

The following Management's Discussion and Analysis ("MD&A") of Oro Gold Resources Ltd. ("Oro Gold" or the "Company") has been prepared as of March 30, 2009 and is intended to be read in conjunction with the Company's audited consolidated financial statements for the fiscal year ended November 30, 2008 together with the notes thereto and the Company's audited Consolidated Financial Statements and Notes for the years ended November 30, 2008 and 2007.

The financial statements for the fiscal year ended November 30, 2008 have been prepared by management in accordance with Canadian generally accepted accounting principles.

Throughout this report we refer to "Oro Gold", the "Company", "we", "us", "our" or "its". All these terms are used in respect of Oro Gold Resources Ltd. Additional information relating to the Company is available on the SEDAR website at www.sedar.com. All the financial information in this MD&A and all dollar amounts in the tables, including comparatives, are expressed in Canadian dollars, unless otherwise noted.

Cautionary Statement on Forward-Looking Information

This MD&A is based on a review of the Company's operations, financial position and plans for the future based on facts and circumstances as of March 30, 2009. Except for historical information or statements of fact relating to the Company, this document contains assumptions, estimates, and other forward-looking statements regarding future events. Such forward-looking statements involve inherent risks and uncertainties and are subject to factors, many of which are beyond the Company's control that may cause actual results or performance to differ materially from those currently anticipated in such statements. Important factors that could cause actual results to differ materially from those expressed or implied by such forward-looking statements include among others metal price volatility, economic and political events affecting metal supply and demand, fluctuations in ore grade, tonnes of ore milled, geological, technical, and mining or processing problems. Readers are cautioned not to put undue reliance on these forward-looking statements.

BUSINESS DESCRIPTION

Oro Gold is an exploration stage company involved in the acquisition and exploration of mineral properties in Mexico and Central America. The Company does not have any producing mineral properties at this time. The Company directly and indirectly holds several mining concessions in Mexico. The level of exploration operations has been determined by the availability of capital resources. To date, equity financing, consisting of the Initial Public Offering, private placements, and subsequent warrants and options exercises have provided the main source of funding. The Company is a reporting issuer in British Columbia, Alberta and Ontario. Commencing April 18, 2005, the Company began trading on the TSX Venture Exchange under the symbol "OGR".

Oro Gold has various properties located in Mexico and generative properties located in Panama, with 3 of the properties optioned to joint venture partners. The district-scale Trinidad property continues to be the Company's top priority project and the main focus of exploration and resource definition efforts. Ongoing generative activity and a joint venture strategy will continue to be a fundamental part of Oro Gold's growth. The Company's mission is to build shareholder value by making discoveries and developing low-cost gold resources through early and advanced stage exploration.

CORPORATE REORGANIZATION

On February 8, 2007, Oro Gold completed the transfer of its Mexican silver holdings to its 100% owned subsidiary Minera Oro Silver de Mexico S.A. de C.V. ("Oro Silver de Mexico"). The ownership of this subsidiary was then transferred to another subsidiary, Oro Silver Resources Ltd. ("Oro Silver"). Oro Gold then distributed its ownership of Oro Silver to the existing Oro Gold shareholders pursuant to a corporate spinout/restructuring transaction ("Plan of Arrangement").

Under the Plan of Arrangement ("Arrangement"), Oro Gold shareholders received Oro Silver units on the basis of one unit of Oro Silver for every four common shares held in Oro Gold. Each Oro Silver unit consisted of one common share and one half-warrant. Each whole warrant was exercisable at \$0.35 per share with an expiry date of June 8, 2007. As a result, Oro Gold shareholders received 4,633,086 common shares and 2,316,543 share purchase warrants in Oro Silver under the Arrangement. Also pursuant to the same Arrangement, upon exercise of an Oro Gold option or warrant outstanding at the date of the Arrangement, the holder or shareholder is entitled to receive an additional Oro Silver unit on the same one unit of Oro Silver for each four common shares of Oro Gold acquired on exercise of Oro Gold options or warrants. Oro Silver is then entitled to receive 25% of the proceeds of such option or warrant exercises from Oro Gold as its share of the proceeds of such exercises.

Also pursuant to the Arrangement, Oro Gold acquired 1,000,000 shares of Oro Silver at a price of \$0.25 per share for a total investment of \$250,000. As at November 30, 2008, these shares were written down to fair market value of \$0.07 per share. As of the date of this MD&A, 300,000 of these Oro Silver shares remained in escrow and will be released at a rate of 150,000 common shares every six months; the next scheduled release date is August 22, 2009.

HIGHLIGHTS OF FISCAL YEAR 2008 TO DATE

Property Agreements and Exploration

- Over 15,000 metres drilled on Trinidad and Cimarron properties.
- New zone discovered at Trinidad; drill results of 8.5 g/t gold over 61 metres.
- Trinidad inferred gold resource (NI 43-101 compliant) increased over 100% to 200,930 ounces (4,491,800 million tonnes at 1.39 g/t gold at a 0.5 g/t cut-off), and does not include the latest round of 4,000 m drilling which returned high-grade gold intercepts (see press release July 2, 2008).
- Reverse circulation ("RC") drilling appears to under-estimate the gold grade of the Trinidad deposit based on higher grade results returned in diamond drill core twin holes.
- Preliminary gravity metallurgical analyses on composite drill sample intervals indicate that 30 to 60% of the gold is recoverable by gravity separation.
- Positive drill results of 0.9 g/t gold over 90 metres returned at Cimarron with resource potential, currently optioned out.

