FORM 2A
LISTING STATEMENT

This Listing Statement must be used for all initial applications for listing and for Issuers resulting from a fundamental change. CNSX requires prospectus level disclosure in the Listing Statement (other than certain financial disclosure and interim Management's Discussion and Analysis) and can require that the Issuer include additional disclosure.

General Instructions

(a) Please prepare this Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term “Issuer” includes the applicant Issuer and any of its subsidiaries.

(c) In determining the degree of detail required, a standard of materiality should be applied. Materiality is a matter of judgment in a particular circumstance, and should generally be determined in relation to an item's significance to investors, analysts and other users of the information. An item of information, or an aggregate of items, is considered material if it is probable that its omission or misstatement would influence or change an investment decision with respect to the issuer's securities. In determining whether information is material, take into account both quantitative and qualitative factors. The potential significance of items should be considered individually rather than on a net basis, if the items have an offsetting effect. This concept of materiality is consistent with the financial reporting notion of materiality contained in the Handbook.

(d) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation.

(e) For Issuers that are re-qualifying for listing following a fundamental change, provide historic and current details on

(i) the Issuer

(ii) all other companies or businesses that are involved in the fundamental change (the “target”); and

(iii) the entity that will result from the fundamental change (the "New Issuer").

Information concerning the Issuer that was contained in the most recent Listing Statement may be incorporated by reference, but this statement must indicate if any of the information in the prior statement has changed (e.g. describing a business that will no longer be undertaken by the New Issuer). Information concerning assets or lines of business of the target that will not be part of the New Issuer's business should not be included.

(f) This listing statement provides prospectus-level disclosure. It will be amended from time to time to reflect any changes to the prospectus disclosure requirements. If changed, the new form is to be used for the next listing statement the Issuer is required to file. The Issuer does not have to amend a listing statement currently on file to reflect any new disclosure requirements.

God’s Lake Resources Inc.

Listing Statement

For the year ended December 31, 2009

April 29, 2010

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CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Annual Information Form contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial and operating performance of the Company, its subsidiaries and affiliated companies, its mining project, the future prices of zinc, lead and silver, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and resource estimates, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, governmental regulation of mining operations and exploration operations, timing and receipt of approvals, consents and permits under applicable mineral legislation, environmental risks, title disputes or claims, limitations of insurance coverage and regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “estimates”, “intends”, “targets”, “anticipates” or “believes” or variations (including negative variations) of such words and phrases, or may be identified by statements to the effect that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, future prices of zinc, lead and silver; general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; conclusions of economic evaluations and studies; fluctuations in the value of the United States dollar relative to the Canadian dollar; changes in project parameters as plans continue to be refined; possible variations of ore grade or projected recovery rates; accidents, labour disputes and other risks of the mining industry; political instability or insurrection or war; labour force availability and turnover; the availability of suitable road and port facilities; delays in obtaining financing or governmental approvals or in the completion of exploration and development activities; as well as those factors discussed in the section entitled “Risk Factors” in this Annual Information Form. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Annual Information Form and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements due to the inherent uncertainty therein. Subject to applicable law, the Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason.

TECHNICAL GLOSSARY

“**Ag**” means silver.

“**CIM**” means the Canadian Institute of Mining, Metallurgy and Petroleum.

“**CIM Standards**” means the Mineral Resources and Reserves Definitions and Guidelines adopted by the CIM Council on August 20, 2000, as those definitions may be amended from time to time by the CIM.

“**cm**” means centimetre.

“**g**” means grams.

“**g/t**” means grams per metric tonne.

“**ha**” means hectares.

“**indicated mineral resource**” means that part of a mineral resource for which quantity, grade or quality, densities, shape, and physical characteristics, can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geologic or grade continuity to be reasonably assumed.

"**kg**" means kilogram.

"**km**" means kilometre.

"**lb**" means one pound and is equal to 454 g.

"**m**" means metre.

"**measured mineral resource**" means that part of a mineral resource for which quantity, grade or quality, densities, shape, physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

"**mineral resource**" means a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.

"**mineral reserve**" means the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. Mineral reserve includes diluting materials and allowances for losses which may occur when the material is mined.

"**mineralization**" means the concentration of minerals in a body of rock.

"**Pb**" means lead.

"**probable mineral reserve**" means the economically mineable part of an indicated, and in some circumstances a measured mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

"**proven mineral reserve**" means the economically mineable part of a measured mineral resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction is justified.

"**t/m(3)**" means tonnes per cubic metre.

"**t**" or "**tonne**" is a measure of weight equal to 1,000 kg or 2,204 lbs.

"**Zn**" means zinc.

CORPORATE STRUCTURE

Name, Address, and Incorporation

God's Lake Resources Inc. (the "Company") (formerly "GGD Resources Inc.") was continued under the Canada Business Corporations Act (March 1, 1978).

A history of the articles, material amendments, and other constating or establishing documents of the Company are as follows:

- Letters Patent of KEELEY EXTENSION MINES, LIMITED (the "Company") dated December 21, 1923;
- Certificate and Articles of Amendment dated May 24, 1974 whereby the Company, *inter alia*, changed its name to GRANDAD GOLD MINES LTD.;
- Certificate and Articles of Amendment dated July 4, 1977 whereby the Company, *inter alia*, changed its name to GRANDAD RESOURCES LIMITED;
- Certificate and Articles of Continuance dated March 1, 1978 continuing the Company as if it had been incorporated under the *Canada Business Corporations Act*;
- Certificate and Articles of Amendment dated June 13, 1978;
- Certificate and Articles of Amendment dated August 15, 1983;
- Certificate and Articles of Amendment dated December 23, 1986;
- Certificate and Articles of Amendment dated July 19, 1988 whereby the Company, *inter alia*, changed its name to GREAT GRANDAD RESOURCES LIMITED;
- Certificate and Articles of Amendment dated July 4, 2007 whereby the Company, *inter alia*, changed its name to GGD RESOURCES INC.;
- Certificate and Articles of Amendment dated December 19, 2007;
- Certificate and Articles of Amendment dated December 20, 2007; and
- Certificate and Articles of Amendment dated June 12, 2009 whereby the Company, *inter alia*, changed its name to GOD'S LAKE RESOURCES INC.

The registered head office of the Company is located at 133 Richmond Street West, Suite 403, Toronto, Ontario, M5H 2L3. The Company's principal office and mailing address is 133 Richmond Street West, Suite 403, Toronto, Ontario, M5H 2L3.

Intercorporate Relationships

The Company does not have any subsidiaries.

GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

The Corporation was an inactive reporting issuer seeking a new business in the resource sector. On June 12, 2009 the Corporation acquired the Sherman Lake Gold Project in exchange for 300,000 fully paid and non-assessable common shares, issued at a deemed value of $0.10 per share for a total consideration of $30,000. a Business Acquisition Report (Form 51-102F$) in respect of this acquisition was not required.

The Sherman Lake area is located 410 km north of Red Lake, Ontario. The Sherman Lake Gold Project (the "Property") consists of one block of 16 leased claims. The claims are subject to a 2% Net Smelter Return Royalty which may be purchased for a consideration of US $250,000. Prospecting in 1935 led to the discovery of the Project. Follow-up trenching and drilling in 1936 identified two separate high-grade gold bearing quartz veins. The Project went into production in 1938 and produced 52,560 oz. of gold from 46,457 tons of ore (average grade 1.13 oz/ton) over its 4-year lifetime. Due to difficulties in identifying new ore zones, the mine was closed in 1941. Intermittent exploration efforts over the years by various groups in the immediate and surrounding area of the Project generated erratic results. However, work in the late 1990's identified several top priority exploration targets near the old mine workings. These targets remain untested to this day. It is the plan of the Corporation to investigate these targets and develop new targets through a systematic review and re-interpretation of historical data with the employment of modern exploration techniques.

DESCRIPTION OF THE BUSINESS

INTRODUCTION AND TERMS OF REFERENCE

The Property will be the primary material asset of the Company and is a past producer of gold. Presently the Property is classified as a grass-roots exploration stage project.

PROPERTY DESCRIPTION AND LOCATION

The Property consists of 16 contiguous leased mining claims comprising 198.381 hectares (490.21 acres). The claims are located in the Aljo Lake and Lewitt Lake areas, Red Lake Mining Division, District of Red Lake, Ontario, within NTS Topographic Sheet 53J11. The approximate centre of the Property has GPS co-ordinates Northing 6041807 and Easting 603073, UTM Zone 15. Figure 1 provides the general location of the Property. The Claims are described as follows:

Table 1: Sachigo River Gold Mine Property Claims

Claim No.	Approximate Area (ha)	Ownership
KRL503358	**7.64**	St. Lucie
KRL503359	**12.94**	St. Lucie
KRL503360	**14.40**	St. Lucie
KRL503361	**9.88**	St. Lucie
KRL503362	**12.25**	St. Lucie
KRL503363	**7.78**	St. Lucie
KRL503364	**16.20**	St. Lucie
KRL503365	**13.51**	St. Lucie
KRL503366	**12.40**	St. Lucie
KRL503367	**10.53**	St. Lucie
KRL503368	**11.55**	St. Lucie
KRL510205	**11.7**	St. Lucie
KRL510206	**11.0**	St. Lucie
KRL510207	**19.0**	St. Lucie
KRL510208	**15.2**	St. Lucie
KRL510209	**12.4**	St. Lucie

The Claims are subject to a 2% Net Smelter Royalty (NSR) between Sachigo River Exploration Company Inc. and C. Warren Hunt as outlined in the purchase agreement for the leased mining claims listed in Table 1 between C. Warren Hunt and Sachigo River Exploration Company Inc. (Sachigo) dated March 22, 1999. Sachigo (and its successors and/or assigns) has the right at any time to purchase the entire NSR from Hunt for a purchase price of US $250,000.

The effective date for the current claims lease is dated January 1, 1999 and expires on January 1, 2012. Annual and/or rental cost for the claim block is approximately $600. This cost is re-assessed each year as prescribed under the Mining Act. Under the terms of the lease, the land and buildings within the claim block are to be used solely for the purposes of the mining industry. St. Lucie has represented that there are no current or pending challenges to the title of the Claims. The exploration activities on the property contemplated by GLR will not require permits issued by any regulatory authority.

The boundary of the Property is roughly rectangular being approximately 2.1 kilometres wide in the east west direction, and 1.25 kilometres long in the north south direction.

The Property is the site of an abandoned gold mining operation dating back to the 1940's. Structures associated with this mining operation include a main mine shaft that was sunk to 1,139 feet (345 metres) and had eight working levels evenly spaced at 125 foot (38 metre) intervals. Other structures include a head frame, mill, camp, tailings area and an open raise. The mine site structures and No. 2 Vein are located just northeast of the approximate centre of the Property, roughly 500 metres south of the north property boundary. The No. 1 Vein is located in the south central area of the property approximately 250 metres north of the south property boundary.

The Property has been placed on the MNDM Abandoned Mine Information System (AMIS) and has been assigned AMIS No. 03899. Denison Environmental Services (DES), on behalf of MNDM's Abandoned Mines Fund inspected the Property on August 16, 2002. DES staff noted that the conditions of the main shaft cap, the raise and the head frame represented potential hazards. During the inspection, the raise near Foster Lake appeared to be partially blocked. DES staff researched historical records and confirmed that a mining area with a crown pillar runs east 100 metres and west 80 metres from the raise. DES determined from historical longitudinal section information that the crown pillar has a 12 metres (40 foot) average thickness. With regard to the potential for crown pillar collapse, DES concluded that the narrow mining method employed during the operational mine life appears to have allowed the crown pillar to maintain structural integrity. DES advised that no remedial action was necessary, however the crown pillar surface mining area should be inspected periodically for settlement or other activity.

Regarding the potential mine hazards, DES identified and recommended the following:

- Main Shaft – the existing cap over the 11.5 by 7-foot shaft opening consists of two layers of rough-cut 2 inch planking covered with tin and six inches of poor quality concrete. A fence or a cap replacement is required.
- The open raise has no cap. The hole appears to be partially blocked within five feet of ground level. The disposition of the blockage must be determined. Pending the disposition of the raise blockage, a permanent cap will be required.
- The head frame and other mine building structures will eventually topple; therefore demolition of these structures on the Property is required.

Other less urgent DES recommendations included directing empty barrels to a designated disposal area along with scrap steel (no full or partially full containers were found during the DES visit), and posting signage to identify the mine site and discourage potential trespassing.

DES proposed two remedial scenarios for the Property. Scenario 1 is a minimum remedial program that addresses the hazards and environmental concerns and includes acquiring necessary permits, demolition of the head frame, placing fencing around the main shaft and raise, and establishing signage. DES estimated the minimum cost for Scenario 1 to be $45,000 (includes mobilization and demobilization).

Scenario 2 sets out a program for a permanent remediation of the site and includes acquiring necessary permits, establishing a designated surface storage area, demolition of all building structures on the Property, capping of mine openings, and contouring of the Rock Pad. DES estimated the cost of Scenario 2 (including mobilization and demobilization) to be $250,000. Construction of an access road to the property may be necessary if an excavator is needed to complete the permanent remedial work. The cost to establish this road is estimated to be $300,000.00

ACCESSIBILITY, CLIMATE, PHYSIOGRAPHY, LOCAL RESOURCES AND INFRASTRUCTURE

The Sachigo River Property is situated in the Aljo Lake and Levitt Lake claim-map areas in northwestern Ontario, approximately 430 kilometres north of Red Lake, Ontario and 60 kilometres east of the Manitoba-Ontario boundary.

The Property can be accessed by bush plane from Red Lake, or from Big Trout Lake located approximately 110 kilometres southeast. According to historical information provided by St. Lucie, there are no infrastructure or services available at the Property. Each year, a seasonal road from Pickle Lake is put through Windigo Lake, and on to Big Trout Lake, about 180 kilometres south of the property.

Climatic conditions are harsh and typical of the northern boreal forest. Summer temperatures can rise to the mid-30s Celsius, and plunge as low as –50º C during the months of December, January and February. Annual rainfall is variable, averaging 43 centimetres. Snowfall varies between 2 and 3 metres. Most exploration activities can be executed year round with the exception of drilling and geochemical surveys, which may be best executed in the winter months due to the area's extensive wet muskeg conditions.

The area of the claims has a base elevation of 190 metres and is of low relief, less than 5 metres. Drainage is poor with much of the area covered by small lakes, creeks and extensive muskeg. Outcroppings are scarce, and overburden thickness ranges from 0 to 8 metres and is typically 5 metres or less. Vegetation consists of black spruce, tamarack, willow and ubiquitous alders and grasses in muskeg. Spruce, poplar and white birch are found in the dryer areas near bedrock outcroppings.

Red Lake is the nearest population centre offering a full range of goods, services and experienced personnel required for exploration, mining and other support activities. Red Lake can be accessed via Highway 105 approximately 120 kilometres north of the Trans- Canada Highway between Dryden and Kenora, Ontario.

Local resources on the Property consist of an abundance of fresh water and trees suitable for rough construction timber. The nearest high-voltage power line is 400 kilometres to the south in Red Lake. Facilities at the property include a head-frame, mineshaft, waste dump, warehouse, office, staff buildings, cookhouse and assay office. According to the descriptions of DES staff, the condition of these buildings is poor.

