



**NORTEC VENTURES CORP.
MANAGEMENT'S DISCUSSION and ANALYSIS
For the three month period ended March 31, 2008**

prepared as of May 29, 2009

This Management's Discussion and Analysis ("MD&A") provides relevant information on the operations and financial condition of Nortec Ventures Corp. (the "Company") during the three month period ended March 31, 2008. This MD&A has been prepared as of May 29, 2009.

Except for historical information, this MD&A includes forward-looking statements which are subject to risks and uncertainties. Actual results may differ materially from those in such forward-looking statements. The Company assumes no obligation to update its forward-looking statements to reflect results, changes in assumptions or changes in other factors affecting such statements.

The MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2008, the Company's Annual Report and the Company's interim consolidated financial statements for the three month period ended March 31, 2009. These financial statements can be found at www.nortecventures.com and on SEDAR at www.sedar.com.

All monetary amounts in this MD&A and in the Company's consolidated financial statements are expressed in Canadian dollars, unless otherwise stated. The Company's financial statements include the results of operations of the Company's wholly owned subsidiary Nortec Ecuador S.A. ("NESAS"). All of the financial information referenced below has been prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP"), applied on a consistent basis.

The Company's Management is responsible for the preparation of the consolidated financial statements and the notes thereto and this MD&A. The Company's auditors are appointed annually by the shareholders to conduct an audit of the annual consolidated financial statements in accordance with Canadian generally accepted auditing standards.

COMPANY OVERVIEW

The Company is a Canadian junior resource company involved in mineral exploration activities in Canada, Ecuador and Finland. Its active properties are as follows:

Property	Optionor	Interest to be Earned*	Location	Agreement Date
TL Property *	Vulcan Minerals Inc.	51%	Canada	May 14, 2003
Ganarin Property	Doublon Exploration Corp.	49%	Ecuador	April 18, 2005
Kaukua Property *	Akkerman Exploration B.V.	70%	Finland	July 29, 2008

* Earned

The Company's primary objective is to explore mineral properties to a stage where they can be developed profitably or sold to a third party. The present focus is on precious and base metal properties.

The Company meets these objectives by acquiring high-value primarily precious and base metal properties that can be advanced and developed into situations with reserves. The Company's management and board of directors have extensive mineral industry and business experience around the world. The seven directors of the Company combine expertise in exploration geology, mining development and operations, and mineral industry accounting, financing and operational control.

On May 4 2003 the Company entered into an agreement to earn a 51% interest in the TL Property, Labrador, Canada. The Company completed the phase I and II exploration programs on as recommended by William. J. Scott, Ph.D., P.Eng., of GeoScott Exploration Consultants, St. John's, Newfoundland, in 2004 and late 2005. The program consisted of geological mapping, geophysical

surveys (UTEM, magnetometer) gravity surveys and 2,300 meter diamond drilling program. In 2008 a high resolution magnetic and time domain deep penetrating electromagnetic survey was completed and the Phase III drilling program consisting of 1.961 metres was completed.

The Company incorporated its Ecuadorian subsidiary, Nortec Ecuador S.A. in June 2006 and exploration work commenced on the Ganarin property. First phase detailed mapping, trenching, sampling and analysis have been completed. Land use access agreements have been signed, drilling permits have been received and Phase I drilling completed. A total of 1,612 metres has been drilled.

On July 23, 2007 the Company entered into a memorandum of understanding with Akkerman Exploration B.V. (AEBV) to explore the Kaukua platinum, palladium, gold property in north eastern Finland. On July 29, 2008, the Company entered into a formal option agreement with AEBV to earn a 70% interest in the Kaukua property. To date the Company has completed Phase I - 1,025 metres, Phase II - 1,164 metres and Phase III - 6,019 metres drilling programs.

For further details see; "Current Status Mineral Properties" below; Note 7 in the Company's audited consolidated financial statements for the year ended December 31, 2008; and Note 7 in the Company's interim consolidated financial statements for the three month period ended March 31, 2009. These financial statements can be found at www.nortecventures.com and on SEDAR at www.sedar.com.

FINANCIAL RESULTS OF OPERATIONS

Annual

The following table sets forth, selected financial data of the Company for, and as of the end of, each of the last three completed financial years ending December 31.