Financing and Corporate:

- Raised \$2.9 million in equity financing during Fiscal Year 2008.
- Received 500,000 shares of Mazorro Resources Inc. ("Mazorro") as part of the formal agreement dated November 30, 2007.
- Closed a private placement for gross proceeds of \$720 thousand in December 2008.
- Completed a first tranche closing of a private placement announced on March 10, 2009 for gross proceeds of \$1.1 million.

SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data reported by the Company for the years ended November 30, 2008, November 30, 2007 and November 30, 2006. The information set forth should be read in conjunction with the consolidated audited financial statements, prepared in accordance with Canadian generally accepted accounting principles, and related notes.

| Fiscal year ended November 30, | 2008 | Restated 2007 | Restated 2006 |
|--|-----------|------------------|------------------|
| | \$ | \$ | \$ |
| Interest and other income | (23,604) | (60,664) | (87,531) |
| Loss | 4,796,443 | 4,141,499 | 2,139,758 |
| Net loss per common share, basic and diluted | 0.21 | 0.22 | 0.14 |
| Total assets | 2,089,164 | 4,050,032 | 3,494,621 |
| Future Income tax liability | Nil | Nil | Nil |
| Total long term financial liabilities | Nil | Nil | Nil |

RESULTS OF OPERATIONS
For the year ended November 30, 2008

The Company's net loss for the year ended November 30, 2008 totalled \$4,796,443, a loss of \$0.21 per share (2007 - \$4,141,499, a loss of \$0.22 per share). These results include interest income and operator fee of \$78,389 and foreign exchange loss of \$36,075 (2007 – interest income and operator fee of \$62,067 and foreign exchange loss of \$194,588).

During the year ended November 30, 2008, the Company retrospectively changed its accounting policy for exploration expenditures to more appropriately align itself with policies applied by other comparable companies at a similar stage in the mining industry. Prior to the year ended November 30, 2008, the Company capitalized all such costs to mineral properties held directly or through an investment and only wrote down capitalized costs when the property was abandoned or if the capitalized costs were not considered to be economically recoverable.

Exploration expenditures are now charged to earnings as they are incurred until the mineral property reaches the development stage. Significant costs related to property acquisitions, including allocations for undeveloped mineral interests, are capitalized until the viability of the mineral interest is determined. When it has been established that a mineral deposit is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized.

The impact of this change on the previously reported November 30, 2007 consolidated financial statements is as follows:

| | As previously reported | Restatement | As restated |
|---|---------------------------|----------------|--------------|
| Resource Property Costs at November 30, 2007 | \$ 2,979,607 | \$ (2,681,393) | \$ 298,214 |
| Exploration expenses for the year ended November 30, 2007 | 378,101 | 2,193,929 | 2,572,030 |
| Future income taxes recovery for the year ended November 30, 2007 | (90,324) | 90,324 | - |
| Stock Compensation Expense for the year ended November 30, 2007 | 579,398 | 78,491 | 657,889 |
| Resource property write-offs for the year ended November 30, 2007 | 422,309 | (422,309) | - |
| Distribution of equity on spin-off for the year ended November 30, 2007 | 161,825 | (121,381) | 40,444 |
| Accounts payable and accrued liabilities | 496,235 | 19,736 | 515,971 |
| Other statement of loss items | 198,305 | (5,119) | 193,186 |
| Loss for the year ended November 30, 2007 | \$ 2,206,183 | \$ 1,935,316 | \$ 4,141,499 |
| Loss per share for the year ended November 30, 2007 | 0.12 | 0.10 | 0.22 |
| Deficit at November 30, 2007 | \$ 4,657,810 | \$ 2,701,455 | \$ 7,359,265 |
| Deficit at November 30, 2006 | 2,289,802 | 887,520 | 3,177,322 |

As a result of the restatement, cash flows from operations for the year ended November 30, 2007 decreased from \$(1,519,811) to \$(3,445,513) and cash flows related to investing activities increased from \$(2,175,983) to \$(250,282).