Figure 1

St. Lucie - Gods Lake Resources

Sachigo River Property

Northwestern Ontario

Location Map

June 2009

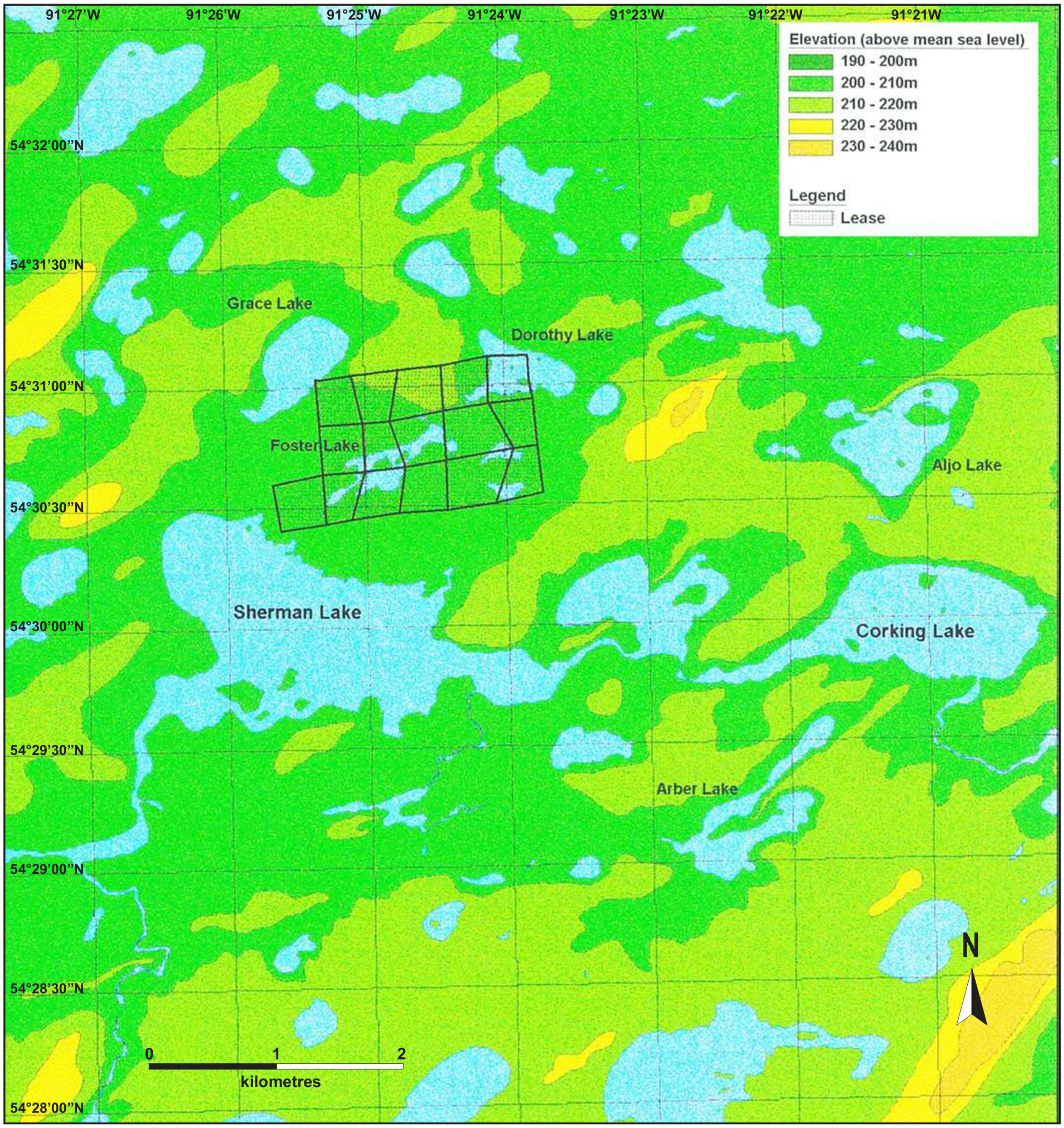


Figure 2

St. Lucie - Gods Lake Resources

Sachigo River Property

Northwestern Ontario

Property Location Map

June 2009

HISTORY

R.L. Moxham et al., 1998, provided an excellent historical summary of the Sachigo River Gold Mine Property, which is reproduced here:

"Gold was first discovered in this area by prospector Carl Sherman in 1935, who found gold in an oxidized shear zone on the southwest arm of Sherman Lake. Later that year, another prospector, Dave Foster, discovered gold values in a vein system on the southeast shore of Foster Lake. Trenching showed the vein to be several hundred feet long and to average 0.30 oz. per ton over a width of 2.5 feet (according to Bennet and Riley), and 45 claims were staked. This became known as the No. 1 or Foster Vein (after Edwards)

In 1936, the Sachigo River Exploration Co. was formed to develop the property. Shallow drilling failed to show improvement in width or grade, and the drill was moved to other areas to drill for assessment credits. The first hole, blindly placed at the north end of Foster Lake, intercepted a shear system carrying disseminated gold, within which was a two-foot section that assayed at a phenomenal 28 oz. per ton (over 1300 gm/tonne). Attention quickly shifted to this new "No. 2 Vein" and in the summer of 1936, 25 holes were drilled, proving up a vein system 125m long striking N80W, carrying 17,000 tonnes of ore grading 1.70 oz. per ton (58 gm/tonne) to a depth of 60 m.

Underground development began in 1937 and a winter road was completed from Gods Lake in Manitoba. Production began in 1938, milling 25 tonnes per day, later increased to 40 tonnes per day. Eventually the shaft was deepened to 347m (1139 feet) and 8 levels were established. By 1940, efforts to develop new ore of sufficiently high grade were proving increasingly difficult, and the mine closed on December 31, 1941. The equipment was sold off and the company wound up its affairs in 1943. Between 1936 and 1942, the company completed the following work:

Surface dill holes:	*65 totalling 12,218 feet (3724m)*
Underground drill holes:	*142 totalling 12,118 feet (3693m)*
Lateral development:	*4,504 feet of workings (1373m)*
Ore processed:	*46,457 tons*
Gold recovered:	*52,560 oz.*
Silver recovered:	*6,127 oz.*

A detailed account of the operations of the Sachigo River Exploration Co. was fortuitously provided by their general manager and chief engineer, B.L. Edwards, who had a considerable literary gift and described the geology, engineering, management and logistics of the operation in a series of articles in the Canadian Mining Journal in 1944. It became clear on reading his accounts that the mine closed not for reasons of management or technical weakness, but because the small, high-cost, remote operation demanded an extraordinary grade of ore to sustain it.

In 1960, Flint Rock Mines Ltd. staked the ground. This company completed geological and geophysical surveys, and in 1961 conducted 6,000 feet of drilling in twenty holes. Nine holes were put down to test the old No. 1 vein zone on the south shore of Foster Lake, but as described in Chapter 3 on Geology, they appear to have been erroneously located for that purpose and therefore yielded poor results. The remaining holes were placed to test geophysical targets that were interpreted as possible eastward and westward extensions of the No. 2 vein (i.e. the mine) system. This drilling indicated some tantalizing results in the Dorothy Lake area and also to the west of the old mine, but results were spotty. Claims were allowed to lapse because of the insufficiently interesting results in the face of the 1960's gold prices.

Six claims were staked in the area between Dorothy Lake and Aljo Lake by the Great Plains Development Co. of Canada Ltd. in 1972. These were part of a larger area staked by that company as a result of an aerial EM survey (Input Mk IV) flown over the area, presumably investigating based metal potential. Two holes were drilled at locations approximately 4,400 feet and 8,000 feet east of the shaft. The holes both showed heavy graphitic shears – the probable source of the electromagnetic anomalies –but also indicated sulphide mineralization in greenstones and quartz feldspar porphyries. No assays were placed on record.

The Canadian Nickel Company (INCO) drilled two holes in 1974 at the north end of Grace Lake, approximately 2,600 feet northwest of the shaft area. Again, graphite bearing shears were observed in both holes, indicating that *drilling was probably prompted by an airborne electromagnetic survey directed toward a base-metal search. Quartz carbonate stringers and fracture fillings were observed, and sulphide concentrations of up to 15% were logged. No assays were recorded.*

In 1979, as indicated earlier, Mr. C. Warren Hunt of Calgary staked 16 claims over the mine site, which was then completely open to staking. Through his company, Huntex Ltd., he planned to re-assess the gold potential of the mine area using a geochemical approach, particularly biogeochemistry. Geophysics and detailed geochemistry would then follow up anomalies so discovered to define drill locations. In the summer of 1979, a geologist collected a suite of orientation samples and, a response having been found, a suite of 1,650 spruce and willow twig samples were collected and analyzed during the following winter, with encouraging results in the form of defined anomalous trends and zones.

On this basis, Huntex granted an option to Lac Minerals Ltd. in early 1980 for evaluation of the gold potential. Magnetic, VLF, and geological surveys were completed and a program of basal till sampling was undertaken on 100m spacing to detect near bedrock geochemical anomalies in heavy mineral concentrates. This program, which produced some 420 samples, gave equivocal results because of problems related to limited sample size. Six holes were drilled for a total of 2,000 feet of drilling with negative poor results. Lac completed the drilling in August 1983, having thereby fulfilled its obligations to Huntex and allowed its option to lapse.

In June 1986, the writers of present report (Moxham et al.) were requested by a private investment group to negotiate with Mr. Hunt and to assess all the available data on the prospect, to evaluate the prospect, and to offer an assessment of the gold potential of the property in view of the then prevailing market conditions for gold. In light of that report (Sarkar and Moxham, 1986) the group, and Sarkar and Moxham, decided in the same year to option the property and to stake an additional 60 contiguous claims before vending the properties into Krigold Resources Ltd. Sarkar and Moxham were directors and significant shareholders in Krigold.

In May 1987, Krigold optioned the properties to Inco Gold Company of Sudbury, Ontario. Inco staked a further 93 claims around the groups, making a total of 169 claims for the entire prospect property. During the winter of 1987-1988 Inco completed 2,296 metres of diamond drilling in 17 holes, ground-based geophysical work, trenching and some surface sampling. After gaining mixed results, Inco returned the property to Krigold in May 1989.

In 1990, Krigold became defunct for lack of funds. Another private group, with Sarkar and Moxham, sponsored a helicopter-borne geophysical survey over the claims and some further surrounding areas. They did not continue however for lack of funds. Much of the data from the survey still remains unused. The 16 leased claims and the 54 remaining contiguous unpatented claims were subsequently returned to Mr. Hunt.

In 1998 an agreement was made between Mr. Hunt and St. Lucie Exploration Company to purchase the lease and unpatented claims for cash payment and a future royalty consideration."

Representatives of St. Lucie have indicated that since the Property was acquired from Mr. Hunt in 1997, no further exploration work has been conducted. A review of MNR assessment files also indicates that no further work has been filed since the early 1990's. In September of 1998, St. Lucie retained R.L. Moxham Associates (RLMA) to review and re-interpret the historical exploration work and provide new recommendations for exploration targets. Subsequently, RLMA prepared and submitted to St. Lucie a report entitled "Review of the Sachigo River Gold Mine Properties of Sachigo River Exploration Company, Inc." dated October 1998.

After reviewing copies of legal documents provided by St. Lucie, the following information should be noted. At the time Krigold Resources Ltd. (Krigold) entered into the agreement with Mr. Hunt in 1986, Krigold made application to the Mining Recorder and received permission to lease the Sachigo claims (as listed in Table 1). Following the apparent dissolution of Krigold in 1993, Mr. Hunt made application in 1997 to the Ontario Court (General Division) to have the ownership of the leased and unpatented mining claims transferred from Krigold to Mr. Hunt. After a hearing, the Mining and Lands Commissioner, in a ruling dated September 23, 1997 granted the transfer of the ownership of the patented and unpatented mining claims from Krigold to Mr. Hunt.

GEOLOGICAL SETTING

Regional

Archean rocks of the Superior Province of the Canadian Shield entirely underlie the Red Lake District. These rocks fall into four categories or sub provinces in which they occur and include the Uchi Subprovince, the English River Subprovince, the Berens River Subprovince and the Sachigo Subprovince.

The Uchi Subprovince is located in the central portion of the District. Rocks here contain the northeast-trending Red Lake and Birch-confederation Lake greenstone belts, where most of the District's exploration and mining activity has taken place. The English River Subprovince rocks are found south of the Uchi Province and are composed of predominantly sedimentary and minor intrusive rocks. The Berens River Subprovince is located immediately north of the Uchi Subprovince and the Sachigo Subprovince is located north of the Berens Subprovince. These Subprovinces consist of relatively small, isolated greenstone belts surrounded by extensive granitic and gneissic units. The Greenstone belts are generally ribbon or amoeboidal shaped domains that strike in a south-easterly direction in the north, and in a northerly direction in the southwest part of the region.

Greenstone belts in the central part of the northern Superior Province are composed of mafic to felsic greenstones overlain by widely distributed quartz-rich metasedimentary rocks and intercalated with subordinate metavolcanics. The quartz-rich metasedimentary sequences overlain by younger resedimented turbidite layers and mafic metavolcanics occur in all major greenstone belts in the central part of the northwestern Superior Province.

Greenstone belts in the northern part of the region in which the Property is found are composed of mafic to felsic metavolcanic rocks with a lesser component of alluvialfluvial metasedimentary rocks and alkalic metavolcanic rocks. These rock sequences are spatially associated with major shear zones.

Throughout the region, greenstone belts have been subjected to a recumbent folding and thrusting event, followed by an upright folding and shearing event. The last event would likely be associated with the intrusion of major batholiths and the development of extensive shear zones.

Local

Locally, the property is underlain by a sequence of greenschist to amphibolite facies mafic volcanics intruded by gabbro, feldspar porphyry and diorite dykes. Volcanic rocks have been isoclinally folded into long synclinal trough striking north 80 degrees east. These units are observed to be moderate to steeply dipping. Extrusive rocks are mapped as basalt, andesite tuff and minor dacite and rhyolite. Intrusive rocks are mapped as gabbro and diorite and generally occur as strike parallel sills and dykes. Flow units are gradationally coarse to medium-grained and have good pillow structures. Laval beds are generally thin and discontinuous along strike. However, tuff beds can be traced for long distances. Porphyry dikes and quartz veins have varied strikes and dips and seldom exceed three metres in width. The majority of the dacitic rocks are quartz or feldsparphyric and are intrusive in nature. Two large diorite bosses are found at the south and western areas of the Property. The largest of these bosses is reported to be a zoned quartz diorite to quartz monzonite.

Property

Three types of bedrock alteration patterns have been recognized at the property and include:

- Silicification along fractures, contacts, and pillow boundaries and around fragments.
- Epidotization producing a bleached appearance.
- Chloritization that overgrows amphibole and filling fractures.

Contact rocks at the outer northern and southern limits of the Belt and beyond are mapped as granite, migmatite and gneissic granite.