Financial Year Ended	2008	2007	2006
Interest Revenue	\$46,359	\$66,463	\$Nil
Net Loss	\$2,518,722	\$725,692	\$291,238
Shares outstanding	72,060,834	60,781,334	36,489,116
Loss per share	\$0.03	\$0.01	\$0.01
Total Assets	\$7,195,026	\$6,494,079	\$2,730,367
Long Term Debt	\$Nil	\$Nil	\$Nil
Total Liabilities	\$246,631	\$60,763	\$68,422
Financing	\$2,824,915	\$3,879,438	\$1,419,137
Mineral Interests	\$6,435,160	\$3,972,829	\$2,522,147
Dividends paid	\$Nil	\$Nil	\$Nil

The net loss for 2008 included a mineral property write-off of \$1,600,956 (2007 Nil).

Operating costs for 2008 were \$1,252,425 (2007 - \$792,155). Included in these operating costs are stock based compensation costs ("SBC") for 2008 in the amount of \$435,186 (2007 - \$359,191). SBC costs increased year over year due to the increase in options granted. In 2008 4,459,163 options were granted (2007 - 1,675,000). In 2008, \$407,506 stock based compensation costs (2007 - \$349,998) were expensed during the year, and \$27,680 (2007 - \$9,193) was capitalized as mineral interest costs. See Note 8c) in the Company's audited financial statements for the year ended December 31, 2008 for details on the Company's outstanding stock option grants. SBC accounted for 32% (2007 - 44%) of the Company's operating costs. Beginning July 1, 2008 the Company entered into an employee employer relationship with its support personnel and recorded salary costs of \$251,500 for the six month period ending December 31, 2008. Prior to this, January 1, 2008 to June 30, 2008 the Company employed consultants and shared the services of operating personnel with another company, the cost of which was \$61,250. The increase in costs was due to the Company taking on 100% of these costs in the second half of the year and appointing a Vice President, Exploration where as in the first half these costs were being shared with the company providing these services. The Company recorded promotion costs in the amount of \$97,416 (2007 - \$62,954), which represents an increase of \$34,462 over the prior year due in part to the hiring of an investor relations consultant and promotion costs incurred in Europe. The

Company spent \$81,479 (2007 - \$25,945) searching and investigating new properties, mainly in Ecuador.

The Company's capitalized mineral interest costs as at December 31, 2008 were \$6,435,160 (2007 - \$3,972,829). In 2008 the Company's cash costs for mineral property acquisitions and exploration was \$3,817,223 (2007 - \$1,160,514). The Company's main area of activity in 2008 was in Finland with \$2,192,257 total expenditures being incurred on the Kaukua property. The Company was also active drilling the TL property in Labrador incurring exploration costs there in the amount of \$1,395,266.

The Company's capitalized mineral interest costs as at December 31, 2008 are as follows:

	TL Property Labrador	Ganarin Property Ecuador	Kaukua Property Finland	Total
Acquisition costs	\$ 150,723	\$ 91,394	\$ 150,118	\$ 392,235
Exploration costs	2,507,672	1,247,407	2,287,846	6,042,925
Total	\$ 2,658,395	\$ 1,338,801	\$ 2,437,964	\$ 6,435,160

The Company's capitalized mineral interest activity for the twelve month period ended December 31, 2008 is as follows:

	TL Property Labrador	Ganarin Property Ecuador	Condorocho Property Ecuador	Koillisima Property Finland	Kaukua Property Finland	Kingurutik Property Labrador	Total
Projects December 31, 2007	\$ 1,263,129	\$ 1,180,160	\$ 63,661	\$ 1,220,172	\$ 245,707	\$ -	\$ 3,972,829
Activity 2008:							
Acquisition costs	20,000	-	-	-	144,693	72,000	236,693
Exploration costs	1,375,266	158,641	-	7,956	2,047,564	237,167	3,826,594
Total	1,395,266	158,641	-	7,956	2,192,257	309,167	4,063,287
Write-off	-	-	(63,661)	(1,228,128)	-	(309,167)	(1,600,956)
Projects December 31, 2008	\$ 2,658,395	\$ 1,338,801	\$ -	\$ -	\$ 2,437,964	\$ -	\$ 6,435,160

Quarterly

The following table sets forth selected financial data of the Company for, and as of the end of, each of the last eight completed financial quarters:

Quarter ended	March 31, 2009	December 31, 2008	September 30, 2008	June 30, 2008	March 31 2008	December 31, 2007	September 30, 2007	June 30, 2007
Interest Revenue	\$3,037	\$6,654	\$11,609	\$5,290	\$22,806	\$30,060	\$36,403	\$Nil
Net Loss	\$384,986	\$809,456	\$426,304	\$229,611	\$1,053,351	\$282,222	\$138,909	\$200,574
Shares outstanding	72,260,834	72,060,834	72,060,834	60,781,334	60,781,334	60,781,334	60,781,334	53,034,834
Loss per share	\$0.01	\$0.01	\$0.01	\$0.00	\$0.02	\$0.00	\$0.00	\$0.01
Mineral property expenditures, net	\$304,712	\$724,399	\$2,373,851	\$803,668	\$161,369	\$518,469	\$290,079	\$288,888

Mineral interest expenditures in the first quarter 2009 amounted to \$304,712, as compared to \$161,369 in the comparative period ended March 31, 2008. The majority of the Company's exploration work was conducted on the Kaukua property in Finland, accounted for \$263,252 or 87% of the total expenditures in the three month period ended March 31, 2009.

Operating expenses for the quarter ending March 31, 2009 were \$387,713 (2008 - \$146,677). The increase of \$241,036 is due mainly to increased stock based compensation expense recorded in the quarter in the amount of \$137,963 (2008 \$44,863) due to 1,200,000 options being awarded, (see Share Capital for details) in the quarter. In addition cost were also higher due to the Company no longer having a shared arrangement for office operating costs. The main component being salary costs. Salary and payroll costs for the quarter ended March 31, 2009 were \$125,878 (2008 \$44,350). The Company now employs a full time contingent of administrative and technical expertise rather than buying part time services supplied by another company. The salary and payroll cost anomaly (and all office services) will continue through to the end of the 2nd quarter 2009 when the Company will have experienced a full year operating scenario with its own office space and personnel.

Further details on the Company's mineral interests can be found in Note 7 in the audited consolidated financial statements for the year ended in December 31, 2008 and the Company's interim consolidated financial statements for the three month period ended March 31, 2009. These financial statements can be found at www.nortecventures.com and on SEDAR at www.sedar.com.

LIQUIDITY AND CAPITAL RESOURCES

The Company's ability to meet its obligations and its ability to finance exploration and development activities depends on its ability to generate cash flow through the issuance of common shares pursuant to private placements, the exercise of warrants and stock options, and short term or long term loans. Capital markets may not be receptive to offerings of new equity from treasury or debt, whether by way of private placements or public offerings. This may be further complicated by the limited liquidity for the Company's shares, restricting access to some institutional investors. The Company's growth and success is dependent on external sources of financing which may not be available on acceptable terms.

The Company has not yet determined whether any of its properties contain mineral deposits that are economically recoverable. The recoverability of any amounts shown as deferred mineral interest costs is dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of its properties, and upon future profitable production or proceeds from the disposition of its properties.

For the three month period ended March 31, 2009, the Company reported a loss of \$384,986 (March 31, 2008 \$1,053,351 includes mineral property write-off \$1,221,671) and as at that date had an accumulated deficit of \$4,807,329 (March 31, 2008 \$2,956,972). The Company's working capital deficiency as at March 31, 2009 is \$134,945 (March 31, 2008 working capital \$2,229,676). Subsequent to the period

ended March 31, 2009 the Company has arranged two non-brokered private placements resulting in \$1,875,000 being raised. See "Current Year Financing" below for further details.

The table following sets forth the Company's cash, short-term investments and accumulated deficit as at December 31, 2008 and preceding three years:

	December 31, 2008	December 31, 2007	December 31, 2006	December 31, 2005
Cash and cash equivalents	\$ 49,948	\$ 485,846	\$ 141,232	\$ 65,111
Short-term investments	\$ 400,000	\$ 1,930,000	\$ -	\$ -
Accumulated deficit	\$ 4,422,343	\$ 1,903,621	\$ 1,177,929	\$ 886,691

The Company's cash position as at March 31, 2009 was \$100,664 an increase of \$50,716 over the balance as at December 31, 2008 as follows;

Cash used for operating activities	\$	(49,572)
Cash used for mineral properties		(304,712)
Total cash used in the period		(354,284)
Cash from financing activities		5,000
Cash from redemption of short term investments		400,000
Total cash received		405,000
Net addition in Company's cash position	\$	50,716

As at March 31, 2009 the Company had outstanding payments to suppliers in the amount of \$298,587. As at March 31, 2008 the Company had outstanding payments to suppliers in the amount of \$16,651.