Operating expenses for the fiscal year 2008 end totalled \$4,796,443 (2007 - \$4,180,082). Significant expenses for this period are as follows:

- Exploration expenses totalled \$3,448,845 (2007 - \$2,572,030). Exploration costs relate to generative exploration in Mexico and Panama and project exploration costs previously deferred and now expensed due to change in accounting policy. This increase since 2007 is due to an increase in drilling and assaying and also for concentrating its activities and efforts in the development of its properties in the Rosario Gold Belt in Sinaloa, Mexico as opposed to generative exploration projects.
- Management salaries and consulting fees - \$257,771 (2007 - \$47,212). Increased costs in that account resulted from increased use and implementation of both full-time management and consultants to support increased resource property development and exploration activity.
- Foreign exchange loss totalling \$36,076 (2007 - \$194,589). The reduced loss relates to the appreciation of the Canadian dollar relative to the Mexican peso during the period.
- Accounting, corporate secretary and legal costs totalled \$199,764 (2007 - \$120,859). Costs are related to the year-end audit costs, legal fees and taxation related consulting fees.
- Investor relations expenses, which include costs of investor dissemination, investment shows and consulting expenses for marketing and strategy, were \$105,922 and increased, compared to those in 2007 - \$65,001. This is due to increased investor relations and marketing initiative activities for the 2008 fiscal year.

Stock-based Compensation

The Company uses the fair value method of accounting for all stock-based payments to employees, non-employees, directors and officers. The value of stock-based compensation expense is added to the fair value of options account within shareholders' equity, resulting in no net effect on total shareholders' equity. During the year ended November 30, 2008 the Company granted 896,000 fully vested incentive stock options to directors, officers and employees at a price of \$0.55. The options expire on August 11, 2013.

Under the fair value method, stock based compensation of \$164,777 was recorded by the Company, with a corresponding increase in fair value of options. The fair value of the stock options granted at the date of the grant using the Black-Scholes pricing model assumes a risk-free interest rate of 3.11%, no dividend yield, expected life of 5 years and an expected price volatility of 83.94%.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial data reported by the Company for the quarters ended November 30, 2008, August 31, 2008, May 31, 2008, February 29, 2008, November 30, 2007, August 31, 2007, May 31, 2007 and February 28, 2007. The losses and loss per share amounts for the quarters prior to November 30, 2008 have been restated to reflect the change in accounting policy related to exploration costs, as previously described.

| For the quarters ended: | Nov. 30 2008 | Aug. 31, 2008 | May 31, 2008 | Feb. 29, 2008 | Nov. 30, 2007 | Aug. 31, 2007 | May 31, 2007 | Feb. 28, 2007 |
|--|-----------------|------------------|-----------------|------------------|------------------|------------------|-----------------|------------------|
| | \$ | \$ | \$ | \$ | \$ | \$ | \$ | \$ |
| Interest and other income | 566 | 2,643 | 9,910 | 10,485 | 21,237 | 8,458 | 15,342 | 15,627 |
| Loss | 1,363,124 | 1,375,773 | 872,555 | 1,181,991 | 1,451,438 | 797,848 | 1,225,737 | 666,476 |
| Net loss per common share, basic and diluted | 0.05 | 0.06 | 0.04 | 0.06 | 0.07 | 0.04 | 0.07 | 0.04 |

PROPERTIES SUMMARY

Trinidad Property

The 651 km² Trinidad property was originally staked by Oro Gold and is located in an area of good infrastructure, 90 kilometres east of Mazatlan. The Company received the Trinidad's exploration title in 2007. The property includes the former Taunus open-pit gold mine, previously owned by Eldorado Gold Corporation and in production from 1996 to 1998. The expected mine life was 4 years; however, the mine was shut down in 1998 due to low gold price. The Company obtained feasibility study data for the past-producing mine located on the property and completed its resource estimate using the historical drill data as well as surface work completed by Oro Gold. This resource estimate indicated that 1,624,000 tonnes grading 1.76 g/t for a total of 91,915 ounces of gold remained in the Taunus Pit and Colinas areas. The resource estimate was later increased by 119% to 200,930 ounces of gold representing 4,491,800 tonnes at 1.39 g/t gold at a 0.5 g/t gold cut-off (press releases dated May 29, 2008 and July 2, 2008).

Recent Developments

In July 2008, the Company commenced a Reverse Circulation (RC) and core drill program at Trinidad which was completed in October 2008 (press release dated October 6 and 15, 2008). The drill results indicated good potential to increase the gold grade and expand the new zone discovered by Oro Gold.

Highlights of the core drill program included 8.50 g/t gold over 61.1 metres (including 10.2 g/t gold over 40.1 metres) in 08TR012, an infill hole in the new zone; and 5.29 g/t gold over 23.6 metres (including 15.8 g/t over 7.3 metres) in 08TR013, a twin hole in the new zone. Highlights of the RC drill program included 1.62 g/t gold over 100.0 metres in 08TRRC040, a resource expansion hole in the new zone northeast of the pit; 5.70 g/t gold over 26.0 metres in 08TRRC047B, a resource expansion hole in the new zone northeast of the pit; and 2.51 g/t gold over 18.0 metres in 08TRRC037A, a resource expansion hole south of the pit.

The drill intersection of 8.5 g/t gold over 61 metres is significant since it is our first core hole into the heart of a new discovery area. The results of this drill program have exceeded our expectations. We are on target to reach our 2008 objectives of defining and adding new ounces to our current gold resource base. These results demonstrate the significant upside potential at the Trinidad project and the entire district. Approximately 13,000 metres of RC and core drilling have been completed to date, defining Oro Gold's first significant gold resource target on the property.