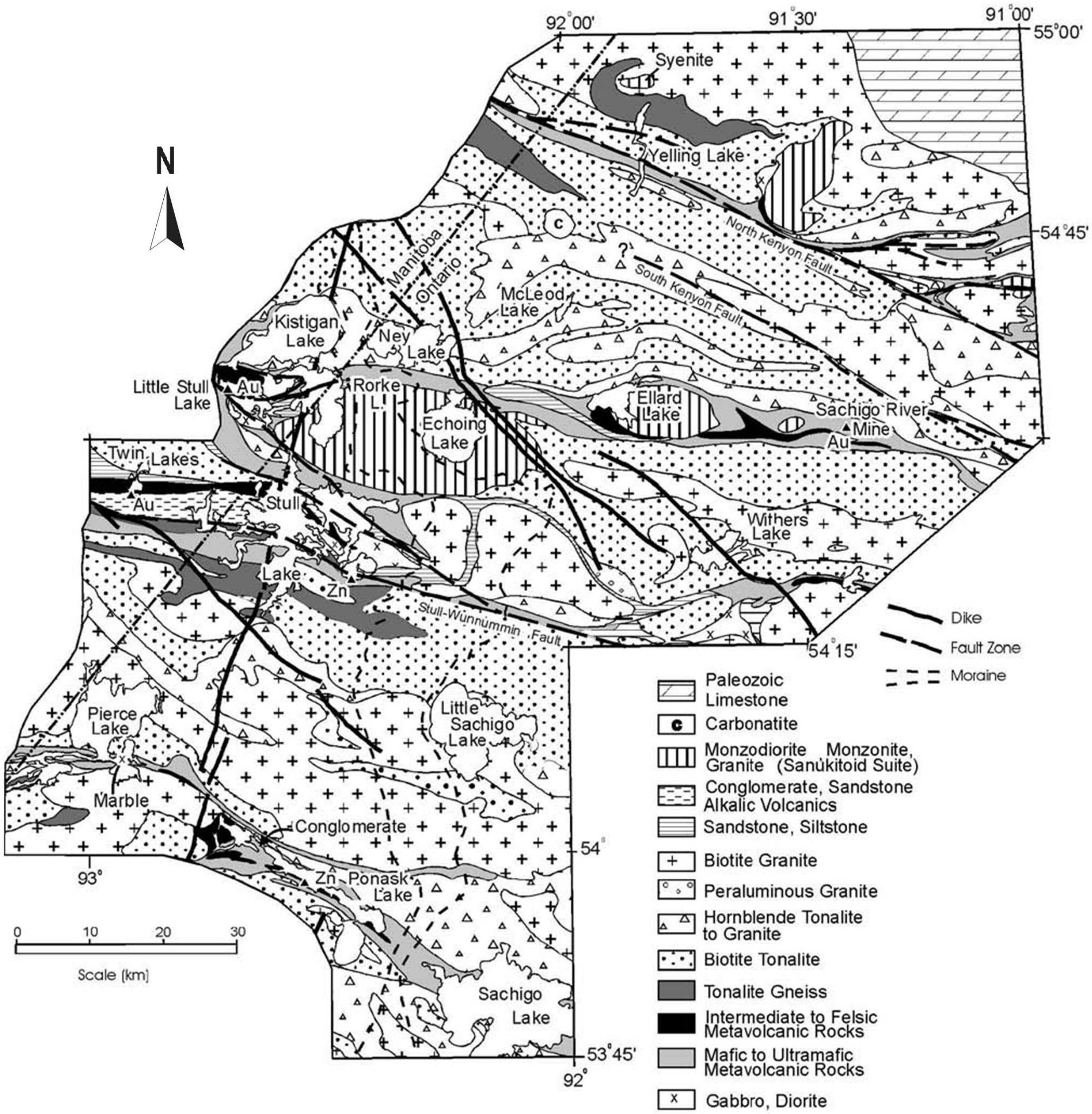


Figure 3

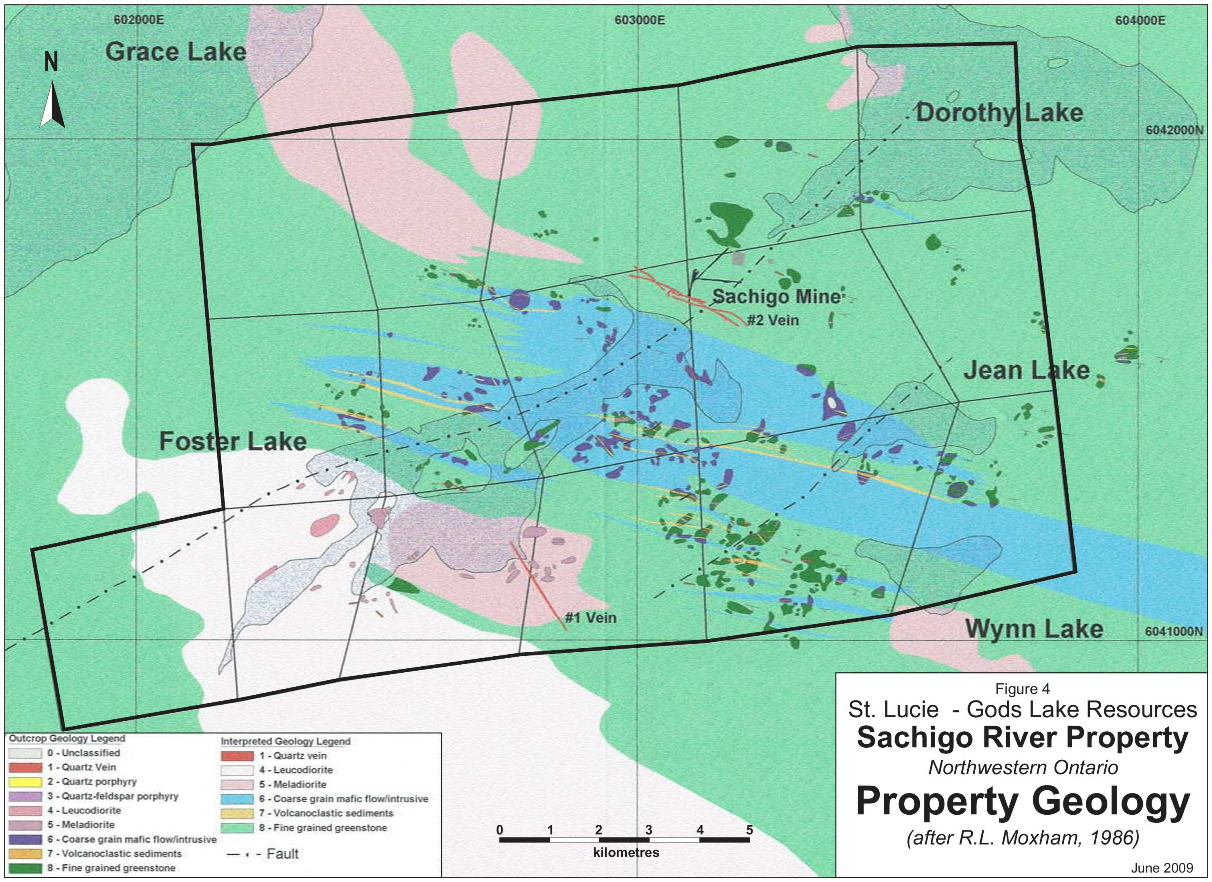
St. Lucie - Gods Lake Resources

Sachigo River Property

Northwestern Ontario

General Geology of the Sachigo Subprovince

June 2009



EXPLORATION

As noted in the historical section, the Property has previously been the subject of several exploration programs by various other issuers and operators, none of whom were acting with, or on behalf of, the Company.

To date, the Company, nor anyone acting on its behalf, has conducted exploration work on the Property. The Company hired Bill Nielson, P.Geo., to complete a brief independent review of the Property and to provide the Company with his recommendations. These recommendations are addressed in the "Exploration and Development" section below.

Flint Rock Mines, 1961

Flint Rock Mines (Flint Rock Mines) established a picketed grid over the general area of current patented mining claims during the early winter months from January to April 1961.

Based on the results of the geophysical survey, Flint Rock consultants made several observations regarding potential orientations of extensions to the original vein discoveries. Due to pinch and swelling, vein extensions could be found with no displacement, or displaced to the south on either end, or displaced to the north or south on the east, but not on the west. Parallel or perpendicular associated veins should also be found. A 2,000 foot initial drill program with collar locations was recommended.

Flint Rock staked additional claims around the original claim block and expanded the grid and geophysical survey onto the new ground. Several of the conductors identified on the original claim block were confirmed to extend onto the new expanded claim block. New conductors were also identified and interpreted as disseminated sulphide horizons. In addition to the drilling work above, a program of surface mapping to correlate outcrops with inferred geology was also recommended.

Following the geophysical work, a program of surface mapping was completed in the summer of 1961, and a 6,245-foot (1904 metre) 14-hole diamond-drilling program was undertaken during the winter months late in 1961.

Generally, low gold values from 0.04 to 0.16 oz. per ton were obtained (1.4 to 5.4 grams per tonne) in narrow shear zones (0.6 metres wide or less) within diorite in holes S-10, S-11 and S-13 near the outer edge of a quartz diorite plug located approximately 1,067 metres (3,500 feet) north of the south part of Foster Lake. The remaining holes intersected various mineralized shear or porphyry zones with no significant gold mineralization. Further drilling was recommended along the edges of the two diorite bosses, and in a sheared tuff approximately 550 metres south of the baseline between lines 2W and 4W where a number of porphyry dikes and lenses of quartz were known to occur. According to assessment work filings, Flint Rock performed no additional work on the Property.

Great Plains Development Company, 1972

Great Plains Development Company staked 6 claims between Dorothy Lake and Aljo Lake in 1972. Presumably, the claims were staked to investigate airborne EM geophysical anomalies identified here. Two diamond drill holes were put down approximately 1,350 and 2,400 metres east of the shaft. Both holes encountered alternating layers of dacite, schist, and porphyry with graphitic shear zones. The hole furthest to the east also encountered narrow metasediment layers. Pyrite and pyrrohtite in concentrations usually between 2 to 5%, and as much as 20% were also noted. Several samples for analysis were apparently collected, however no assays were reported. A report documenting this drilling work was not available in the assessment file records.

Canadian Nickel Company

As reported in the historical section, the Canadian Nickel Company (INCO) drilled two holes at the north end of Grace Lake, 793 metres (2,600 feet) northwest of the shaft area. The author could find no record of this work in assessment work files available from the MNDM. According to Moxham et al., this drilling encountered graphite-bearing shears in both holes. Moxham surmised that this drilling work was prompted by an airborne EM survey directed towards base metal exploration.

Huntex Ltd.

C. Warren Hunt acquired 16 claims over the mine site in 1979. His approach was to reassess the gold-potential of the mine site using geochemical methods. Hunt undertook an initial program of soil and plant sampling in the area of the mine workings. In addition, historical mine tailings, spilled ore and waste dump samples were collected for comparative geochemical and metallurgical analyses. Results of the geochemical sampling were positive. It was observed that samples near the ore body had gold concentrations 91 to 98 times background in soil samples, and eight to ten times background in vegetation samples. Hunt concluded it was unlikely that a subcropping ore body with less than 10 metres of overburden would fail to be detected by plant or soil geochemistry sampling. Hunt also concluded that the exploration work done prior to the abandonment of the mining work in 1944 was not enough to disprove that undetected additional reserves could be present near the old mine workings. Consequently, Hunt recommended a comprehensive geochemical and biogeochemical sampling program over the property, followed by detailed geophysical work over newly detected anomalies.

Lac Minerals Ltd.

Based on the findings of Hunt, Lac Minerals Ltd. (Lac) optioned the Property from Huntex in 1980. Lac undertook a broad-based program including magnetometer, geophysical and geological surveys over the mine area. Lac also completed basal till, bedrock chip, lake sediment and organic geochemical sampling using a portable overburden drill throughout the Property area. Samples were analyzed for gold, silver and base metal content.

Three areas of significant metal content were identified following completion of the geochemical survey. The first area contained elevated gold concentrations and was located approximately 60 metres west of the northwest finger of Foster Lake. Lac concluded that the anomalous gold in this area could have originated from an adjacent bedrock source or the southwest transport of till from the Sachigo Gold Mine. The second area was base-metal rich and occurs as a broad east-southeast trend through the centre of Foster Lake, the source being from the northeast. Bedrock in this area is mafic in composition and not known to contain significant quantities of base metal sulphides. The third area was base metal-rich and occurs at Dorothy Lake immediately southwest of east-southeast trending sulphide-bearing bedrock geophysical conductors. This elevated base metal content in basal till is probably derived from neighbouring sulphide-rich bedrock.

Following completion of the geochemical survey, Lac undertook a 6 hole, 2,000-foot (610 metre) diamond-drilling program in the spring of 1983. Holes were spotted to test anomalous geochemical and geophysical areas identified in the previous surveys. Holes were located southeast, south and west of the head frame and no significant gold intersections were encountered. The highest concentration of gold encountered was a 3- foot (one metre) section of quartz stringers in a pyritic tuff that assayed 0.10 oz./ton of gold (3.4 grams per tonne over one metre). This hole was located approximately 200 metres west of the head frame. It was abandoned at 30 metres due to problems with caving. Following completion of this phase of drilling, Lac recommended that future drilling should include a drill hole collared immediately to the south of, and drilled beneath the caved hole.

Inco/Krigold Resources Ltd.

Krigold Resources Ltd. (Krigold) through a property agreement with Hunt and additional staking, acquired 76 claims centred on the Sachigo River Gold Mine in 1986. Subsequently, Inco optioned the property from Krigold and staked additional claims centred on the Krigold property.

Geo-Instruments

Following the work of Krigold, the last apparent exploration work at the Property was a helicopter-borne geophysical survey over the area of the old mine workings and some surrounding area. However, data from this survey was not available through the on-line assessment records. Moxham, 1998 documented and discussed the results in detail, which are summarized below.

In 1990, Geo-Instruments of Toronto conducted a helicopter-borne magnetic, electromagnetic and VLF survey over two separate claims blocks on the Ellard Lake volcanic belt, near the Inco claims. The survey included 327 line-kilometres over the former Inco area, and 59 kilometres over the central claim group. 59 line kilometres were also flown over a smaller area about 5 kilometres northwest of the old Sachigo mineshaft. Line spacing was 200 metres, and the survey was flown to identify fracture zone related deposits near the old mine workings.

Dr. Zbynek Dvorak of Urquart Dvorak, interpreted the survey data and presented the results on a set of 1:10,000 scale maps. Dvorak concluded that certain offsets, disruptions, and terminations in the field contours of the EM and VLF data could be interpreted as structural features and that these features are of prime exploration importance. He recognized five bedrock conductor groups in the surveyed area, and he recommended follow-up groundwork on each. Also, he recommended same scale compilation of all historical geophysical, geochemical and geological information to develop new target areas for further exploration work.

RLMA

In September of 1998, St. Lucie retained R.L. Moxham Associates (RLMA) to review and re-interpret the historical exploration work and provide new recommendations for exploration targets. RLMA completed re-sampling of old Inco drill cores, mine dump tailings and surrounding outcrops. These samples were analyzed using thin and polished section microscopic techniques. Multi-element geochemical and gold analyses by fire assay were also completed. RLMA provided new interpretations for the historical exploration data and recommendations for new targets to St. Lucie in a report entitled “Review of the Sachigo River Gold Mine Properties of Sachigo River Exploration Company, Inc.” dated October 1998.

RLMA discussed in detail the historical geophysical, geochemical and biogeochemical and geological results. RLMA deduced that the primary source for gold in the old mine workings study area appears to be the semi-concordant biotite diorite stocks found here. Gold was deposited in veins and in late intrusive rocks within these bodies. Subsequent tectonic and hydrothermal events re-worked and re-deposited this initial gold mineralization. Another source of base and gold mineralization appears to be the felsic tuff sequence in the northern part of the property in which massive sulphide layers were noted in Inco drill hole logs.

RLMA also concluded that the potential exists for many such diorite stock related gold occurrences to exist in the Ellard lake volcanic belt, which extends westward to another historical gold mine (now defunct) at Gods Lake in Manitoba.

Ontario Geological Survey

In 19, representatives of the Ontario Geological Survey (OGS) collected 50 samples of surface till from a 25 square kilometre area near and on the Property. The samples were processed for particulate gold content. The number of gold grains calculated for the till samples (normalized to 10 kilogram size) ranged up to 90 with a median value of 8 grains. Gold grains were generally classified as reshaped, although samples with higher numbers of gold grains had high proportions of pristine grains.

Samples containing anomalous numbers of gold grains are associated with the oval tonalite pluton located 1 kilometre south of the Sachigo Gold Mine site, and other parts of the Ellard Lake greenstone belt 4 kilometres south of the Sachigo Gold Mine site.

OGS concluded that the anomalous numbers of gold grains in till samples from the Property supported the use of till as a sampling medium for mineral exploration programs. Till in the area of the Property is widely distributed and is conducive to local and regional till sampling surveys. Areas of thin till, where samples can be taken close to bedrock will be best suited for sampling programs. Also, gold grain shape data can be used to help interpret the transport history of the grains. Finally, OGS recommended a more detailed till sampling survey on the Property to detect a discrete grain dispersal train from the No. 2 Vein.

A compilation map of the locations of historical geophysical conductors is provided in Figure 5. A map of historical diamond drill hole locations is provided in Figure 6.

DEPOSIT TYPES

A wide variety of deposit types are found within the northwestern Superior Province region (the region). Iron formation is encountered in the upper part of platform sequences in the North Spirit Lake area. Platinum group elements and chromium associated with a possible synvolcanic ultramafic-mafic sill are found at Big Trout Lake. Lead, silver and gold found in pyrrohtite, pyrite, argentite, galena, sphalerite, arsenopyrite in veins cutting wackes associated with mafic flows are found at Borland Lake. Copper and molybdenum deposits in porphyry-style mineralization are found at Setting Lake Net.

Four types of mineral deposits appear to be spatially associated with major faults in the northwestern Superior Province region: vein silver and gold, rare-metal granites and pegmatites, lode gold deposits, and minor uranium mineralization. Deposits of silver and minor gold occur in veins cutting the stratigraphy at the Berens River Mine at Favourable Lake. Silver–rich veins occur at Borland Lake where ore is found to occur along the Bear Head fault zone. A close spatial relationship has been noted in the region between so-called two mica granites and related fractionated pegmatites and associated rare-metal mineralization and regional-scale shear zones. Most of these rare-metal occurrences are found within Manitoba. Anomalous gold background values with fluorite bearing two mica granites have been found along major shear zones within the North Caribou greenstone belt.

Structurally controlled lode gold deposits in the northwestern Superior Province are spatially associated with regional-scale shear zones. Deposits of note in the region include the Musselwhite deposit in the North Caribou greenstone belt (1,000,000 tons grading approximately 0.2 ounces Au per tone), the Lingman Lake Mine (reserves of 574,000 tones), the Berens River Mine (produced 157,341 ounces Au) and the Sachigo River Exploration Co. Ltd. mine that produced 46,457 ounces Au.

MINERALIZATION

Native gold in the area and on the Property is found within quartz veins, shear zones and porphyry dykes. Two major gold-bearing quartz vein systems have been extensively explored and developed and are referred to as the No. 1 and No.2 vein systems.

The No. 1 Vein is found within a diorite plug on the southeast side of Foster Lake. The vein consists of sugary quartz aggregate that pinches and swells along strike and has been traced for a length of 137 metres (450 feet) (Moxham, 1998). Shallow diamond drilling and channel sampling in trenches have established a consistent grade of 10.5 grams/tonne (0.3 oz. per ton) over an average with of 0.8 metres (2.5 feet). The vein strikes at N 30 degrees W and has a vertical dip. Mineralization is described as moderate chalcopyrite with minor pyrite and tourmaline. In 1961, Flint Rock Mines attempted to expand the known limits of the vein by drilling nine diamond drill holes. None of the holes were successful in intercepting the vein due to an apparent error in spotting the hole collars. However, these holes did identify shear-controlled gold mineralization that varied in grade from trace to 1.4 grams per tonne (0.04 oz/ton) along the contact of the diorite plug. This drilling also identified gold-bearing sugary quartz veins with grades up to 15 grams per tonne (0.46 oz. per ton) found in fractures within the diorite plug that strike in different directions.

The No. 2 Vein is found at the north end of Foster Lake and is described as a wide composite vein that strikes north 80 degrees west and has a strike length of approximately 245 metres. No. 2 is an aggregate of smaller glassy quartz veins and stringers that seldom exceed 30 centimetres in width and carry sparse pyrite. Chocolate-coloured dacite porphyry with blue quartz eyes or schistose rocks separates the stringers and veins. The veins are found along the contact of a massive coarse grained flow in the footwall and a very fine grained hanging wall flow. Small lenses of dacite porphyry intruded this zone of weakness usually in echelon or sometimes parallel (Sutherland, 1962). The historical higher-grade pay zone is found between fine-grained and coarser-grained mafic flow units that contain lenses of dacite. Rich ore zones occur in hydrothermal quartz lenses found adjacent to the dacite lenses. Another type of ore was found in bedded tuffs when underground operations in the 1940's were extended to the east. This mineralization was much wider and lower in grade then the quart z veining described above. The tuff-style mineralization was limited in vertical extent and apparently pinched out between the fifth and sixth level of the mine.