Current Year Financing

Subsequent to the three month period ended March 31, 2009 the Company on April 16 and May 4, 2009 completed two non-brokered private placements of 5,000,000 and 10,000,000 units respectively at a price of \$0.10 per unit to raise total gross proceeds of \$1,500,000. Each unit consisted of one common share of the Company and one half of a transferable common share purchase warrant. Each whole warrant will be exercisable to acquire one additional share for a period of 18 months from the closing of the private placement at an exercise price of \$0.15. In the event that the common shares of the Company trade at a closing price in excess of \$0.15 per share for a period of 10 consecutive trading days at any time after four months past the closing date, the Company will accelerate the expiry date of the warrants by giving notice to the holders thereof and in such case, the warrants will expire on the 30th day after the date on which such notice is given by the Company.

On May 1, 2009 the warrants associated with the April 16, 2009 private placement were exercised for gross proceeds of \$375,000.

Prior Year Financing

On August 14, 2008 the Company closed a brokered private placement of 7,000,000 units at a price of \$0.27 per unit for total gross proceeds of \$1,890,000. Each unit consisted of one common share of the Company and one-half of one transferable common share purchase warrant. Each whole warrant can be exercised to acquire one additional share at an exercise price of \$0.45. The warrants expire on February 14, 2010.

As consideration for having acted as agent, the agent received a commission of \$110,104 and 79,500 units. Each unit consisted of one common share of the Company and one-half of one transferable common share purchase warrant. Each whole warrant can be exercised to acquire one additional share at an exercise price of \$0.45. The warrants expire on February 14, 2010. In addition, the agent received 409,163 compensation options valued at \$54,483. Each compensation option will entitle the agent to purchase one common share of the Company at a price of \$0.30 per common share. The options expire on February 14, 2010. The options are fully vested on completion of the four month holding period. All

securities and warrants issued in the offering will have a hold period of four months from the date of closing and ending on December 15, 2008.

The Company completed a non-brokered private placement of 4,000,000 units at a price of \$0.27 per unit. Each unit consisted of one share of the Company and one-half warrant. Each whole warrant can be exercised to acquire one additional share at an exercise price of \$0.45. The warrants expire on February 14, 2010. This private placement was completed in two tranches. The first tranche consisting of 2,855,185 units for gross proceeds of \$770,900, was completed August 14, 2008. The second tranche consisted of 1,144,815 units for gross proceeds of \$309,100, was completed September 5, 2008.

Requirement of Additional Equity Financing

The Company relies primarily on equity financings for all funds raised to date for its operations. Until the Company starts generating profitable operations from the production of concentrate or metal, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions.

SHARE CAPITAL

The following tables summarize the Company's share capital transactions for the period ended March 31, 2009.

Common Shares:

Balance December 31, 2008	72,060,834
Shares issued for mineral properties	200,000
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Balance March 31, 2009	72,260,834

Warrants:

Balance December 31, 2008	9,259,750
Exercised	Nil
Issued	Nil
Expired	Nil
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Balance March 31, 2009	9,259,750

Stock Options:

Balance December 31, 2008	10,694,163
Issued	1,200,000
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Balance March 31, 2009	11,894,163

On January 19, 2009 the Company issued 1,200,000 stock options to an officer and consultant. These options are exercisable at \$0.11 per share and expire on January 19, 2014.

As at March 31, 2009, 8,112,913 stock options were fully vested.

On a fully diluted basis the number of common shares as at March 31, 2009 – 93,414,747.

Further details on the Company's share capital can be found in Note 8 in the audited consolidated financial statements for the year ended in December 31, 2008 and the Company's interim consolidated financial statements for the three month period ended March 31, 2009. These financial statements can be found at www.nortecventures.com and on SEDAR at www.sedar.com.

RELATED PARTY TRANSACTIONS AND BALANCES

For the three month period ended March 31, 2009 the Company paid or accrued the following payments to related parties:

	March 31, 2009		March 31, 2008	
Management and consulting fees paid to directors, officers and their companies	\$	12,000	\$	28,600
Office rent paid to a company with directors in common*	\$	-	\$	5,400
Office services paid to a company with directors in common *	\$	-	\$	15,750

*Effective July 4, 2008, the Company ended its relationship with a company with directors in common that was providing office space and office services.