In addition, on October 15, 2008 we reported gold assay results for a third twin core hole which intersected 5.3 g/t gold over 7.8 metres and 9.7 g/t gold over 7.0 metres. The core hole is a twin of RC hole 08TRRC029 which had two corresponding intervals: 1.7 g/t gold over 8.0 metres compared to 5.3 g/t gold over 7.8 metres in the core hole, and 1.8 g/t gold over 8.0 metres compared to 9.7 g/t gold over 7.0 metres in the core hole. This confirms a significant increase in gold grade of over 300% in the core interval for the same mineralized interval in the RC hole.

All of the core twin holes drilled to date show significantly higher gold grades than reported in the same intervals drilled by RC. We are very excited about these results as it is demonstrating a positive impact on the grade and potential upside of the Taunus gold deposit. It is important to note that the majority of the previous drilling and resource estimation relied on RC drilling. These results show that RC drilling is a good exploration tool, but appears to substantially underestimate the gold grade of this deposit.

Based on the results, Oro Gold is planning to update the resource estimate in 2009. Further information on the drill results, the location of the drill holes and the targeted zones can be viewed on our website at www.oroalderesources.com.

Under the agreement, the Company has the right to explore the claims for up to four years, in exchange for annual payments of US\$25,000. The Company has the option to purchase, at any time during the four year period, a 100% interest in the claims according to the following schedule: Nancy for US\$200,000, San Isidro and El Porvenir combined for US\$200,000, and Santa Cecilia and La Poderosa combined for US\$200,000. Any payments made will be deducted from the purchase of the claims. A scaled NSR based on the price of gold is also payable to the owner. The Company can purchase the NSR for US\$1,000,000. In regards to this agreement, payments of US\$25,000 each were made in February 2006, 2007, 2008 and March 2009. A US\$500,000 final balloon payment, not including the 15% IVA tax, is due February 6, 2010.

Cimarron Property

On April 28, 2008, Oro Gold completed the earn-in of 100% of the Cimarron property by making a one-time payment of \$250,000 plus Mexican value added tax to the underlying vendor. The underlying vendor retains a sliding scale NSR based on the price of gold.

On November 30, 2007 the Company entered into Formal Agreements with Mazorro and its subsidiary, Minera Mazorro S.R.L. de C.V. with regard to the Cimarron Concession, and the Veteranos, Navidad I, Navidad II and Navidad II Concessions owned by the Company ("Oro Concessions"). Under the term of these agreements, the Company has granted Mazorro the exclusive option to acquire a 60% undivided interest in the Cimarron Concession and in the Oro Concessions by paying the Company \$135,000 (received) and by spending US\$2,652,500 on the properties in stages by June 30, 2011 and by issuing one million common shares of Mazorro to the Company in stages to June 30, 2010. These optional expenditures and share issuances include incurring a cumulative expenditure of US\$550,000 by March 31, 2008 (completed) and a cumulative expenditure of US\$1,392,500 by June 30, 2009 and the issuance of 500,000 shares (received) and a cumulative 700,000 common shares by June 30, 2009.

Recent Developments

In June 2008, Oro Gold and Mazorro commenced the first phase of a 5,000 metre RC drill program. This program consisted of 2,400 metres of drilling. The drill program was designed to target the kilometre-scale gold anomaly at the Calerita prospect, as well as drill-test anomalies identified from the soil geochemical and magnetic surveys covering 326 line-kilometres.

The Company announced the completion of the drill program in September 2008 (press release dated September 4, 2008). The drilling confirmed the presence of a significant outcropping gold-bearing zone. Highlights of the drill program included holes CIMRC08-001: 0.6 g/t gold over 84 metres; CIMRC08-002: 0.9 g/t gold over 90 metres (including 1.8 g/t gold over 24 metres); CIMRC08-004: 0.7 g/t gold over 60 metres; and CIMRC08-006: 0.5 g/t gold over 76 metres.

Based on these encouraging results, two diamond holes were drilled to confirm the RC drilling results and to provide additional geological data to aid in interpreting the RC results. The Calerita target is centered on a 1 kilometre by 300 metre northeast trending gold-in-soil anomaly hosted in intrusive and volcanic rocks. The drilling at Calerita expanded the known gold mineralization at depth. The dimensions of the zone are now at least 350 metres by 250 metres at surface and to a depth of approximately 100 metres.

The results of the first phase of drilling are very encouraging. We are currently incorporating these results into a 3-D geological model which we will use to guide the next phase of drilling. Based on results obtained to date, we are confident that the next drill program will produce sufficient results to justify completing a resource estimate in the Calerita area. We are also defining new target areas through surface mapping and sampling. The good infrastructure of the property in terms of road access, proximity to power, and location near an international port makes the project economics potentially very attractive if we continue to discover and define a gold resource. The exploration plan going forward will include an additional 2,500 metres of RC drilling, 300 metres of core drilling, metallurgical test-work, and the completion of a first resource estimate of the Calerita target. The next phase of drilling will target the potential expansion of the gold resource in the Calerita area as well as test additional targets on the property.