RLMA, 1998 concluded that gold mineralization at the Property is found in five distinct environments as follows:

- Gold-bearing sugary aggregate quartz veins (average two to five feet thick) containing consistent grade (0.25 to 0.45 ounces/ton gold) and minor minerals such as tourmaline, chalcopyrite and pyrite. These quartz veins occur in the endocontact region of diroite bodies, possibly along the cooling joints.
- At the roof of the concordant diorite bodies, the mineralization is associated with strike- parallel and across-strike fractures. Gold concentrations in this environment are erratic and could be considered as porphyry gold mineralization of large-tonnage, low grade nature. Associated minerals are sericite, tourmaline, pyrite, chalcopyrite, quartz and calcite.
- Strike-parallel but shear-controlled dykes of quartz porphyry and/or dacite intruded into the greenstone pile, leading to further gold concentration by hydrothermal fluids, genetically related to the main concordant diorite bodies at depth, not far removed from the apophyses. This mineralization is essentially vein-like, accompanying different lithologies and sometimes permeating and altering tuff units to biotite, and dacite to a chocolate coloured slatey rock. In the latter case, the gold grade is consistent at around 0.70 oz./ton (24 grams per tonne) with minor minerals such as chalcopyrite, pyrite, pyrrhotite, sphalerite and galena also present.
- Sulphide-bearing polymetallic lenses along faults that are parallel to the strike. Lenses contain as much as 30% pyrrhotite, pyrite and graphite. Silver, copper and zinc and varying amount of gold are found in these occurrences.
- Structurally controlled hydrothermal mineralization at the intersections between two local fracture systems orientated at north 70 degrees west and north 60 degrees east. At these intersections, three types of narrow quartz lenses have been noted and include: dark blue lenses less than 30 cm in length containing visible gold and pyrite, pyrrhotite, sphalerite and galena that grade up to 1,000 grams per tonne; grey-coloured quartz prisms up to 3 metres in horizontal width and 30 to 50 metres long in the vertical axis that grade between 15 and 30 grams per tonne gold and contain chalcopyrite, pyrite and pyrrohtite; and clear glassy quartz prisms that are up to 20 metres in horizontal length and 15 metres in vertical width with highly erratic gold grades and very little sulphide mineralization.

DRILLING

The Company has not conducted any drilling work at the Property. Previous drill work was done between August 1987 and March 1988. Inco completed line-cutting, geological and geophysical surveying, air photo interpretation, and diamond drilling totalling 2,295 metres in 17 holes. Nine holes were drilled on the No. 2 Vein over 600 metres of its strike length to a depth of 90 metres. This drilling was designed to test for possible strike extensions and low residual grades near the old mine workings. No economic grade intersections were obtained during the drilling of the No. 2 Vein. Five holes were drilled on the No. 1 Vein, over a 240-metre strike length. This drilling was designed to test for potential economic gold occurrences and for possible neighbouring stockwork veining. Gold results were sub-economic (yet highly anomalous), the best result being 10.2 grams gold per tonne over a 0.45 metre width. A summary of the Inco No. 1 Vein drill results is provided in Table 2.

Table 2: 1988 Inco Drilling Hi-lights for No. 1 Vein

Hole No.	Depth (m) (from)	Depth (m) (to)	Gold Grade (grams/tonne)
78712	55.6	56.1	5.77
	57.4	57.6	1.32
78713	70.27	70.47	4.63
	73.74	75.12	4.90
78714	54.12	54.32	4.47
	81.78	83.94	4.12
	114.0	114.55	10.20

A strong horizontal loop EM conductor northeast of the old mine workings was tested with two drill holes over a 600-metre strike length and returned low grades (best assay was 2.26 grams per tonne over 0.35 metre length). Finally, one drill hole tested a coincident magnetic high and biogeochemical anomaly on the north shore of Sherman Lake, and no mineralization was found. The summary report (dated December 1990) detailing this program recommended no further exploration work for the Property.

SAMPLING METHODS AND APPROACH

It is assumed that personnel of Lac Minerals , Inco and other organizations that undertook historical sampling work at the Property would have done so in accordance with industry standards common at that time.

SECURITY OF SAMPLES

It is assumed that contractors of Lac Minerals, Inco and other organizations that completed preparation, analyses and security services for historical sampling work at the Property would have been done so in accordance with industry standards common at that time.

Neither St. Lucie nor GLR has undertaken any exploration work at the Property and consequently no samples for analyses were collected or analyzed.

MINERAL RESOURCE AND MINERALS RESERVE ESTIMATES

A 43-101 compliant mineral resource is not known to occur at the Property. RLMA (198) provided a reserve estimate of a measured 6,000 tonnes grading 10 grams per tonne for the No. 1 Vein. However, RLMA did not describe the methodology used to determine this resource.

EXPLORATION AND DEVELOPMENT

Based on the recommendations of Bill Nielson, P.Geo., the Company’s contemplated exploration and development activities include:

- a significant exploration program involving the use of geology, geochemistry, and geophysics to assess the property;
- an airborne survey over a larger area of 100m line spacing to assess the conductive zones, underlying geology/stratigraphy and possible areas of structural disturbance conducive to gold deposition; and
- the use of heavy mineral geochemistry to define areas of gold concentration and ultimately lead to drill targets.

RISK FACTORS

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Credit risk

The Company currently has no short-term investments, and the only financial instruments included in sundry receivables consists of goods and services tax due from the Federal Government of Canada, and a refundable deposit made to Bell Canada. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to these balances is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2009, the Company had a cash balance of $424,848 (December 31, 2008 - $19,958) and liabilities of $19,677 (December 31, 2008 - $9,877). The proceeds from the private placement that closed in July 2009 injected sufficient capital into the Company to cover its liabilities and embark on exploration activities in the Sherman Lake region.

Market risk

(a) Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate; however, no cash is currently invested. The Company does not hedge against interest rate risk.

(b) Price risk

The Company is exposed to price risk with respect to commodity prices, specifically gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. As the Company's mineral properties are in the exploration stage and do not contain any mineral resources or mineral reserves, the Company does not hedge against commodity price risk.

Sensitivity analysis

The Company has designated its cash as held-for-trading, measured at fair value. Financial instruments included in sundry receivables are classified as receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. As at December 31, 2009, the carrying and fair value amounts of the Company's financial instruments are approximately the same.

Exploration Stage Corporation and Exploration Risks

Junior natural resource issuers are typically focused primarily on the acquisition and exploration of resource properties. Such properties often have no established reserves. There is usually no assurance that any of the projects can be mined or operated profitably. Accordingly, it is not assured that such issuers will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of a junior natural resource issuer is often dependent upon developing and commercially mining or operating an economic deposit of minerals or oil and gas reserve, which in itself is subject to numerous risk factors. The exploration and development of mineral and oil and gas deposits involves a high degree of financial risk over a significant period of time of which even a combination of careful evaluation, experience and knowledge of management may not eliminate. While discovery of ore-bearing or petroleum-hosting structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines or wells. Major expenses may be required to establish reserves by drilling and to construct mining, processing and transport facilities at a particular site. It is impossible to ensure that the current exploration, development and production programs of a junior natural resource issuer will result in profitable commercial mining or oil and gas operations. The profitability of a junior natural resource issuer's operations will be, in part, directly related to the cost and success of its exploration and development programs which may be affected by a number of factors. Substantial expenditures are required to establish reserves which are sufficient to commercially mine resource and oil and gas properties and to construct, complete and install mining, processing and transport facilities in those properties that are actually mined and developed.

No History of Profitability

A junior natural resource issuer is typically a development stage company with no history of profitability. There can be no assurance that the operations of a junior natural resources issuer will be profitable in the future. A junior natural resource issuer often has limited financial resources and will require additional financing to acquire and further explore, develop, retain and engage in commercial production on its property interests and, if financing is unavailable for any reason, the junior natural resource issuer may become unable to acquire and retain its mineral concessions and carry out its business plan.

Government Regulations

A junior natural resource issuer's exploration operations will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining and oil and gas taxes and labour standards. In order for the junior natural resource issuer to carry out its mining and operating activities, its exploitation licences must be kept current. There is no guarantee that exploitation licences will be extended or that new exploitation licences will be granted. In addition, such exploitation licences could be changed and there can be no assurances that any application to renew any existing licences will be approved. The junior natural resource issuer may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The junior natural resource issuer will also have to obtain and comply with permits and licences which may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the junior natural resource issuer will be able to comply with any such conditions.

Market Fluctuation and Commercial Quantities

The market for minerals, oil and gas is influenced by many factors beyond the control of a junior natural resource issuer such as changing production costs, the supply and demand for minerals and petroleum products, the rate of inflation, the inventory of mineral producing corporations, the international economic and political environment, changes in international investment patterns, global or regional consumption patterns, costs of substitutes, currency availability and exchange rates, interest rates, speculative activities in connection with minerals and petroleum, and increased production due to improved mining and production methods. The metals industry in general is intensely competitive and there is no assurance that, even if commercial quantities and qualities of metals, oil and gas are discovered, a market will exist for the profitable sale of such metals, oil and gas. Commercial viability of precious and base metals and other mineral deposits and oil and gas reserves may be affected by other factors that are beyond the junior natural resource issuer’s control including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure and the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, as well as environmental protection. It is impossible to assess with certainty the impact of various factors which may affect commercial viability so that any adverse combination of such factors may result in the junior natural resource issuer not receiving an adequate return on invested capital.

Mining Risks and Insurance

A junior natural resource issuer is subject to risks normally encountered in the mining industry, such as unusual or unexpected geological formations, cave-ins or flooding. The junior natural resource issuer may become subject to liability for pollution, damage to life or property and other hazards of mineral and oil and gas exploration against which it or the operator if its exploration programs cannot insure or against which it or such operator may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral and oil and gas prospects or exploration and development and would have a material adverse affect on the financial position of the junior natural resource issuer.

Environmental Protection

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety, which may adversely affect a junior natural resource issuer or require it to expend significant funds.

Capital Investment

The ability of a junior natural resource issuer to continue exploration and development of its property interests will be dependent upon its ability to raise significant financing. There is no assurance that adequate financing will be available or that the terms of such financing will be favourable. Should a junior natural resource issuer not be able to obtain such financing, its properties may be lost entirely.

Key Executives

The Corporation is dependent on the services of key executives, including the directors of the Corporation and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Corporation, the loss of these persons or the Corporation's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Conflicts of Interest

Certain of the directors and officers of the Corporation may also serve as directors and officers of other companies involved in natural resource and oil and gas exploration and development and consequently, the possibility of conflict exists. Any decisions made by such directors involving the Corporation will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Corporation and such other companies. In addition, such directors declare, and refrain from voting on any matters in which such directors may have a conflict of interest.

Reliance on Management for Funding

The Corporation may rely on management for funding from time to time.

Environmental Regulation

The Company's mining and exploration activities are subject to various federal, provincial and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Title to Properties

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and 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 title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Commodity Prices

The profitability of the Company's operations will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, rate of inflation, world supply of mineral commodities, consumption patterns, sales of zinc, lead and silver, forward sales by producers, production, industrial and consumer demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable. The prices of commodities are affected by numerous factors beyond the Company's control.

Competition

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself with respect to the discovery and acquisition of interests in mineral properties, the recruitment and retention of qualified employees and other persons to carry out its mineral exploration activities. Competition in the mining industry could adversely affect the Company's prospects for mineral exploration in the future.

Recent increases in commodity prices have encouraged increases in exploration, development and construction activities, which have resulted in increased demand for, and cost of, exploration, development and construction services and equipment (including mining fleet equipment). Increased demand for services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and could increase potential scheduling difficulties and costs due to the need to coordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs or result in project delays or both. Any such material increase in costs would adversely affect the Company's results of operations and financial condition.

Expected Continued Operating Losses

The Company has no operating history and there can be no assurance that the Company will ever be profitable. The Company has experienced losses from operations for each of the years ended December 31, 2009 and December 31, 2008 and the period from date of incorporation until December 31, 2007. The Company expects to incur losses, and possibly incur increased losses, in the foreseeable future. There is no guarantee that the Company will be able to reverse the operating losses or that the Company will ever be consistently profitable.

Litigation Risk

All industries, including the mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material effect on our financial position, results of operations or the Company's mining and project development operations.

DIVIDENDS

There are no restrictions in the Company's constating documents that would restrict or prevent the Company from paying dividends. However, it is not contemplated that any dividends will be paid on the common shares of the Company in the foreseeable future, as it is anticipated that all available funds will be reinvested in the Company to finance the growth of its business. Any decision to pay dividends on the common shares of the Company in the future will be made by the board of directors on the basis of the earnings, financial requirements and other conditions existing at such time and will be subject to any restrictions imposed by the terms of any debt facilities or other contractual obligations of the Company.

DESCRIPTION OF CAPITAL STRUCTURE

General Description of Capital Structure

The Company's capital structure consists of capital stock, warrants, contributed surplus, and accumulated deficit. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the search for suitable new business ventures. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of a business.

The Company is authorized to issue an unlimited number of common shares, all without nominal or par value. The holders of the shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Company and shall have one (1) vote for each share held at all meetings of the shareholders of the Company.

On July 15, 2009, the Company completed a non-brokered arm's length private placement, with the issuance of 5,110,000 units at $0.10 per unit. Each unit of the Company consisted of one common share and one common share purchase warrant, which separated immediately upon issuance. Each full warrant entitles the holder to acquire one common share at a price of $0.75 for a period of 24 months (the "Warrant Term") from the closing date, provided that if after four months and one day following the closing date, the closing price of the common shares on the principal market on which such shares trade is equal to or exceeds $1.50 for 20 consecutive trading days, the Company may provide written notice to the purchaser that the Warrant Term shall accelerate to the date which is 90 days following the date a press release is issued by the Company announcing the reduced Warrant Term.

All securities issued pursuant to this private placement will be subject to resale restrictions expiring four months after closing. After completion of the private placement, the Company had 8,232,888 common shares issued and outstanding on a non-diluted basis with 5,110,000 common shares subject to issuance, for a total of 13,342,888 common shares on a fully diluted basis.

	Shares #	Amount $
Common Shares		
Balance, December 31, 2007	1,532,565	8,254,712
Private placement issuance	1,290,323	120,000
Balance, December 31, 2008	2,822,888	8,374,712
Issued for interest in exploration property	300,000	30,000
Private placement issuance	5,110,000	511,000
Warrant valuation	-	(48,950)
Share issue costs	-	(21,520)
Balance, December 31, 2009	8,232,888	8,845,242

CAPITALIZATION

Prepare and file the following chart for each class of securities to be listed:

Issued Capital

Issued Capital	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% Issued (non-diluted)	% of Issued (fully-diluted)
Public Float				
Total Outstanding (A)	8,232,888	13,342,888	100%	100%
Held by Related Persons or employees of the Corporation or Related Person of the Corporation, or by persons or companies who beneficially own or control, directly or indirectly, more than 5% voting position in the Issuer (or who would beneficially own or control, directly or indirectly, more than 5% voting position in the Corporation upon exercise or conversion of other securities held) (B)	4,661,500	8,336,500	56.6%	62.5%
Total Public Float (A-B)	3,571,388	5,005,500	43.4%	37.5%
Freely-Tradeable Float				
Number of outstanding securities subject to resale restrictions, including restrictions imposed by pooling or other arrangements or in a shareholder agreement and securities held by control block holders (C)	5,410,000	10,520,000	65.7%	78.8%
Total Tradeable Float (A-C)	2,822,888	2,822,888	34.3%	21.2%

Public Securityholders (Registered)

Instruction: For the purposes of this report, "public securityholders" are persons other than persons enumerated in section (B) of the previous chart. List registered holders only.

CLASS OF SECURITY		
Size of Holding	**Number of Holders**	**Total Number of Securities**
1-99 securities	Nil	Nil
100 – 499 securities	36	7,532
500 – 999 securities	130	67,628
1,000 – 1999 securities	17	36,216
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	20	3,460,012
	203	3,571,388

Public Securityholders (Beneficial)

Instruction: Include (i) beneficial holders holding securities in their own name as registered shareholders; and (ii) beneficial holders holding securities through an intermediary where the Issuer has been given written confirmation of shareholdings. For the purposes of this section, it is sufficient if the intermediary provides a breakdown by number of beneficial holders for each line item below; names and holdings of specific beneficial holders do not have to be disclosed. If an intermediary or intermediaries will not provide details of beneficial holders, give the aggregate position of all such intermediaries in the last line.

PUBLIC SECURITYHOLDERS (BENEFICIAL)		
Size of Holding	**Number of Holders**	**Total Number of Securities**
1-99 securities	Nil	Nil
100 – 499 securities	36	7,532
500 – 999 securities	130	67,628
1,000 – 1999 securities	17	36,216
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
5,000 or more securities	20	3,460,012
Unable to confirm	Nil	Nil
	203	3,571,388

Non-Public Securityholders (Registered)

Instruction: For the purposes of this report, "non-public securityholders" are persons enumerated in section (B) of the issued capital chart.

NON-PUBLIC SECURITYHOLDERS (REGISTERED)		
Size of Holding	**Number of Holders**	**Total Number of Securities**
1-99 securities	Nil	Nil
100 – 499 securities	Nil	Nil
500 – 999 securities	Nil	Nil
1,000 – 1999 securities	Nil	Nil
2,000 – 2,999 securities	Nil	Nil
3,000 – 3,999 securities	Nil	Nil
4,000 – 4,999 securities	Nil	Nil
	5	4,661,500
	5	4,661,500

Provide the following details for any securities convertible or exchangeable into any class of listed securities

Description of Security (include conversion / exercise terms, including conversion / exercise price)	Number of convertible / exchangeable securities outstanding	Number of listed securities issuable upon conversion / exercise
Common Share Purchase Warrants	5,110,000	5,110,000

Note: (1) These common share purchase warrants were issued pursuant to a private placement completed on July 15, 2009 which consisted of the issuance of 5,110,000 units at $0.10 per unit. Each unit of the Corporation consisted of one common share and one common share purchase warrant, which separated immediately upon issuance. Each full warrant entitles the holder to acquire a common share at a price of $0.75 for a period of 24 months (the "Warrant Term") from the closing date, provided that if after four months and one day following the closing date, the closing price of the common shares on the principal market on which such shares trade is equal to or exceeds $1.50 for 20 consecutive trading days, the Corporation may provide written notice to the purchaser that the Warrant Term shall accelerate to the date which is 90 days following the date a press release is issued by the Corporation announcing the reduced Warrant Term. All securities issued pursuant to the private placement were subject to resale restrictions expiring four months after closing.

