake Mining District, in the Province of Ontario, Canada.

The Company does not have any assets that are in production.

The Company's main focus at the present time is to concentrate drilling on the Main Discovery Zone and the Upper Duck Zone at its Red Lake property. During the first quarter of fiscal 2009, the Company has conducted exploration drilling at the Anderson Lake zone, where previous drilling showed interesting value. The Company is awaiting complete assay results for this exploration program. The Company is well positioned with a strong treasury and active exploration to realize further shareholder growth.

Risk and Liquidity

Planet's business plan has been to grow through exploration for mineral resources. Planet's principal risks, as an exploration company, are that it must find and develop economic mineral resources and be able to fund the associated capital expenditures. Planet relies on equity and debt financing. If any components of the business plan should be missing the Company may not be able to continue executing the entire business plan.

Exploration projects are reviewed at a very early stage from all aspects including: corporate fit, environmental issues, timing, costs and reward potential. Identified risks are addressed and excessive risks are mitigated before any project is approved.

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property may be subject to unregistered prior agreements or inadvertent noncompliance with regulatory requirements.

Critical Accounting Estimates

The Company prepares its Financial Statements in conformity with Generally Accepted Accounting Principles ("GAAP") in Canada. The Company lists its significant accounting policies in Note 2 to its Financial Statements, of which the Company has identified the following accounting policies, which are believed to be the most critical in fully understanding and evaluating the reported financial results:

Mineral properties consist of exploration and mining concessions, options and contracts. Acquisition and exploration costs are capitalized and deferred until such time as the property is put into production, or the property is disposed of either through sale or abandonment. If put into production, the costs of acquisition and exploration will be written off over the life of the property based on estimated economic reserves. Proceeds received from the sale of any interest in a property will be credited against the carrying value of the property, with any excess included in operations for the period. If a property is abandoned, the acquisition and deferred exploration costs will be written off to operations.

Management reviews capitalized costs on its mineral properties on a periodic basis and recognizes impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable operations from the property or sale of the property.

New Accounting Standards for 2008

There are no new accounting pronouncements in 2008 which upon adoption have had a significant effect on the Company's financial statements. (See note 2(e) of the audited financial statements.)

Disclosure of Outstanding Share Data

As at the date of this MD&A, the following is a description of the outstanding equity securities and convertible securities issued by the Company.

	<u>Authorized</u>	<u>Outstanding</u>
Voting or equity securities issued and outstanding	Unlimited Common Shares	25,319,190 Common Shares
Securities convertible or exercisable into voting or equity securities – stock options	Stock Options to acquire up to 10% of the outstanding Common Shares at various exercise prices ranging between \$0.37 and \$0.75 per Common Share	2,212,500 Stock Options

Controls and Procedures

Management maintains appropriate systems of internal control and policies and procedures designed to give reasonable assurance that transactions are properly authorized, assets are safeguarded and financial records are properly maintained. Additionally, senior management has evaluated the effectiveness of the Company's disclosure controls and procedures at March 31, 2008, and has concluded that such disclosure

controls and procedures were effective to provide reasonable assurance that material information relating to the Company is made known to them.