OUTLOOK

The Company will continue to carry out exploration of its mineral properties, and to evaluate new prospects and opportunities. The Company expects to obtain financing in the future primarily through further equity financing, as well as through joint venturing of the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operation and eventually to forfeit or sell its interest in its mineral properties.

Exploration Plans:

- Given the current market conditions, Oro Gold has implemented a number of cost savings measures including significant staff reductions in Mexico, Vancouver and Panama as well as voluntary salary reductions at all levels. All cost cutting measures have been carefully planned to provide the maximum upside exposure to exploration while reducing costs to a minimum.
- Oro Gold plans to focus on advancing the Trinidad property with an emphasis on expanding the potential upside of the new discovery area which has reported significantly higher grade gold results recently as compared to previous RC drilling results. This will be accomplished through additional diamond drilling, geological modelling and further investigations to characterize the fine grained free gold through gravity separation and analysis. Oro Gold's focus continues to be to increase the current gold resource base at its 100-per-cent-owned flagship Trinidad property.
- Resource estimation activity will be completed as drill results are received and models are updated predominantly for the Trinidad and Cimarron properties. The Company will complete an updated

Trinidad resource estimate once assay results are confirmed on the drilling, and plans to report a resource update early in the third quarter of 2009. The Company also plans to complete a resource estimate on the Cimarron property, following the completion of its drill campaign, which is funded by a joint venture partner.

- Ongoing generative activity and a joint venture strategy will continue to be a fundamental part of Oro Gold's growth. Oro Gold's focus is to increase shareholder value through the discovery and definition of low-cost and quality gold resource ounces on our advanced stage properties.

LIQUIDITY AND CAPITAL RESOURCES

The Company is in the exploration stage and therefore has no regular cash flow. At November 30, 2008, the Company had a working capital deficiency of \$(78,949) as compared to working capital at November 30, 2007 of \$2,431,600.

For the year ended November 30, 2008

The Company's cash and cash equivalents decreased from \$1,153,037 as at November 30, 2007 to \$624,132 as at November 30, 2008, due to the Company's continued use of funds for the exploration of its resource properties and the Company's ongoing operations.

Cash utilized in operating activities during the year ended November 30, 2008 was \$4,383,518 (2007 - \$3,648,063) before any changes in non-cash working capital. After adjusting for cash flows applied to non-cash working capital, cash used in operating activities was \$4,056,705 (2007 - \$3,445,514).

Cash provided by (used for) investing activities during the year ended November 30, 2008 was \$663,877 (2007 - \$(250,282)) of which \$1,000,000 (2007 - \$25,050) was the proceeds of short-term investments, \$307,742 (2007 - \$121,413) was expended for the acquisition of resource properties and \$28,381 (2007 - \$154,601) was for the acquisition of equipment.

At November 30, 2008, the Company's investment in resource properties comprised of \$419,956 (November 30, 2007 - \$298,214) of acquisition costs. Included in acquisitions are \$186,000 in shares received from the joint-venture partner (November 30, 2007 - nil). The Company's investment in equipment, net of amortization, was \$131,526 (November 30, 2007 - \$175,887).

At November 30, 2008, shareholders' equity totalled \$681,776 (November 30, 2007 - \$3,379,438). Its main components are:

- Share capital of \$11,162,020, with 27,965,344 issued and outstanding common shares (November 30, 2007 - \$7,006,450, with 19,031,107 shares issued and outstanding);
- Fair value of options of \$1,063,020 (November 30, 2007 - \$898,243), representing the fair value of stock options granted and vested less the fair value of stock options exercised, this balance increased by \$164,777, representing the fair value of the options granted as stock-based compensation in the period;
- Fair value of warrants of \$777,362 (November 30, 2007 - \$290,008) representing the valuation of both regular and agents warrants issued and outstanding; during the fiscal year this balance increased by \$487,354, representing the fair value of the warrants attached to private placement units;
- Accumulated other comprehensive loss of \$351,000 (November 30, 2007 - \$760,000 income) resulting from the decrease in market value of the Company's investments.

As at November 30, 2008, the Company has 5,675,716 share purchase warrants (Range of exercise price - \$0.40-\$1.00 per warrant). In addition, the Company has 2,228,000 share purchase options outstanding (Range of exercise price - \$0.55-\$0.88 per share), granted pursuant to its February 1, 2005 share purchase option plan.

Lease Commitment:

On November 2, 2006, the Company entered into an operating lease for office premises to be effective December 1, 2006, for 60 months. The monthly lease payments include rent, operating costs and property taxes. Minimum payments are as follows:

| Year | Amount |
|-------------|---------------|
| 2008 | \$ 9,321 |
| 2009 | 115,060 |
| 2010 | 115,060 |
| 2011 | 115,060 |
| | \$ 354,500 |

At present, the Company's operations do not generate cash flows and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

The Company currently has sufficient financial resources to meet its administrative overhead and property commitments going forward and is confident that it can raise additional funds to undertake all of its planned exploration activities.