Provide details of any listed securities reserved for issuance that are not included in the previous section.

This section is not applicable.

MARKET FOR SECURITIES

TRADING PRICE AND VOLUME

The Company's common shares trade on the Canadian National Stock Exchange ("CNSX"). The following charts summarize the price ranges and volume traded (or quoted) since the Company listed on the CNSX in August 2009.

Company Name: **God's Lake Resources Inc**

Listing Date**: August 7, 2009**

Symbol: **GLR**

Currency: **CDN$**

52 Week Hi –Low: **0.820 – 0.580**

Monthly Trading Summary

Date	Volume	Value	Trades	High	Low	Close
August 2009	0	N/A	0	N/A	N/A	N/A
September 2009	1500	1230	1	0.820	0.820	0.820
October 2009	500	305	1	0.610	0.610	0.610
November 2009	1500	975	3	0.660	0.630	0.630
December 2009	16970	11495	8	0.800	0.580	0.710

The Company did not issue non-trading securities during the most recently completed financial year.

ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

To the Company's knowledge, there are no securities held in escrow or that are subject to a contractual restriction on transfer.

DIRECTORS AND OFFICERS

The following directors were elected at the annual and special meeting of shareholders of the Corporation held on June 12, 2009:

Mark B. Cairns Ontario, Canada	President, Chief Executive Officer & Director	Mr. Cairns is a partner and founder of EDEV Real Estate Advisors Inc. Prior to forming EDEV Real Estate Advisors Inc., Mr. Cairns spent 8 years with CP Rail Properties Group and Marathon Realty Ltd. While at CP Rail Mr. Cairns was Senior Manager of Land Marketing for Ontario. During his time at Marathon Realty, Mr. Cairns worked with the Senior Vice-President of Land on strategic planning for large urban parcels like the Toronto Railway Lands, business park development in the United States and corporate real estate services for CP Rail. Also during his time at Marathon Realty, Mr. Cairns completed his Executive MBA at the University of Toronto. Mr. Cairns holds an MBA from the University of Toronto and a BA in Economics from the University of Western Ontario.
Michael J. Doran Ontario, Canada	Nominee Director	Mr. Doran is the President and CEO of the National Consulting Group (NCGI), a Canadian based consulting firm specialized in strategic advice to business and government. In the past five years, Mr. Doran has served in the following capacities for the following companies: Chairman, United Utilities Canada (1994-present); Chairman, Metcalfe Investments (2004-present); director, Hatch Mott Macdonald Ltd. (1998-2006); and director, Hatch Consulting Engineers (1996-2005).
Wolfgang H. Kyser Ontario, Canada	Nominee Director	Mr. Kyser is the President of Nutok Corporation, an investment company engaged in real estate investment and financing, as well as raising capital for junior mining companies. Mr. Kyser is currently a director of Net Net Net.TV, Inc. Kyser graduated in 1972 with a law degree from McGill University was called to the Bar of Ontario in 1974. He practised commercial, securities and real estate law in Toronto until 1980 when he joined an international public real estate corporation as general counsel and director until 1985.
Michael G. Sheridan Ontario, Canada	Director	Mr. Sheridan is the President, Chief Executive Officer, director and principal shareholder of Norstar Securities Limited Partnership, a Toronto based investment dealer. Mr. Sheridan has spent his entire career in the investment industry with a particular focus on the mining sector. Mr. Sheridan was previously the founder and President of a number of private investment companies that were active in many sectors of the securities trading business. Mr. Sheridan holds a Bachelor of Arts degree from the University of Western Ontario.

Dennis H. Peterson Ontario, Canada	Chief Financial Officer, Corporate Secretary & Director	Mr. Peterson is a securities lawyer and the principal of Peterson Law Professional Corporation, a Toronto-based securities law boutique focusing on resource companies. Mr. Peterson is a director of Probe Mines Limited, Zazu Metals Corporation, EM Resources Inc. and SL Resources Inc. Mr. Peterson holds a Bachelor of Commerce (Honours) degree from Queen's University and a Bachelor of Laws degree from the University of Toronto.

On September 28, 2009, Jacqueline Lilley was appointed Chief Financial Officer. Jacqueline Lilley is a Certified General Accountant with experience in the resource sector. She replaced Dennis H. Peterson who acted as Chief Financial Officer of God's Lake during the listing of God's Lake on the Canadian National Stock Exchange.

On March 8, 2010, Judy Baker has joined the Company as President and CEO. Judy Baker holds an Honours B.Sc. Geological Engineering in Mineral Resources Exploration and a M.B.A., and has seventeen years of experience in the mining and mineral exploration sector including equity analysis, fund management; and exploration and mining company activity. Judy Baker is currently a consultant for American Lithium Minerals Inc., a lithium exploration company focused on advancing US based lithium projects, and publicly traded on NASDAQ-OTCBB. Prior to this, Ms. Baker was the President, CEO and a director of Canada Lithium Corp., and was instrumental strategically positioning the company in lithium business that formerly operated as Black Pearl Minerals. Ms. Baker also serves on the board of directors for Abcourt Mines Inc. and Nemaska Exploration Inc.

All of the Directors of the Company hold office until the close of the next annual meeting of the shareholders of the Company or until their successors are duly elected or appointed.

Securities owned

Insiders acquired a total of 3,675,000 Units and 786,500 common shares from the former controlling shareholders. This was achieved through a private placement which was a related party transaction under Ontario Securities Commission Rule 61-501 – Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions (the "OSC Rule") as insiders participated in the private placement (Mark B. Cairns – 375,000 Units and 100,000 shares; Michael J. Doran – 200,000 Units; Wolfgang H. Kyser – 200,000 Units; Michael G. Sheridan – 2,900,000 Units and 686,500 shares). The private placement was approved by Dennis H. Peterson, Robert L. Gordon and Maria A. Bruzzese, being the directors of the Corporation prior to the appointment of new management. The new directors of the Corporation abstained from approval of this matter. The private placement completed by the insiders was exempt from the related party valuation and minority security holder approval requirements of the OSC Rule on the basis that no securities of the Corporation are listed or quoted on any specified markets, such markets specified by the OSC Rule to be the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States. Mr. Michael G. Sheridan, a new director of the Corporation, acquired 2,900,000 Units in the private placement for gross proceeds of $290,000, and 686,500 shares from the former controlling shareholders for a total cost of $6,865. Mr. Sheridan did not own any shares or other securities of the Company prior to the private placement. As a result of the transactions announced herein, Mr. Sheridan owns 3,586,500 shares representing approximately 43.6% of the 8,232,888 issued and outstanding shares. Assuming no exercise of the 5,110,000 Warrants subject to issuance, Mr. Sheridan also owns 2,900,000 Warrants or 6,486,500 Shares on a fully diluted basis which represents 58.3% of the issued and outstanding shares of the Corporation. For the purposes of National Instrument 62-103 early warning reporting, the address of Mr. Sheridan is Suite 107, 73 Richmond Street West, Toronto, Ontario M5H 4E8. Mr. Sheridan has acquired the shares and Warrants of the Corporation for investment purposes, and has no current intention to increase the beneficial ownership, control or direction of the Corporation.

The follow table sets forth the total number of common shares and warrants on common shares held by each insider of the Company as at December 31, 2009.

Insider	Common Shares	Warrants (Common Shares)
Mark Cairns	475,000	375,000
Michael Doran	200,000	200,000
Wolfgang Kyser	200,000	200,000
Dennis Peterson	200,000	Nil
Michael Sheridan	3,586,500	2,900,000

Corporate Cease Trade Orders and Bankruptcies

To the Company's knowledge, other than as set out below, none of the directors or officers of the Company or a shareholder holding sufficient securities of the Company who could materially affect the control of the Company, is, or has been within the ten years before the date of this Annual Information Form, a director or officer of any other company that, while such person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied such company access to any statutory exemptions under Canadian securities legislation, for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

Michael G. Sheridan was a director of St. Lucie Exploration Company Limited in respect of which a temporary cease trade order was issued by the Ontario Securities Commission in October 2003 for failure to file financial statements. St. Lucie Exploration Company Limited is still subject to this cease trade order due to lack of corporate funds.

Penalties and Sanctions

To the Company's knowledge, none of the directors or officers of the Company or a shareholder holding sufficient securities of the Company who could materially affect the control of the Company, has been subject to any penalties or sanctions imposed by a court relating to Canadian securities legislation or by a Canadian securities regulatory authority or has entered into a settlement agreement with a Canadian securities regulatory authority or been subject to any other penalties or sanctions imposed by a court, or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Personal Bankruptcies

To the Company's knowledge, none of the directors or officers of the Company or a shareholder holding sufficient securities of the Company to affect materially the control of the Company, or a personal holding company of any such persons has, within the ten years before the date of this Annual Information Form been bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director or officer.

Board Committees

The Corporation does not have an executive committee.

The Board of Directors has three (3) standing committees:

- the Audit Committee;
- the Nominating and Corporate Governance Committee; and
- the Compensation Committee.

All of these committees are independent of management and report directly to the Board of Directors. From time to time, when appropriate, ad hoc committees of the Board of Directors are appointed by the Board of Directors.

Audit Committee

Overview

The Audit Committee of the Corporation's Board of Directors is principally responsible for:

a) recommending to the Corporation's Board of Directors the external auditor to be nominated for election by the Corporation's shareholders at each annual meeting and negotiating the compensation of such external auditor;

b) overseeing the work of the external auditor;

c) reviewing the Corporation's annual and interim financial statements, Management's Discussion and Analysis and press releases regarding earnings before they are reviewed and approved by the Board of Directors and publicly disseminated by the Corporation; and

d) reviewing the Corporation's financial reporting procedures to ensure adequate procedures are in place for the Corporation's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph.

The Audit Committee's Charter

The Corporation's Board of Directors has adopted a Charter for the Audit Committee, which sets out the Committee's mandate, organization, powers and responsibilities.

The Audit Committee (hereinafter referred to as the "Committee") shall i) assist the Board of Directors in its oversight role with respect to the quality and integrity of the financial information; ii) assess the effectiveness of the Company's risk management and compliance practices; iii) assess the independent auditor's performance, qualifications and independence; iv) assess the performance of the Company's internal audit function; v) ensure the Company's compliance with legal and regulatory requirements, and vi) prepare such reports of the Committee required to be included in Management Information Circular in accordance with applicable laws or the rules of applicable securities regulatory authorities.

STRUCTURE AND OPERATIONS

The Committee shall be composed of not less than three Directors. A majority of the members of the Committee shall not be an Officer or employee of the Company. All members shall satisfy the applicable independence and experience requirements of the laws governing the Company, the applicable stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities.

Each member of the Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment.

Members of the Committee shall be appointed or reappointed at the annual meeting of the Company and in the normal course of business will serve a minimum of three years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Company a Chairman among their number. The Chairman shall not be a former Officer of the Company. Such Chairman shall serve as a liaison between members and senior management. The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

a) a quorum for meetings shall be at least three members;

b) the Committee shall meet at least quarterly;

c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least 24 hours in advance of such meeting;

d) a resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

The Committee shall report to the Board of Directors on its activities after each of its meetings. The Committee shall review and assess the adequacy of this charter annually and, where necessary, will recommend changes to the Board of Directors for its approval. The Committee shall undertake and review with the Board of Directors an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chairperson of the Committee or any other designated member of the Committee.

SPECIFIC DUTIES:

Oversight of the Independent Auditor

• Sole authority to appoint or replace the independent auditor (subject to shareholder ratification) and responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between Management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Audit Committee.

• Sole authority to pre-approve all audit services as well as non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.

• Evaluate the qualifications, performance and independence of the independent auditor, including (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Company, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.

• Obtain and review a report from the independent auditor at least annually regarding: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the independent auditor and the Company.

• Review and discuss with Management and the independent auditor prior to the annual audit the scope, planning and staffing of the annual audit.

• Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

• Review as necessary policies for the Company's hiring of employees or former employee of the independent auditor.

Financial Reporting

• Review and discuss with Management and the independent auditor the annual audited financial statements prior to the publication of earnings.

• Review and discuss with Management the Company's annual and quarterly disclosures made in Management's Discussion and Analysis. The Committee shall approve any reports for inclusion in the Company's Annual Report, as required by applicable legislation.

• Review and discuss with Management and the independent auditor management's report on its assessment of internal controls over financial reporting and the independent auditor's attestation report on management's assessment.

• Review and discuss with Management the Company's quarterly financial statements prior to the publication of earnings.

• Review and discuss with Management and the independent auditor at least annually significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.

• Review and discuss with Management and the independent auditor at least annually reports from the independent auditors on: critical accounting policies and practices to be used; significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements; alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and Management, such as any management letter or schedule of unadjusted differences.

• Discuss with the independent auditor at least annually any "Management" or "internal control" letters issued or proposed to be issued by the independent auditor to the Company.

• Review and discuss with Management and the independent auditor at least annually any significant changes to the Company's accounting principles and practices suggested by the independent auditor, internal audit personnel or Management.

• Discuss with Management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance (if any) provided to analysts and rating agencies.

• Review and discuss with Management and the independent auditor at least annually the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.

• Review and discuss with the Chief Executive Officer and the Chief Financial Officer the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the annual filings with applicable securities regulatory authorities.

• Review disclosures made by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the annual filing with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving Management or other employees who have a significant role in the Company's internal controls.

• Discuss with the Company's General Counsel at least annually any legal matters that may have a material impact on the financial statements, operations, assets or compliance policies and any material reports or inquiries received by the Company or any of its subsidiaries from regulators or governmental agencies.

Oversight of Risk Management

• Review and approve periodically Management's risk philosophy and risk management policies.

• Review with Management at least annually reports demonstrating compliance with risk management policies.

• Review with Management the quality and competence of Management appointed to administer risk management policies.

• Review reports from the independent auditor at least annually relating to the adequacy of the Company's risk management practices together with Management's responses.

• Discuss with Management at least annually the Company's major financial risk exposures and the steps Management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

Oversight of Regulatory Compliance

• Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

• Discuss with Management and the independent auditor at least annually any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Company's financial statements or accounting.

• Meet with the Company's regulators, according to applicable law.

• Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Audit Committee by the Board of Directors.

FUNDING FOR THE INDEPENDENT AUDITOR AND RETENTION OF OTHER INDEPENDENT ADVISORS

The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Committee. The Committee shall also have the authority to retain such other independent advisors as it may from time to time deem necessary or advisable for its purposes and the payment of compensation therefore shall also be funded by the Company.

<u>Composition of the Audit Committee</u>

The members of the Audit Committee are Mr. Doran (Chairperson), Mr. Sheridan and Mr. Kyser, all of whom are financially literate. National Instrument 52-110 “Audit Committees” (“NI 52-110”) of various Canadian securities administrators exempts the members of the Corporation’s Audit Committee from being independent and financially literate since the Corporation is a “Venture Issuer” (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the U.S.A., or a market outside of Canada and the U.S.A.).

Name of Member	**Independent (1)**	**Financially Literate (2)**
Michael J. Doran (Chairperson)	No	Yes
Michael G. Sheridan	No	Yes
Wolfgang H. Kyser	No	Yes

Notes:

(1) To be considered independent, a member of the Audit Committee must not have any direct or indirect “material relationship” with the Corporation. A “material relationship” is a relationship which could, in the view of the Board of Directors of the Corporation, be reasonably expected to interfere with the exercise of a member’s independent judgment.

(2) To be considered financially literate, a member of the Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation’s financial statements.

Audit Committee Oversight

During the twelve months ended December 31, 2009, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Corporation’s Board of Directors.

Reliance on Certain Exemptions

During the twelve months ended December 31, 2009, the Corporation has not relied on the exemption in Section 2.4 (De Minimus Non-Audit Services) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemptions) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Corporation by its external auditor during the last two financial years.

Financial Year Ending	**Audit Fees (1)**	**Audit Related Fees (2)**	**Tax Fees (3)**	**All Other Fees (4)**
December 31, 2008	$11,000	$nil	$1,500	$nil
December 31, 2009	$7,500	$nil	$1,000	$nil

Notes:

(1) The aggregate fees billed for audit services.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements and are not disclosed in the “Audit Fees” column.

(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services.

(4) The aggregate fees billed for professional services other than those listed in the other columns.

Exemption

Since the Corporation is a Venture Issuer (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the U.S.A., or a market outside of Canada and the U.S.A.), it is exempt from the requirements of Part 3 Composition of the Audit Committee and Part 5 Reporting Obligations of NI 52-110.

Nominating and Corporate Governance Committee

The members of the Nominating and Corporate Governance Committee are Mr. Kyser (Chairman), Mr. Sheridan and Mr. Doran. During fiscal 2009, the Nominating and Corporate Governance Committee met two (2) times.

The purpose of the Nominating and Corporate Governance Committee are:

- to identify and recommend individuals to the Board of Directors for nomination as members of the Board of Directors and its committees (other than the Nominating and Corporate Governance Committee);
- to review and set out recommendations for the remuneration of the President and Chief Executive Officer of GLR; and
- to develop and recommend to the Board of Directors a set of corporate governance principles applicable to GLR.

Compensation Committee

The members of the Compensation Committee are Mr. Sheridan (Chairman), Mr. Doran and Mr. Kyser. During fiscal 2009, the Compensation Committee met one (1) time.

The purposes of the Compensation Committee are to make recommendations to the Board of Directors relating to the compensation of:

- the members of the Board of Directors;
- Members of senior management of GLR.

Decisions requiring Board of Directors Approval

In addition to those matters which, by law, must be approved by the Board of Directors, the approval of the Board of Directors is required for:

- the Corporation's annual business plan and budget;
- major acquisitions or dispositions by the Corporation; and
- transactions which are outside of the Corporation's existing business.

Shareholder Communications

The Board of Directors has authorized management to represent the Corporation in its communications with Shareholders and members of the investment community. In addition, management meets regularly with investors and other interested parties to receive and respond to inquiries and comments. The Corporation seeks to ensure that all inquiries and concerns receive a complete and timely response from the appropriate member of management.

The Board of Directors reviews the Corporation's significant communications with investors and the public, including the Corporation's Annual Information Form, Management's Discussion & Analysis, Management Information Circular, annual audited financial statements and quarterly unaudited financial statements.

Expectations of Management

The Board of Directors has charged management with responsibility for the efficient management of the business and affairs of the Corporation and the identification and proposal of initiatives for the Corporation to secure opportunities as they arise. In order for the Board of Directors to effectively carry out its mandate, it regularly assesses the abilities of, and communicates those assessments to, management.

The Board of Directors recognizes the value of direct input from management as it serves to assist the Board of Directors in its deliberations. Where appropriate, members of management are invited to attend meetings of the Board of Directors to provide their input on various matters.

PROMOTERS

The Company has not retained the services of a promoter within the two most recently completed financial years.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is not subject to any legal proceedings material to the Company to which the Company or any of its subsidiaries is a party or of which any of the Company's properties is the subject matter and no such proceedings are known to the Company to be contemplated.

The Company is not subject to any regulatory actions material to the Company to which the Company or any of its subsidiaries is a party or of which any of the Company's properties is the subject matter and no such proceedings are known to the Company to be contemplated.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Other than the interests of certain directors, officers and shareholders of the Company as described elsewhere in this Annual Information Form, none of the directors or officers of the Company, nor any associate or affiliate thereof, has had a direct or indirect material interest in any transaction within the three most recently completed financial years or during the current year that has materially affected or is reasonable expected to materially affect the Company.

TRANSFER AGENT AND REGISTRARS

The Company retains Capital Transfer Agency Inc., located at 390 Bay Street, Suite 2020, Toronto, Ontario, M5H 2Y2, to act as registrar and transfer agent for the common shares of the Company.

MATERIAL CONTRACTS

The Company did not enter into any material contracts, other than contracts entered into in the ordinary course of business, within the most recently completed financial year.

INTEREST OF EXPERTS

Names of Experts

Mr. Warren Hawkins, P.Eng., a qualified person under National Instrument 43-101, is independent of the Corporation and has prepared a technical report on the Sherman Lake Gold Project in accordance with National Instrument 43-101. The technical report has been filed on www.sedar.com.

The auditors of the Company are McGovern, Hurley, Cunningham, Chartered Accountants, Licensed Public Accountants, of Toronto, Ontario.

McGovern, Hurley, Cunningham, is registered with the Canadian Public Accountability Board (CPAB) and the Public Company Accounting Oversight Board (PCAOB) to perform audit services for reporting issuers in Canada and the United States, respectively. McGovern, Hurley, Cunningham is also registered with the Investment Industry Regulatory Organization of Canada (IIROC) as an approved panel auditor.

Interests of Experts

The aforementioned persons, and any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, own less than one percent of the issued and outstanding Common Shares.

Neither the aforementioned persons, nor any director, officer, employee or partner, as applicable, of the aforementioned companies or partnerships, is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or any of any associate or affiliate of the Company.

ADDITIONAL INFORMATION

Additional information relating to the Company including additional financial information provided in the Company's financial statements and MD&A for its most recently completed financial year may be found on SEDAR (www.sedar.com). The Company's corporate website can be found at www.godslakeresources.com.

APPENDIX 1 – FINANCIAL STATEMENTS

GOD'S LAKE RESOURCES INC.
(FORMERLY "GGD RESOURCES INC.")
(AN EXPLORATION STAGE ENTITY)

FINANCIAL STATEMENTS

DECEMBER 31, 2009 AND 2008

McGovern, Hurley, Cunningham, LLP
Chartered Accountants

AUDITORS' REPORT

To the Shareholders of
God's Lake Resources Inc. (an exploration stage company)

We have audited the balance sheets of God's Lake Resources Inc. (an exploration stage company) as at December 31, 2009 and 2008 and the statements of operations, comprehensive loss and deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

McGOVERN, HURLEY, CUNNINGHAM LLP

McGovern, Hurley, Cunningham, LLP

Chartered Accountants
Licensed Public Accountants

Toronto, Ontario
January 26, 2010 except for Note 7
which is at March 8, 2010

GOD'S LAKE RESOURCES INC.
(FORMERLY "GGD RESOURCES INC.")
(AN EXPLORATION STAGE ENTITY)
BALANCE SHEETS
AS AT DECEMBER 31

	2009 $	2008 $
ASSETS		
CURRENT		
Cash	424,848	19,958
Sundry receivables	3,740	2,548
	428,588	22,506
OTHER ASSETS		
Interest in exploration property (Note 3)	30,000	-
	458,588	22,506
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	19,677	9,877
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (Notes 4(a) and (b))	8,845,242	8,374,712
WARRANTS (Note 4(c))	48,950	-
CONTRIBUTED SURPLUS	215,834	215,834
DEFICIT	(8,671,115)	(8,577,917)
	438,911	12,629
	458,588	22,506

GOING CONCERN (Note 1)

COMMITMENTS AND CONTINGENCIES (Notes 3 and 7)

APPROVED ON BEHALF OF THE BOARD:

Signed "Mark B. Cairns", Director

Signed "Michael G. Sheridan", Director

GOD'S LAKE RESOURCES INC.
(FORMERLY "GGD RESOURCES INC.")
(AN EXPLORATION STAGE ENTITY)
STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT
FOR THE YEARS ENDED DECEMBER 31

	2009	2008

	$	$
Professional fees	34,210	11,816
Filing fees	21,722	2,988
General and administrative	16,055	18,918
Consulting	11,963	-
Travel	9,524	-
Other (income)	(276)	-
Net loss and comprehensive loss for the period	93,198	33,722
Deficit, beginning of period	8,577,917	8,544,195
Deficit, end of period	8,671,115	8,577,917
Net loss per share – basic and diluted	0.02	0.02
Weighted average number of common shares outstanding - basic and diluted	5,354,915	1,762,349

GOD'S LAKE RESOURCES INC.
(FORMERLY "GGD RESOURCES INC.")
(AN EXPLORATION STAGE ENTITY)
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31

	2009 $	2008 $
CASH FLOWS FROM OPERATING ACTIVITIES		
Net (loss) for the period	(93,198)	(33,722)
Changes in non-cash working capital balances:		
(Increase) in sundry receivables	(1,192)	(78)
Increase (decrease) in accounts payable and accrued liabilities	9,800	(2,132)
Cash flows from operating activities	(84,590)	(35,932)
CASH FLOWS FROM FINANCING ACTIVITIES		
Promissory note (Note 5)	5,500	45,000
Issuance of units, net of costs	483,980	-
Cash flows from financing activities	489,480	45,000
Increase in cash	404,890	9,068
CASH, BEGINNING OF PERIOD	19,958	10,890
CASH, END OF PERIOD	424,848	19,958

SUPPLEMENTAL INFORMATION		
Taxes paid	-	-
Interest paid	-	-
Common shares issued for interest in exploration property (Note 3)	30,000	-
Units (common shares) issued in settlement of promissory note payable (Note 5)	5,500	120,000

1. NATURE OF OPERATIONS AND GOING CONCERN

God's Lake Resources Inc. (the "Company"), formerly GGD Resources Inc., was incorporated in 1978. During the ten year period prior to January 1, 2009, the Company had no active business or assets other than current assets. On June 12, 2009, the Company acquired a 100% interest in the Sherman Lake Gold Project in exchange for 300,000 fully paid and non-assessable common shares, valued at $0.10 per share. The Sherman Lake area is located 410 km north of Red Lake, Ontario. The Company is considered to be in the development stage as defined by the Canadian Institute of Chartered Accountants ("CICA") Accounting Guideline 11 "Enterprises in the Development Stage" and is now engaged in the acquisition, exploration and development of properties for the mining of precious and base metals. The Company is in the process of exploring its exploration properties for mineral resources and has not determined whether the properties contain economically recoverable reserves. The recovery of the amounts shown for the exploration property acquisition costs and related deferred expenditures is dependent upon the existence of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain necessary financing to complete the exploration, and upon future profitable production.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and 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 title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

These financial statements have been prepared on the basis that the Company is a going concern. Management believes it will be successful in raising the necessary financing to continue in the normal course of operations; however, there is no assurance that these funds will be available on terms acceptable to the Company or at all. These financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. ACCOUNTING POLICIES AND RECENT PRONOUNCEMENTS

The accounting policies of the Company are in accordance with generally accepted accounting principles in Canada (Canadian GAAP) and are prepared on a basis consistent with the prior year except where noted below. Outlined below are those policies considered particularly significant.

Interest in Exploration Properties and Deferred Exploration Expenditures

Acquisition costs and exploration expenses relating to properties in which the Company has an interest will be deferred until the properties are brought into production, at which time they are amortized on a unit-of-production basis. Other general exploration expenses are charged to operations as incurred. The cost of exploration properties abandoned or sold and their related deferred exploration costs are expensed to operations in the year of abandonment or sale.

Costs include the cash consideration and the fair market value of the shares issued for the acquisition of exploration properties. Properties acquired under option agreements or by joint ventures, whereby payments are made at the sole discretion of the Company are recorded in the accounts at the time of payment.

2. ACCOUNTING POLICIES AND RECENT PRONOUNCEMENTS (Continued)

Interest in Exploration Properties and Deferred Exploration Expenditures (Continued)

The Company reviews capitalized property costs on a periodic basis and recognizes impairment in value based upon current exploration or production results, if any, and upon management's assessment of the future probability of profitable revenues from the property or from sale of the properties. Management's assessment of the properties estimated current value is also based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

On March 27, 2009, the Accounting Standards Board issued EIC-174 “Mining Exploration Costs”. In this EIC, the Committee provided additional guidance for an enterprise that has initially capitalized exploration costs and has an obligation in the current and subsequent accounting periods to test such costs for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. The Company has adopted EIC-174 in these financial statements with no material impact on the Company’s financial statements.

Asset Retirement Obligations

Costs of asset retirement obligations will be estimated each year by management based upon current regulations and industry practice. The fair value of asset retirement obligations is measured at the discounted present value of its expected cash outflows. The discounted amount will be capitalized as part of the carrying value of exploration properties and a corresponding liability will be recognized in the balance sheet. Once commercial production is achieved, depletion and depreciation expense will include amortization of the asset retirement amount using the unit-of-production method. The effect of the passage of time on the liability or accretion expense will be included in operating expense. The Company did not have any asset retirement obligations as at December 31, 2009 and 2008.

Credit Risk

On January 20, 2009 the CICA issued EIC-173 “Credit Risk and the Fair Value of Financial Assets and Financial Liabilities”. Under EIC-173, an entity’s own credit risk and the credit risk of the counterparty should be taken in to account in determining the fair value of financial assets and liabilities, including derivative instruments. The Company adopted the requirements of EIC-173 effective January 1, 2009. The adoption of the EIC did not have a material impact on the Company’s financial statements.

Foreign Currency Translation

The Company incurs certain expenditures in Euro and U.S. dollars. Foreign currency amounts are translated into Canadian dollars, the functional currency of the Company, using the exchange rate in effect at that date. Monetary assets and liabilities are translated at the exchange rates in effect at the balance sheet date. Non-monetary assets are translated at historical exchange rates. Expenses are translated using the exchange rate in effect at that time of the transaction. Translation gains and losses are included in the statements of operations, comprehensive loss and deficit.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes. Under this method of tax allocation, future income taxes are determined based on the differences between the financial reporting and tax bases of assets and liabilities. These income tax assets and liabilities are measured using the substantively enacted tax rates at which the income tax assets or liabilities are expected to be settled or realized. A valuation allowance is provided to the extent that it is more likely than not that future income tax assets will not be realized.

2. ACCOUNTING POLICIES AND RECENT PRONOUNCEMENTS (Continued)

Financial Instruments

Financial assets and liabilities, including derivative instruments, are initially recognized and subsequently measured based on their classification as “held-for-trading”, “available-for-sale” financial assets, “held-to-maturity”, “loans and receivables”, or “other” financial liabilities. Held-for-trading financial instruments are measured at their fair value with changes in fair value recognized in net loss for the period. Available-for-sale financial assets are measured at their fair value and changes in fair value are included in other comprehensive income until the asset is removed from the balance sheet or until impairment is assessed as other than temporary. Held-to-maturity investments, loans and receivables and other financial liabilities are measured at amortized cost using the effective interest rate method. Financial instruments included in sundry receivables are classified as receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

In June 2009, the CICA amended Section 3862, “Financial Instruments - Disclosures”, to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures. These amendments require a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair value of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant inputs are based on observable market data, either directly or indirectly. Level 3 valuations are based on inputs that are not based on observable market data. The amendments to Section 3862 apply for annual financial statements relating to fiscal years ending after September 30, 2009. The adoption of this statement did not have a material impact on the Company’s financial position or results of operations.

Stock-Based Compensation

The Company records compensation cost based on the fair value method of accounting for stock-based compensation. The fair value of stock options is estimated using the Black-Scholes option pricing model. The fair value of each option is recognized over the vesting period as stock based compensation expense and contributed surplus. When options are exercised, the proceeds received, together with any amount in contributed surplus will be credited to share capital. The Company’s stock-based compensation plan is described in Note 4(d).

Loss Per Share

Basic loss per share is calculated using the weighted average number of common shares outstanding. Diluted loss per share is calculated using the treasury stock method. In order to determine diluted loss per share, the treasury stock method assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted loss per share calculation. The diluted loss per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share. See Note 4(c) for details on the Company’s potentially dilutive securities.

Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the related reported amounts of revenue and expense during the period. Significant estimates include the valuation of interest in exploration property, asset retirement obligations, warrants and future tax assets. Actual results could differ from estimates. Management believes that the estimates are reasonable.

2. ACCOUNTING POLICIES AND RECENT PRONOUNCEMENTS (Continued)

Goodwill and Intangible Assets

In November 2007, the CICA issued Handbook Section 3064, “Goodwill and Intangible Assets”, which replaces the existing Handbook Section 3062, “Goodwill and Other Intangible Assets” and Handbook Section 3450, “Research and Development Costs”. This standard is effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The adoption of this section effective January 1, 2009 had no material impact on the Company’s financial statements.

Comparative Balances

Certain comparative figures disclosed in the statement of operations, comprehensive loss and deficit have been reclassified to conform with financial statement presentation adopted for the current year.

Future Accounting Pronouncements

International Financial Reporting Standards (“IFRS”)

In January 2006, the CICA Accounting Standards Board (“AcSB”) adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with IFRS by 2011. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS.

Business Combinations

CICA handbook Section 1582 “Business Combinations”, replaces Section 1581 “Business Combinations”, and provides the Canadian equivalent to International Financial Reporting Standards 3 “Business Combinations”. This applies to a transaction in which the acquirer obtains control of one or more businesses. Most assets acquired and liabilities assumed, including contingent liabilities that are considered to be improbable, will be measured at fair value. Any interest in the acquiree owned prior to obtaining control will be re-measured at fair value at the acquisition date, eliminating the need for guidance on step acquisitions. Additionally, a bargain purchase will result in recognition of a gain and acquisition costs must be expensed. Section 1582 is effective for fiscal years beginning on or after January 1, 2011.

Consolidations and Non-Controlling Interests

CICA handbook Sections 1601 “Consolidated Financial Statements”, and 1602 “Non-Controlling Interests” replace Section 1600 “Consolidated Financial Statements”. These new sections provide the Canadian equivalent to International Accounting Standard 27 “Consolidated and Separate Financial Statements”. Sections 1601 and 1602 are effective for fiscal years beginning on or after January 1, 2011.

3. INTEREST IN EXPLORATION PROPERTY

On May 12, 2009, the Company announced that it entered into an arm’s length agreement with Sachigo River Exploration Company Inc., to acquire a 100% interest in the Sherman Lake Gold Project in consideration for the issuance of 300,000 common shares valued at $30,000. The price of per common share was based on the arm’s length price per unit of $0.10 paid in the private placement transaction also announced on May 12, 2009. The acquisition closed on June 12, 2009. The Sherman Lake area is located 410 km north of Red Lake, Ontario.

The Sherman Lake Gold Project consists of one block of 16 leased claims and is subject to a 2% net smelter return royalty, which may be purchased for consideration of US$250,000. The leases expire on December 31, 2011 at which point they can be renewed.

4. CAPITAL STOCK, WARRANTS AND CONTRIBUTED SURPLUS

(a) Authorized

Unlimited number of common shares.