TRANSACTIONS WITH RELATED PARTIES

The Company and Oro Silver share office space, certain employees, and certain administration costs. These costs are paid by either company and the Company that pays such costs is reimbursed at cost by the other company. These costs are incurred in the ordinary course of business, are non-interest bearing and have no specific terms of repayment but are ordinarily due within 90 days. As at November 30, 2008, the Company had a net amount receivable from Oro Silver of \$34,979; this amount is included in the Due from Related Parties balance.

During the year ended November 30, 2008, the Company paid or accrued \$359,004 to directors and officers or companies controlled by directors and officers of the Company, for management and consulting services provided and related expense reimbursements. Included in Due to Related Parties is \$18,301 of amount owing to the above mentioned related parties.

The above related party transactions, occurring in the normal course of business, are measured at their exchange amount in these consolidated financial statements, which is the amount of consideration received as established and agreed upon by the Company and the aforementioned related party.

FOURTH QUARTER

During the three months period ended November 30, 2008, the Company incurred losses of \$1,366,124 (2007-\$1,451,438), net of interest and other income of \$566 (2007-\$21,237). The largest expenses for the period were management and consulting fees - \$90,093 (2007-\$47,212); general exploration expenses - \$834,906 (2007-\$1,097,725); and salaries and benefits - \$86,567 (2007-\$44,487).

PROPOSED TRANSACTIONS

At the present time, there are no proposed transactions that should be disclosed.

RISKS AND UNCERTANTIES

Exploration Stage Company

The Company is engaged in the business of acquiring and exploring mineral properties with the expectation of locating economic deposits of minerals. All of its properties are in the early stages of exploration and are without known ore deposits. Development of the Company's properties will only follow upon obtaining satisfactory exploration results. There can be no assurance that the Company's current or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if an economic deposit of minerals is located, that it can be commercially mined.

Mineral Exploration and Development

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mineral deposit or ore body may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on the Company.

Competition

The mineral exploration and mining business is competitive in all of its phases. Oro Gold competes with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

Mining Operations and Insurance

Mining operations generally involve a high degree of risk. Oro Gold's operations are subject to all of the hazards and risks normally encountered in mineral exploration and development. Such risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, flowing and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes and political unrest. The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action. The Company does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or acceptable terms. The potential costs associated with liabilities not covered by insurance or excess insurance coverage may cause substantial delays and require significant capital outlays.

No Operating History and Financial Resources

Oro Gold does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its existing cash resources will be sufficient to cover its projected funding requirements for the ensuing year. If its exploration program is successful, additional funds will be required for further exploration to prove economic deposits and to bring such deposits to production. Additional funds will also be required for the Company to acquire and explore other mineral

interests. The Company has limited financial resources and there is no assurance that sufficient additional funding will be available to fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

Government Regulation

The current or future operations of Oro Gold, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various foreign federal, state and local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, land claims of indigenous people and other matters.

There can be no assurance, however, that the Company will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which the Company may undertake. Possible future environmental and mineral tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to the Company's planned exploration and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Title to Property

The Company has taken precautions to ensure that legal titles to its property interests are properly recorded. There can be no assurance that the Company will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. Third parties may have valid claims underlying portions of the Company's interests and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

Environmental Risks and Hazards

All phases of Oro Gold's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulation may result in the imposition of fines and penalties or other enforcement actions. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in

which the Company holds interests or on properties that will be acquired which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Properties in Mexico

Oro Gold's property interests and exploration activities are primarily located in Mexico and are subject to those jurisdiction's laws and regulations. Oro Gold believes the present attitude of Mexico to foreign investment and mining to be favourable, but investors should assess the political and economic risks associated with investing in any foreign country. Any variation from the current regulatory, economic, political and social climate could have an adverse effect on the affairs of Oro Gold.

Potential Profitability Depends Upon Factors Beyond the Control of Oro Gold

The potential profitability of mineral properties is dependent upon many factors beyond Oro Gold's control. For instance, world prices of and markets for gold are unpredictable, volatile, potentially subject to governmental fixing, pegging and/or controls and respond to changes in domestic, international, political, social and economic environments. Another factor is that rates of recovery of mined ore may vary from the rate experienced in tests and a reduction in the recovery rate will adversely affect profitability and, possibly, the economic viability of a property. Profitability also depends on the costs of operations, including costs of labour, equipment, electricity, environmental compliance or other production inputs. Such costs will fluctuate in ways Oro Gold cannot predict and are beyond Oro Gold's control, and such fluctuations will impact on profitability and may eliminate profitability altogether. Additionally, due to worldwide economic uncertainty, the availability and cost of funds for development and other costs have become increasingly difficult, if not impossible, to project. These changes and events may materially affect the financial performance of Oro Gold.

Operating Hazards and Risks

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions including rock bursts, cave-ins, fires, flooding and earthquakes may occur. It is not always possible to fully insure against such risks and Oro Gold may decide not to insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of Oro Gold.

Foreign Countries and Regulatory Requirements

Mineral exploration and mining activities may be affected in varying degrees by political stability and government regulations relating to the mining industry and foreign investors therein. There is no assurance that the political and investment climate of foreign countries such as Mexico will continue to be favourable. Any changes in regulations or shifts in political conditions are beyond the control of Oro Gold and may adversely affect its business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Repatriation of Earnings

There is no assurance that any countries other than Canada in which Oro Gold operates or may operate in the future will not impose restrictions on the repatriation of earnings to foreign entities.