(b) Issued

	Shares	Amount

	#	$
Common Shares		
Balance, December 31, 2007	1,532,565	8,254,712
Private placement issuance (i)	1,290,323	120,000
Balance, December 31, 2008	2,822,888	8,374,712
Issued for interest in exploration property (Note 3)	300,000	30,000
Private placement issuance (ii)	5,110,000	511,000
Warrant valuation (ii)	-	(48,950)
Share issue costs (ii)	-	(21,520)
Balance, December 31, 2009	8,232,888	8,845,242

(i) On October 23, 2008, the Company issued 1,290,323 common shares in settlement of the note payable in the aggregate amount of $120,000 described in Note 5. The subscription price of $0.093 per common share was based on the arm's length price per share of $0.093 paid in a change of control transaction announced on May 18, 2006.

(ii) On July 15, 2009, the Company closed a non-brokered private placement financing and issued 5,110,000 units at $0.10 per unit. Each unit of the Company consisted of one common share and one common share purchase warrant. Each full warrant entitles the holder to acquire one common share at a price of $0.75 for a period of 24 months (the "Warrant Term") from the closing date, provided that if after four months and one day following the closing date, the closing price of the common shares on the principal market on which such shares trade is equal to or exceeds $1.50 for 20 consecutive trading days, the Company may provide written notice to the purchaser that the Warrant Term shall accelerate to the date which is 90 days following the date a press release is issued by the Company announcing the reduced Warrant Term. Share issue costs related to this private placement were $21,520 of which $2,050 was allocated to warrants. See Note 5.

(c) Warrants

Share purchase warrant transactions for the years ended December 31, 2008 and 2009 were as follows:

	Warrants \#	Amount $	Exercise Price $	Expiry Date
Balance, December 31, 2007 and 2008	-	-	-	
Private placement issuance (Note 4(b)(ii))	5,110,000	48,950	0.75	July 15, 2011
Balance, December 31, 2009	5,110,000	48,950	0.75	

The weighted average grant date fair value of warrants granted during the year ended December 31, 2009 amounted to $0.01 per warrant. The grant date fair value of each warrant granted was estimated using the Black-Scholes option pricing model with the following weighted average assumptions: risk free interest rate of 1.23%; expected life of 2 years; expected volatility of 100%; and expected dividend yield of 0%.

4. CAPITAL STOCK, WARRANTS AND CONTRIBUTED SURPLUS (Continued)

(d) Stock Option Plan

The Company has a stock option plan (the "Plan"), whereby it can grant options for the purchase of common shares to its directors, officers and certain consultants. The maximum aggregate number of shares that may be issuable pursuant to options granted under the Plan shall not exceed 10% of the issued and outstanding shares of the Company. No more than 5% of the issued shares of the Company may be granted to any one optionee, and no more than 2% of the issued shares of the Company may be granted to any one consultant or employee conducting "Investor Relations Activities" in any 12-month period. The options are non-transferable and non-assignable and may be granted for a term not exceeding five years. The exercise price of the options is fixed by the board of directors of the Company at the time of grant at the market price of the common shares, subject to all applicable regulatory requirements. The Company did not grant any options during the years ended December 31, 2009 and 2008.

5. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2009, the Company made payments totalling $5,400 (2008 - $Nil) relating to fees to a director who is also a shareholder and former officer of the Company which are included as a component of professional fees. This transaction occurred in the normal course of operations and is measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During the year ended December 31, 2009, a corporation controlled by a director and former officer of the Company, advanced $5,500 to the Company. This amount was settled through the issuance of 55,000 units, which was part of the private placement financing described in Note 4(b)(ii).

During the year ended December 31, 2007, this same corporation controlled by a director and former officer of the Company, advanced $75,000 to the Company. During the year ended December 31, 2008, the same corporation advanced an additional $45,000 to the Company for a total advance of $120,000. On October 23, 2008 the directors of the Company approved a subscription agreement with the corporation that had advanced the aforementioned funds, for a private placement of 1,290,323 common shares of the Company (see Note 4(b)(i)). Repayment of the advanced funds was applied to the subscription price of the shares.

During the year ended December 31, 2009, directors of the Company and a spouse of a director of the Company subscribed for a total of 3,925,000 units pursuant to the private placement described in Note 4(b)(ii) for gross proceeds of $392,500. In connection with this same private placement, the Company incurred legal fees in the amount of $21,000 charged by a law firm of which a director who is also a shareholder and former officer of the Company, is partner.

Subsequent to the acquisition of the Sherman Lake Gold Project described in Note 3, a director of Sachigo River Exploration Company Inc. became a director of the Company.

6. INCOME TAXES

(a) Provision for Income Taxes:

Major items causing the Company's income tax rate to differ from the statutory rate of approximately 33% (2008 – 33.5%) are as follows:

	2009 $	2008 $
(Loss) before taxes	(93,198)	(33,722)
Expected income tax (benefit) based on statutory rates	(30,800)	(11,300)
Increase in capital loss	-	(18,200)
Share issue costs	(5,400)	-
Change in tax rates	188,200	1,500
Change in valuation allowance	(152,000)	28,000
	-	-

(b) Future Tax Balances:

The tax effects of temporary differences that give rise to future income tax assets and future income tax liabilities at December 31, 2009 and 2008 are as follows:

	2009 $	2008 $
Future tax assets		
Exploration properties	386,200	447,900
Capital losses	717,300	832,100
Share issue costs	4,300	-
Non-capital losses	50,700	30,500
	1,158,500	1,310,500
Valuation allowance	(1,158,500)	(1,310,500)
	-	-

As at December 31, 2009, the Company had non-capital losses of approximately $202,500 available to reduce future years taxable income. The losses, if unutilized, will expire as follows:

Year	Amount
2014	$ 5,100
2025	1,000
2026	18,300
2027	46,900
2028	33,700
2029	97,500
	$ 202,500

As at December 31, 2009 the Company also had Canadian exploration and development expenditures, and Canadian oil and gas property expenditures in the aggregate amount of approximately $1,544,621 and capital losses of approximately $5,738,700 which under certain circumstances, may be utilized to reduce taxable income of future years.

The potential income tax benefit of these expenditures and losses has been fully offset by a valuation allowance.

7. COMMITMENTS AND CONTINGENCIES

Environmental Contingencies

The Company's mining and exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. The Company's recently acquired Sherman Lake Gold Project hosts an abandoned mine site which is on the Ontario Ministry of Northern Development, Mines and Forestry ("MNDM") Abandoned Mine Information System. Currently, no remedial action is necessary other than periodic inspections by MNDM. The Company has not been advised of any remedial work they would be required to undertake. Environmental laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company expects to make in the future, expenditures to comply with such laws and regulations. The cost to the Company of such expenditures, if any, are not known to date.

Consulting Agreement

On March 8, 2010, the Company entered into a consulting agreement with an officer of the Company which expires on March 3, 2011. The agreement provides for termination costs of $15,000 should the Company terminate the contract without notice.

8. CAPITAL MANAGEMENT

The Company considers its capital structure to consist of capital stock, warrants, contributed surplus, and accumulated deficit. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the search for suitable new business ventures. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of a business. The Company is not subject to externally imposed capital requirements.

The properties in which the Company currently has an interest are in the exploration and development stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and development, and pay for administrative costs, the Company has raised additional capital through a non-brokered arm's length private placement. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

9. FINANCIAL RISK FACTORS

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company currently has no short-term investments, and the only financial instruments included in sundry receivables consists of goods and services tax due from the Federal Government of Canada, and a refundable deposit made to Bell Canada. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to these balances is remote.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2009, the Company had a cash balance of $424,848 (2008 - $19,958) and liabilities of $19,677 (2008 - $9,877). The proceeds from the private placement that closed in July 2009 (see Note 4) injected sufficient capital into the Company to cover its liabilities and embark on exploration activities in the Sherman Lake region.

Market risk

(a) Interest rate risk

The Company has cash balances subject to fluctuations in the prime rate; however, no cash is currently invested. The Company does not hedge against interest rate risk.

(b) Price risk

The Company is exposed to price risk with respect to commodity prices, specifically gold. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. As the Company's exploration properties are in the exploration stage and do not contain any mineral known or proven resources or mineral reserves, the Company does not hedge against commodity price risk.

(c) Foreign exchange risk

The Company's financings are in Canadian dollars. Certain of the Company's expenses are incurred in U.S. dollars and are therefore subject to gains or losses due to fluctuations in exchange rates. As at December 31, 2009, the Company had accounts payable and accrued liabilities of $5,000 (Cdn$5,255) (2008 - $Nil) denominated in U.S. dollars.

Sensitivity analysis

As at December 31, 2009, the carrying and fair value amounts of the Company's financial instruments are approximately the same. The Company does not believe there would be any material movements as a result of changes in interest rates. The Company does not hold any balances in foreign currencies that would give rise to exposure to foreign exchange risk.

APPENDIX 2 – MANAGEMENT DISCUSSION & ANALYSIS

GOD'S LAKE RESOURCES INC.

(FORMERLY "GGD RESOURCES INC.")
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE TWELVE MONTHS ENDED DECEMBER 31, 2009

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the financial statements of God's Lake Resources Inc. (the "Corporation"), formerly GGD Resources Inc, for the year ended December 31, 2009 (audited) and the related notes. The Corporation's reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. The Corporation reports its financial position, results of operations and cash flows in accordance with Canadian generally accepted accounting principles ("Canadian GAAP"). This MD&A is made as April 29, 2010.

The following MD&A may contain forward-looking statements. Forward-looking statements are based on current expectations that involve a number of risks and uncertainties which could cause actual events or results to differ materially from those reflected herein. Forward-looking statements are based on the estimates and opinions of management of the Corporation at the time the statements were made.

Additional information relating to the Corporation is on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.

OVERALL PERFORMANCE

The Corporation was an inactive reporting issuer seeking a new business in the resource sector. On June 12, 2009 the Corporation acquired the Sherman Lake Gold Project in exchange for 300,000 fully paid and non-assessable common shares, issued at a deemed value of $0.10 per share for a total consideration of $30,000.

The Sherman Lake area is located 410 km north of Red Lake, Ontario. The Sherman Lake Gold Project consists of one block of 16 leased claims. The claims are subject to a 2% Net Smelter Return Royalty which may be purchased for a consideration of US $250,000. Prospecting in 1935 led to the discovery of the Project. Follow-up trenching and drilling in 1936 identified two separate high-grade gold bearing quartz veins. The Project went into production in 1938 and produced 52,560 oz. of gold from 46,457 tons of ore (average grade 1.13 oz/ton) over its 4-year lifetime. Due to difficulties in identifying new ore zones, the mine was closed in 1941. Intermittent exploration efforts over the years by various groups in the immediate and surrounding area of the Project generated erratic results. However, work in the late 1990's identified several top priority exploration targets near the old mine workings. These targets remain untested to this day. It is the plan of the Corporation to investigate these targets and develop new targets through a systematic review and re-interpretation of historical data with the employment of modern exploration techniques.

Mr. Warren Hawkins, P.Eng., a qualified person under National Instrument 43-101, is independent of the Corporation and prepared a technical report on the Sherman Lake Gold Project in accordance with National Instrument 43-101. The technical report has been filed on www.sedar.com. The Corporation is in the process of planning an exploration program for the Sherman Lake Project. Further announcements will be made on the status of exploration initiatives. The qualified person under National Instrument 43-101 responsible for all technical data reported in this management discussion and analysis is Mr. Warren Hawkins, P.Eng.

On June 12, 2009 the Corporation changed its name to, "God's Lake Resources Inc." (formerly known as, GGD Resources Inc.), and an application to trade the Corporation's common shares on Canadian National Stock Exchange under trading symbol "GLR" was approved on August 7, 2009.

During the year ended December 31, 2009, a number of changes affecting the Corporation's share capital took place. These changes are summarized below:

(a) On May 12, 2009, the Corporation announced that it proposed to complete a non-brokered arm's length private placement financing. The proceeds of this private placement would be used to fund exploration activities on the Sherman Lake Gold Project and for general corporate purposes. The private placement closed on July 15, 2009, with the issuance of 5,110,000 units at $0.10 per unit. Each unit of the Corporation consisted of one common share and one common share purchase warrant, which separated immediately upon issuance. Each full warrant entitles the holder to acquire one common share at a price of $0.75 for a period of 24 months (the "Warrant Term") from the closing date, provided that if after four months and one day following the closing date, the closing price of the common shares on the principal market on which such shares trade is equal to or exceeds $1.50 for 20 consecutive trading days, the Corporation may provide written notice to the purchaser that the Warrant Term shall accelerate to the date which is 90 days following the date a press release is issued by the Corporation announcing the reduced Warrant Term. All securities issued pursuant to this private placement are subject to resale restrictions expiring four months after closing. After completion of the private placement, the Corporation had 8,232,888 common shares issued and outstanding on a non-diluted basis with 5,110,000 common shares subject to issuance, for a total of 13,342,888 common shares on a fully diluted basis. See "Transactions with Related Parties".

(b) On June 12, 2009, the Corporation issued 300,000 common shares at a deemed price of $0.10 per share for a total consideration of $30,000 to acquire 100% of the Sherman Lake Gold Project subject to a 2% Net Smelter Return Royalty which may be purchased for a consideration of US $250,000.

On September 28, 2009, Jacqueline Lilley was appointed Chief Financial Officer. Jacqueline Lilley is a Certified General Accountant with experience in the resource sector. She replaced Dennis H. Peterson who acted as Chief Financial Officer of God's Lake during the listing of God's Lake on the Canadian National Stock Exchange.

The Corporation is considered to be an exploration stage entity, and is now engaged in the exploration and development of properties for the mining of precious and base metals. The Corporation is in the process of exploring its exploration properties for mineral resources and has not determined whether the properties contain economically recoverable reserves. The recovery of the amounts shown for the mineral property acquisition costs and related deferred expenditures is dependent upon the existence of economically recoverable reserves, confirmation of the Corporation's interest in the underlying mineral claims, the ability of the Corporation to obtain necessary financing to complete the exploration, and upon future profitable production. The Corporation had no cash flows from operations.

In addition to the information contained in this management discussion and analysis, and the risk factors discussed below under "Risks and Uncertainties", shareholders should carefully consider the risk factors which may have a material adverse effect on the business, financial condition or results of operations of the Corporation. **As a result of these factors, an investment in securities of the Corporation is only suitable to investors who are willing to rely solely on management of the Corporation and who can afford to lose their entire investment and those investors who are not prepared to do so should not invest in these securities.**

SELECTED ANNUAL INFORMATION

Balance Sheet Data – As at December 31, 2009 (audited), December 31, 2008 (audited) and December 31, 2007 (audited)

	December 31, 2009	December 31, 2008	December 31, 2007
Current Assets	428,588	22,506	13,360
Current Liabilities	19,677	9,877	12,009
Working Capital (Deficit)	408,911	12,629	1,351
Total Assets	458,588	22,506	13,360
Share Capital (Deficit)	438,911	12,629	(73,649)

Statement of Operations and Deficit Data – Twelve Months Ended December 31, 2009 (audited), Twelve Months Ended December 31, 2008 and 2007 (audited)

	Twelve Months Ended December 31, 2009 ($)	Twelve Months Ended December 31, 2008 ($)	Twelve Months Ended December 31, 2007 ($)
Expenses	93,474	33,722	46,938
Gain on forgiveness of debt	-	-	-
Net Income/(Loss)	(93,198)	(33,722)	(46,938)
Net Income/(Loss) (Per Common Share–basic and diluted)	(0.02)	(0.02)	(0.03)

The Corporation, as of December 31, 2009 had only recently re-activated and, accordingly, had no material assets or operating business and no reportable operating segments other than the Sherman Lake Project. See “Description of Business”.

As at December 31, 2009, the Corporation had a working capital surplus of $408,911, compared to a working capital surplus of $12,629 as at December 31, 2008, and $1,351 as at December 31, 2007. See “Liquidity and Capital Resources”. The non-brokered private placement which closed July 15, 2009, injected capital of $511,000 into the Corporation. Management deems this to be sufficient capital to begin exploration of the mineral properties acquired and to pay any liabilities due. See “Risks and Uncertainties”.

RESULTS OF OPERATIONS

Twelve Months Ended December 31, 2009

During this period, the Corporation had interest revenue of $276 (2008 – Nil) and incurred expenses of $93,474 (2008 - $33,722). The Corporation's net loss for the period was $93,198 (2008 - $33,722). The expense breakdown for 2009 is as follows: Professional Fees at $34,210 (2008 - $11,816), Filing Fees at $21,722 (2008 - $2,988), General and Administrative at $16,055 (2008 - $18,918), Consulting at $11,963 (2008 - Nil), and Travel at $9,524 (2008 – Nil). The exploration property purchased amounted to $30,000 and is deemed a deferred exploration cost. As such, this amount has been capitalized.

Efforts were made to minimize expenses while the Corporation attempted to seek a new business. On June 12, 2009, the Corporation acquired a 100% interest in the Sherman Lake Gold Project.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly results of the Corporation for the eight quarters prior to the effective date of this report. The information contained herein is drawn from the interim financial statements of the Corporation for each of the aforementioned eight quarters.

Year	2009	2009	2009	2009
Quarter	December 31	September 30	June 30	March 31
Revenue	4	272	Nil	Nil
Working Capital (Deficit)	408,911	477,340	(7,005)	10,189
Expenses	16,913	56,927	17,194	2,440
Net Income/(Loss)	(16,909)	(56,655)	(17,194)	(2,440)
Net Income/(Loss) (per common share, basic and diluted)	(0.00)	(0.01)	(0.01)	(0.00)

Year	2008	2008	2008	2008
Quarter	December 31	September 30	June 30	March 31
Revenue	(1,144)	Nil	Nil	1,144
Working Capital (Deficit)	12,629	(2,763)	(85,134)	(4,743)
Expenses	3,464	17,629	5,391	7,238
Net Income/(Loss)	(4,608)	(17,629)	(5,391)	(6,094)
Net Income/(Loss) (per common share, basic and diluted)	(0.02)	(0.01)	(0.00)	(0.00)

FOURTH QUARTER

During the fourth quarter of 2009, the Company's loss totalled $16,909 (2008 - $4,608). The breakdown of this is as follows: Interest Revenue at $4 (2008 – ($1,144)), Professional Fees at $786 (2008 - $834), Filing Fees at $1,023 (2008 - $560), General and Administrative at $1,553 (2008 - $2,070), Consulting at $4,027 (2008 – Nil), and Travel at $9,524 (2008 – Nil).

LIQUIDITY AND CAPITAL RESOURCES

The Corporation had cash in the amount of $424,848 as at December 31, 2009 compared to $19,958 as at December 31, 2008. As at December 31, 2009, the Corporation had a working capital surplus of $408,911, compared with $12,629 as at December 31, 2008. The Corporation had shareholders' equity in the amount of $438,911 as at December 31, 2009, compared to $12,629 as at

December 31, 2008. Current liabilities increased to $19,677 at December 31, 2009, compared to $9,877 at December 31, 2008.

The Corporation acquired 100% property rights to the Sherman Lake Gold Project on June 12, 2009, subject to a 2% Net Smelter Return Royalty which may be purchased for a consideration of US $250,000. Consideration for this purchase was the issuance of 300,000 common shares at a deemed value of $0.10 per share. Capital required to explore this property was raised through a non-brokered private placement for gross proceeds of $511,000. See "Description of Business". Management deems this to be sufficient capital to begin exploration of the mineral properties acquired and to pay any liabilities due. See "Risks and Uncertainties".

Other than as discussed herein, the Corporation is not aware of any trends, demands, commitments, events or uncertainties that may result in the Corporation's liquidity or capital resources either materially increasing or decreasing at present or in the foreseeable future. Material increases or decreases in the Corporation's liquidity and capital resources will be substantially determined by the success or failure of its new venture and its ability to obtain additional equity financing.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation does not have any off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Twelve Months Ended December 31, 2009

During the year ended December 31, 2009, a corporation controlled by a director and former officer of the Company, advanced $5,500. This amount was settled through the issuance of 55,000 units, which was part of the private placement financing that occurred on July 15, 2009.

On May 12, 2009, the Corporation announced that it proposed to complete a non-brokered private placement financing. The proceeds of this private placement would be used to fund exploration activities on the Sherman Lake Gold Project and for general corporate purposes. The private placement closed on July 15, 2009, with the issuance of 5,110,000 units at $0.10 per unit for gross proceeds of $511,000. See, "Description of Business". The former controlling shareholders of the Corporation, Dennis H. Peterson (1,290,232 common shares) and Maria A. Bruzzese (583,615 common shares), owned a total of 1,873,847 common shares of the Corporation. As part of the private placement, a total of 1,673,847 common shares held by them were sold to the private placement investors at a purchase price of $0.01 per share for total proceeds of $16,739. The sale was completed concurrent with the private placement at which time all of the shares of Maria A. Bruzzese were sold and 1,090,232 common shares of the Corporation held by Dennis H. Peterson were sold leaving him with a balance of 200,000 common shares of the Corporation.

Insiders acquired a total of 3,925,000 Units and 786,500 common shares from the former controlling shareholders. The private placement was a related party transaction under Ontario Securities Commission Rule 61-501 – Insider Bids, Issuer Bids, Business Combinations and Related Party Transactions (the "OSC Rule") as the insiders participated in the private placement (Mark B. Cairns – 375,000 Units and 100,000 shares; Michael J. Doran – 200,000 Units; Wolfgang H. Kyser – 200,000 Units; Michael G. Sheridan – 2,900,000 Units and 686,500 shares; Maria Bruzzese – 250,000 units). The private placement was approved by Dennis H. Peterson, Robert L. Gordon and Maria A. Bruzzese, being the directors of the Corporation prior to the appointment of new management. The new directors of the Corporation abstained from approval of this matter. The private placement completed by the insiders was exempt from the related party valuation and minority security holder approval requirements of the OSC Rule on the basis that no securities of the Corporation were listed or quoted on any specified markets, such markets specified by the OSC Rule to be the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States. Mr. Michael G. Sheridan, a new director of the Corporation, acquired 2,900,000 Units in the private placement for gross proceeds of $290,000, and 686,500 shares from the former controlling shareholders for a total cost of $6,865. Mr. Sheridan did not own any shares or other securities of the Company prior to the private placement. As a result of the transactions announced herein, Mr. Sheridan owns 3,586,500 shares representing approximately 43.6% of the 8,232,888 issued and outstanding shares. Assuming no exercise of the 5,110,000 Warrants subject to issuance, Mr. Sheridan also owns 2,900,000 Warrants or 6,486,500 Shares on a fully diluted basis which represents 58.3% of the issued and outstanding shares of the Corporation. For the purposes of National Instrument 62-103 early warning reporting, the address of Mr. Sheridan is Suite 107, 73 Richmond Street West, Toronto, Ontario M5H 4E8. Mr. Sheridan has acquired the shares and Warrants of the Corporation for investment purposes, and has no current intention to increase the beneficial ownership, control or direction of the Corporation.

Twelve Months Ended December 31, 2008

During the year ended December 31, 2007, this same corporation controlled by a director and former officer of the Company, advanced $75,000 to the Company. During the year ended December 31, 2008, the same corporation advanced an additional $45,000 to the Company for a total advance of $120,000. On October 23, 2008 the directors of the Company approved a subscription agreement with the corporation that had advanced the aforementioned funds, for a private placement of 1,290,323 common shares of the Company (see Note 4(b)(i)). Repayment of the advanced funds was applied to the subscription price of the shares.

PROPOSED TRANSACTIONS

The Corporation has not entered into any proposed transaction as of the date hereof.

CHANGES IN ACCOUNTING POLICIES AND RECENT PRONOUNCEMENTS

As at December 31, 2009, the Corporation had the following changes in accounting policies:

(a) Credit Risk
On January 20, 2009 the CICA issued EIC-173 "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities". Under EIC-173, an entity's own credit risk and the credit risk of the counterparty should be taken in to account in determining the fair value of financial assets and liabilities, including derivative instruments. The Corporation adopted the requirements of EIC-173 effective January 1, 2009. The adoption of the EIC did not have a material impact on the Corporation's financial statements.

(b) Goodwill and Intangible Assets
In November 2007, the CICA issued Handbook Section 3064, "Goodwill and Intangible Assets", which replaces the existing Handbook Section 3062, "Goodwill and Other Intangible Assets" and Handbook Section 3450, "Research and Development Costs". This standard is

effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The adoption of this section effective January 1, 2009 had no material impact on the Company's financial statements.

The following accounting pronouncements will affect the Corporations' accounting policies in the future:

International Financial Reporting Standards ("IFRS")
In January 2006, the CICA Accounting Standards Board ("AcSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with International Financial Reporting Standards ("IFRS") by 2011. The Company is currently assessing the impact of the initiative on its financial statements; however, as the Corporation was inactive until June 2009, it is somewhat premature to understand the impact of the convergence of Canadian GAAP and IFRS. Company personnel are in the process of researching this required transition by reading documents pertaining to the differences between the two standards.

Business Combinations
CICA handbook Section 1582 "Business Combinations", replaces Section 1581 "Business Combinations", and provides the Canadian equivalent to International Financial Reporting Standards 3 "Business Combinations". This applies to a transaction in which the acquirer obtains control of one or more businesses. Most assets acquired and liabilities assumed, including contingent liabilities that are considered to be improbable, will be measured at fair value. Any interest in the acquiree owned prior to obtaining control will be re-measured at fair value at the acquisition date, eliminating the need for guidance on step acquisitions. Additionally, a bargain purchase will result in recognition of a gain and acquisition costs must be expensed. Section 1582 is effective for fiscal years beginning on or after January 1, 2011.

Consolidations and Non-Controlling Interests
CICA handbook Sections 1601 "Consolidated Financial Statements", and 1602 "Non-Controlling Interests" replace Section 1600 "Consolidated Financial Statements". These new sections provide the Canadian equivalent to International Accounting Standard 27 "Consolidated and Separate Financial Statements". Sections 1601 and 1602 are effective for fiscal years beginning on or after January 1, 2011.

RISKS AND UNCERTAINTIES

An investment in the securities of the Corporation is highly speculative and involves numerous and significant risks and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment.

Exploration Stage Corporation and Exploration Risks

Junior natural resource issuers are typically focused primarily on the acquisition and exploration of resource properties. Such properties often have no established reserves. There is usually no assurance that any of the projects can be mined or operated profitably. Accordingly, it is not assured that such issuers will realize any profits in the short to medium term, if at all. Any profitability in the future from the business of a junior natural resource issuer is often dependent upon developing and commercially mining or operating an economic deposit of minerals or oil and gas reserve, which in itself is subject to numerous risk factors. The exploration and development of mineral and oil and gas deposits involves a high degree of financial risk over a significant period of time of which even a combination of careful evaluation, experience and knowledge of management may not eliminate. While discovery of ore-bearing or petroleum-hosting structures may result in substantial rewards, few properties that are explored are ultimately developed into producing mines or wells. Major expenses may be required to establish reserves by drilling and to construct mining, processing and transport facilities at a particular site. It is impossible to ensure that the current exploration, development and production programs of a junior natural resource issuer will result in profitable commercial mining or oil and gas operations. The profitability of a junior natural resource issuer's operations will be, in part, directly related to the cost and success of its exploration and development programs which may be affected by a number of factors. Substantial expenditures are required to establish reserves which are sufficient to commercially mine resource and oil and gas properties and to construct, complete and install mining, processing and transport facilities in those properties that are actually mined and developed.

No History of Profitability

A junior natural resource issuer is typically a development or exploration stage company with no history of profitability. There can be no assurance that the operations of a junior natural resources issuer will be profitable in the future. A junior natural resource issuer often has limited financial resources and will require additional financing to acquire and further explore, develop, retain and engage in commercial production on its property interests and, if financing is unavailable for any reason, the junior natural resource issuer may become unable to acquire and retain its mineral concessions and carry out its business plan.

Government Regulations

A junior natural resource issuer's exploration operations will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining and oil and gas taxes and labour standards. In order for the junior natural resource issuer to carry out its mining and operating activities, its exploitation licences must be kept current. There is no guarantee that exploitation licences will be extended or that new exploitation licences will be granted. In addition, such exploitation licences could be changed and there can be no assurances that any application to renew any existing licences will be approved. The junior natural resource issuer may be required to contribute to the cost of providing the required infrastructure to facilitate the development of its properties. The junior natural resource issuer will also have to obtain and comply with permits and licences which may contain specific conditions concerning operating procedures, water use, waste disposal, spills, environmental studies, abandonment and restoration plans and financial assurances. There can be no assurance that the junior natural resource issuer will be able to comply with any such conditions.

Market Fluctuation and Commercial Quantities

The market for minerals, oil and gas is influenced by many factors beyond the control of a junior natural resource issuer such as changing production costs, the supply and demand for minerals and petroleum products, the rate of inflation, the inventory of mineral producing corporations, the international economic and political environment, changes in international investment patterns, global or regional consumption patterns, costs of substitutes, currency availability and exchange rates, interest rates, speculative activities in connection with minerals and petroleum, and increased production due to improved mining and production methods. The metals industry in general is intensely competitive and there is no assurance that, even if commercial quantities and qualities of metals, oil and gas are discovered, a market will exist for the profitable sale of such metals, oil and gas. Commercial viability of precious and base metals and other mineral deposits and oil and gas reserves may be affected by other factors that are beyond the junior natural resource issuer's control including particular attributes of the deposit such as its size, quantity and quality, the cost of mining and processing, proximity to infrastructure and the availability of transportation and sources of energy, financing, government legislation and regulations including those relating to prices, taxes, royalties, land tenure, land use, import and export restrictions, exchange controls, restrictions on production, as well as environmental protection. It is impossible to assess with certainty the impact of various factors which may affect commercial viability so that any adverse combination of such factors may result in the junior natural resource issuer not receiving an adequate return on invested capital.

Mining Risks and Insurance

A junior natural resource issuer is subject to risks normally encountered in the mining industry, such as unusual or unexpected geological formations, cave-ins or flooding. The junior natural resource issuer may become subject to liability for pollution, damage to life or property and other hazards of mineral and oil and gas exploration against which it or the operator if its exploration programs cannot insure or against which it or such operator may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral and oil and gas prospects or exploration and development and would have a material adverse affect on the financial position of the junior natural resource issuer.

Environmental Protection

The mining and mineral processing industries are subject to extensive governmental regulations for the protection of the environment, including regulations relating to air and water quality, mine reclamation, solid and hazardous waste handling and disposal and the promotion of occupational health and safety, which may adversely affect a junior natural resource issuer or require it to expend significant funds.

Capital Investment

The ability of a junior natural resource issuer to continue exploration and development of its property interests will be dependent upon its ability to raise significant financing. There is no assurance that adequate financing will be available or that the terms of such financing will be favourable. Should a junior natural resource issuer not be able to obtain such financing, its properties may be lost entirely.

Key Executives

The Corporation is dependent on the services of key executives, including the directors of the Corporation and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Corporation, the loss of these persons or the Corporation's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

Conflicts of Interest

Certain of the directors and officers of the Corporation may also serve as directors and officers of other companies involved in natural resource and oil and gas exploration and development and consequently, the possibility of conflict exists. Any decisions made by such directors involving the Corporation will be made in accordance with the duties and obligations of directors to deal fairly and in good faith with the Corporation and such other companies. In addition, such directors declare, and refrain from voting on any matters in which such directors may have a conflict of interest.

Reliance on Management for Funding

The Corporation may rely on management for funding from time to time. During the year ended December 31, 2009, a corporation controlled by a director and former officer of the Company, advanced $5,500 to the Company. This amount was settled through the issuance of 55,000 units, as part of the private placement on July 15, 2009. Insiders also participated in the private placement financing which closed on July 15, 2009. See "Transactions with Related Parties".

CRITICAL ACCOUNTING ESTIMATES

The Corporation does not utilize any critical accounting estimates for the financial periods discussed in this report.

Upon becoming active in the resource exploration sector, critical accounting estimates used in the preparation of the financial statements would include the Corporation's estimate of recoverable value of its mineral properties and related deferred exploration expenditures as well as the value of any stock-based compensation. Both of these estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Corporation's control.

The Corporation's recoverability of its recorded value of its mineral properties and associated deferred exploration expenses will be based on current market conditions for minerals, underlying mineral resources associated with the properties and future costs that may be required for ultimate realization through mining operations or by sale. The Corporation will be operating in an industry that is dependent on a number of factors including environmental, legal and political risks, the existence of economically recoverable reserves, the ability of the Corporation and its subsidiaries to obtain necessary financing to complete the development, and future profitable production or the proceeds of disposition thereof.

The factors affecting stock-based compensation include estimates of when stock options and compensation warrants might be exercised and stock price volatility. The timing for exercise of options is out of the Corporation's control and will depend on a variety of factors, including the market value of the Corporation's shares and financial objectives of the stock-based instrument holders. The Corporation used historical data to determine volatility in accordance with the Black-Scholes model. However, the future volatility is uncertain and the model has its limitations.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Corporation has not used any hedging or other financial derivatives during the twelve months ended December 31, 2009 and 2008.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this document, which are not historical facts are forward looking statements that involve risks, uncertainties and other factors that could cause actual results to differ materially from those expressed or implied by such forward looking statements. Factors that could cause differences include, but are not limited to, volatility and sensitivity to market prices for base metals, environmental and safety issues, changes in government regulations and policies and significant changes in the supply-demand fundamentals for base metals that could negatively affect prices. Although the Corporation believes that the assumptions used are reasonable, these statements should not be heavily relied upon. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

SUBSEQUENT EVENTS

On March 8, 2010, Mark B. Cairns resigned as President and Chief Executive Officer of the Corporation. Judy Baker was appointed as his replacement. Also on this date, Dennis Peterson resigned as a Director of the Corporation.

CERTIFICATE OF THE ISSUER

Pursuant to a resolution duly passed by its Board of Directors, God's Lake Resources Inc., hereby applies for the listing of the above mentioned securities on CNSX. The foregoing contains full, true and plain disclosure of all material information relating to God's Lake Resources Inc.. It contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in light of the circumstances in which it was made.

Dated at Toronto

this 29 day of April, 2010.

Sgd. "Judy Baker"

Judy Baker - Chief Executive Officer

Sgd. "Jacqueline Lilley"

Jacqueline Lilley- Chief Financial Officer

Sgd. "Michael Sheridan"

Michael G. Sheridan - Director

Sgd. "Michael Doran"

Michael J. Doran - Director

Sgd. "Wolfgang Kyser"

Wolfgang H. Kyser - Director