Currency Fluctuations

The operations of Oro Gold in countries other than Canada are subject to currency fluctuations and such fluctuations may materially affect the financial position and results of Oro Gold. Oro Gold is subject to the risks associated with the fluctuation of the rate of exchange of the Canadian dollar and foreign currencies,

in particular the U.S. dollar and the Mexican peso. Oro Gold does not currently take any steps to hedge against currency fluctuations although it may elect to hedge against the risk of currency fluctuations in the future. There can be no assurance that steps taken by Oro Gold to address foreign currency fluctuations will eliminate all adverse effects and, accordingly, Oro Gold may suffer losses due to adverse foreign currency fluctuations.

Foreign Exchange

Oro Gold may be subject from time to time to foreign exchange controls in countries outside of Canada although no such claims are currently known to Oro Gold.

Commodity Prices

The price of the Company's securities, its financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of precious or base minerals. Precious or base minerals prices fluctuate widely and are affected by numerous factors beyond the Company's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand; production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and international political and economic trends, conditions and events. The price of precious or base metals has fluctuated widely in recent years, and future serious price declines could cause continued development of the Company's properties to be impracticable.

Further, reserve calculations and life-of-mine plans using significantly lower precious or base minerals prices could result in material write-downs of the Company's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

Oro Gold will be dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any key man life insurance on any of its executives. The directors and officers of the Company will only devote part of their time to the affairs of the Company.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and are required to follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dilution

Issuances of additional securities under future financings will result in dilution of the equity interests of persons who are currently shareholders or who become shareholders of Oro Gold.

Dividends

Oro Gold has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of Oro Gold and will depend on Oro Gold's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of Oro Gold deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in Company's securities should not constitute a major portion of an investor's portfolio.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Additional disclosure concerning Oro Gold's general and administrative expenses and resource property costs is provided in the Company's Consolidated Statement of Loss and Deficit; Schedule 1 - Resource Property Costs; and Schedule 2 - Exploration Expenses, contained in its Consolidated Financial Statements for November 30, 2008 and information concerning the mineral properties, directors and officers, corporate structure contained in the Company's Annual Report are available on Oro Gold's website at www.oro goldresources.com or on SEDAR at www.sedar.com.

CHANGES IN ACCOUNTING POLICIES

Effective December 1, 2007, the Company adopted the following Canadian Institute of Chartered Accountants ("CICA") accounting standards:

- CICA Section 1400 *General Standards of Financial Statement Presentation* which was amended to include a requirement for management to assess and disclose the company's ability to continue as a going concern. The impact of adopting this section did not have an effect on the company's financial statements.
- CICA Section 1535 *Capital Disclosures*. This section requires the Company to include additional information in the notes to the financial statements about its capital and the manner in which it is managed. The additional disclosure includes quantitative and qualitative information regarding an entity's objectives, policies and procedures for managing capital. The impact of adopting this section is disclosed in Note 4 of the annual financial statements.

- CICA Section 3862 *Financial Instruments Disclosures*. This section requires disclosures of both qualitative and quantitative information that enables users of the financial statements to evaluate the nature and extent of risks from financial instruments to which the Company is exposed. The impact of adopting this section is disclosed in Note 4 of the annual financial statements.
- CICA Emerging Issues Committee 172 Income Statement Presentation of a Tax Loss Carryforward Recognized Following an Unrealized Gain on an Available for Sale Financial Asset. This EIC requires a company which has prior year loss carryforwards that have not been recognized as a future income tax asset when there are future income tax liabilities related to unrealized gains from financial assets to be recognized in income. The impact of adopting this EIC does not have an effect on the company's financial statements.

Future Accounting and Reporting Changes

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian publicly traded companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008 the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is required to adopt IFRS on December 1, 2011 for its 2012 fiscal year. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended November 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

Goodwill and Intangible Assets

The CICA issued the new Handbook Section 3064, "Goodwill and Intangible Assets", which will replace Section 3062, "Goodwill and Other Intangible Assets". The new standard establishes revised standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets. The new standard also provides guidance for the treatment of preproduction and start-up costs and requires that these costs be expensed as incurred. The new standard applies to annual and interim financial statements relating to fiscal years beginning on or after October 1, 2008. Management is currently assessing the impact of these new accounting standards on its consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER FINANCIALS

The Company's financial instruments consist of cash and cash equivalents, short-term investments, advance to related party, marketable securities, GST and Mexican value added tax receivable, and accounts payable and related party payables. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments, other than marketable securities which are carried at fair value, approximates their carrying value due to their short-term maturity or capacity of prompt liquidation.

Foreign exchange risk is the risk arising from changes in foreign currency fluctuations. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign currency rates. It is the opinion of management, however, that the foreign exchange risk to which the Company is exposed is minimal.

OUTSTANDING SHARE DATA

Oro's authorized capital is unlimited common shares without par value. As at November 30, 2008 and March 27, 2009, the following common shares, options and share purchase warrants were outstanding:

| | # of Shares | Exercise Price | Expiry Date |
|--|-------------------|----------------|-------------|
| <i>Issued and Outstanding Common Shares at November 30, 2008</i> | 27,965,344 | | |
| Private placement 2nd tranche Dec-2008 | 462,885 | | |
| Private placement 1st tranche 18-Mar-2009 | 7,649,300 | | |
| Issued and Outstanding Common Shares at March 27, 2009 | 36,077,529 | | |
| Warrants | | | |
| Share purchase warrants | 1,618,300 | \$1.00/\$1.25 | 18-Dec-09 |
| Share purchase warrants | 1,442,722 | \$0.75/\$1.00 | 09-Jul-10 |
| Share purchase warrants | 197,500 | \$0.75/\$1.00 | 08-Aug-10 |
| Share purchase warrants | 2,417,194 | \$0.40/\$0.50 | 28-Nov-10 |
| <i>Total warrants as of November 30, 2008</i> | 5,675,716 | | |
| Warrants | | | |
| Share purchase warrants | 462,885 | \$0.40/\$0.50 | 30-Dec-10 |
| Share purchase warrants | 3,824,650 | \$0.25/\$0.35 | 18-Mar-11 |
| Total warrants as of March 27, 2009 | 9,963,251 | | |
| Options | | | |
| Share purchase options | 350,000 | \$0.88 | 02-Jun-11 |
| Share purchase options | 515,000 | \$0.85 | 01-Mar-12 |
| Share purchase options | 467,000 | \$0.61 | 29-Oct-12 |
| Share purchase options | 896,000 | \$0.55 | 08-Aug-13 |
| <i>Total options as of November 30, 2008</i> | 2,228,000 | | |
| Total options as of March 27, 2009 | 2,228,000 | | |
| <i>Fully Diluted at November 30, 2008</i> | 35,869,060 | | |
| Fully Diluted at March 27, 2009 | 48,268,780 | | |

CRITICAL ACCOUNTING ESTIMATES

The most critical accounting estimates upon which the Company's financial status depends are those requiring estimates of the recoverability of its capitalized mineral property expenditures and intangible assets, impairment of long-lived assets and the amount of future reclamation obligations.

Mineral properties and development costs

During the year ended November 30, 2008, the Company changed its accounting policy relating to mineral property exploration expenditures and it now expenses exploration expenditures when incurred. See "Changes in accounting policies" or note 4 of the consolidated financial statements for the year ended November 30, 2008 for a description and the effects of the change.

When it has been established that a mineral deposit is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized and will be amortized against future production following commencement of commercial production, or written off if the property is sold, allowed to lapse or abandoned.

The acquisition of title to mineral properties is a complicated and uncertain process. The Company has taken steps, in accordance with industry standards, to verify mineral properties in which it has an interest. Although the Company has made efforts to ensure that legal title to its properties is properly recorded in the name of the Company, there can be no assurance that such title will ultimately be secured.

Impairment of long-lived assets

The Company assesses the possibility of impairment in the net carrying value of its long-lived assets when events or circumstances indicate that the carrying amounts of the asset or asset group may not be recoverable. Management calculates the estimated undiscounted future net cash flows relating to the asset or asset group using estimated future prices, proven and probable reserves and other mineral resources, and operating, capital and reclamation costs. When the carrying value of an asset exceeds the related undiscounted cash flows, the asset is written down to its estimated fair value, which is usually determined using discounted future cash flows. Management's estimates of mineral prices, mineral resources, foreign exchange, production levels and operating capital and reclamation costs are subject to risk and uncertainties that may affect the determination of the recoverability of the long-lived asset. It is possible that material changes could occur that may adversely affect management's estimates.

The Company, in assessing the impairment calculations, used estimates that have different bases and assumptions. The proven and probable reserves and other mineral resources depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis as well as estimated gold prices and operating costs. The operating, capital and reclamation costs are based upon experience at similar mines, current experience at the specific project, and estimates of future operating efficiencies primarily using external sources. The gold prices used are based on current experience and external consensus prices which for gold vary between US\$700 and US\$900 per ounce. By their very nature there can be no assurance that these estimates will actually be reflected in future construction or operation at the related projects.

Stock-based compensation expense

From time to time, the Company may grant share purchase options to directors, employees, and service providers. The Company uses the Black-Scholes option pricing model to estimate a value for these options. This model, and other models which are used to value options, require inputs such as expected volatility, expected life to exercise, and interest rates. Changes in any of these inputs could cause a significant change in the stock-based compensation recorded in a period.

ADDITIONAL INFORMATION

Additional information relating to Oro Gold is available on SEDAR at www.sedar.com, by e-mail at communications@orogoldresources.com or by contacting:

Oro Gold Resources Ltd.

Suite 1400 - 625 Howe Street, Vancouver, BC, CANADA V6C 2T6
Telephone: (604) 646-1580, Fax: (604) 642-2411
Attention: Darren Bahrey