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

MINERAL INTERESTS

The Company's capitalized mineral interest expenditures as at the period ended March 31, 2009 are as follows;

	TL Property Labrador		Ganarin Property Ecuador		Kaukua Property Finland		Total
Acquisition costs	\$	198,723	\$	91,394	\$	150,118	\$ 440,235
Exploration costs		2,511,338		1,257,867		2,551,098	6,320,303
Total	\$	2,710,061	\$	1,349,261	\$	2,701,216	\$ 6,760,538

Current Status Mineral Properties:

Tasisuak Lake ("TL") Property

The TL nickel-copper property located 50 kilometres northwest of Inco's large Voisey's Bay nickel-copper deposit in northern Labrador consists of 121 claims totalling 3,025 hectares. To date, three phases of exploration drilling have been completed on the TL property. The second and third phases of drilling were carried out by the Company in 2005 and 2008 respectively. The first phase was carried out by Consolidated Magna Ventures Ltd. and Consolidated Viscount Resources Ltd. in 1995 and 1996.

The second phase exploration work was completed in 2005. The third phase of drilling was completed last quarter 2008. Fourteen diamond drill holes (holes 41 to 54) were drilled for a total of 2,300 metres ("m") on five targets identified by geophysical methods and geology. Drill core was cut and the splits were analyzed for nickel, copper and cobalt by Eastern Analytical Labs of Springdale, Newfoundland, Canada. The five targets tested by drilling are the Pond zone anomaly, West anomaly, B1 anomaly, Goose Feather anomaly and the All-About-It East anomaly. Two holes returned significant results, drill holes 44 and 54. Drill hole 54 returned from 5.5m to 13.8m (8.3m) of 0.84% Nickel and 0.37% Copper (including 5m of 1.19% Nickel and 0.53% Copper. Drill hole 44 returned from 65.3m to 69.75m (4.45m) of 0.25% Nickel and 0.08% Copper.

Based on these encouraging results, the Company signed an agreement with Geotech Ltd. ("Geotech"), an airborne geophysical company, to acquire high resolution magnetic and time domain deep penetrating electromagnetic data ("VTEM") over the property. The survey was completed in the second quarter of 2008 and covered the three licensed areas. The report on the interpretation of the results was submitted by Geotech to the Company in the third quarter of 2008. These results and interpretation assisted in targeting potential magmatic Nickel-Copper-Cobalt massive sulphide bodies for the third phase drill program.

A contract was signed with Cartwright Drilling of Goose Bay, Labrador, to conduct a third phase 2,000m drill program on the TL Property. Drilling began early July, 2008 and was completed in mid August, 2008 for a total of 1,961 metres. The main VTEM target areas tested by this third phase of drilling are the Long Pond anomaly, No Baccy anomaly, the All-About-It anomaly, the B-Zone anomaly and the Goose Feather anomaly. A total of 326 samples were cut and the splits analyzed for nickel, copper, cobalt (as part of a multi-element suite) by Accurassay Labs of Gambo, Newfoundland, Canada. The significant results are as follows;

- 14m of 1.02 % Ni, 0.51 % Cu and 0.03 % Co (hole 08-AA-60);
- 9m of 1.02 % Ni, 0.55 % Cu and 0.04 % Co (hole 08-LP-55);
- 3m of 1.04 % Ni, 0.38 % Cu and 0.03 % Co (hole 08-LP-56);
- 3m of 1.01 % Ni, 0.39 % Cu and 0.04 % Co (hole 08-AA-62).

Drill holes 63, 67-72 tested a series of VTEM Anomalies in the B, F and A zones and did not encounter any significant nickel-copper mineralization. However, three of the holes did encounter a massive pyrrhotite zone up to 3 meters in thickness with gold enrichment of 1 gram/tonne over 2 metres in hole 68. As well, some zones of anomalous platinum (Pt) and palladium (Pd) were encountered. Hole 63 encountered the thickest gabbroic body over 69.4 metres though no significant mineralization was encountered.

An assessment report was compiled and submitted to the Department of Natural Resources of Newfoundland and Labrador in October 2008. The Company will maintain this property in good standing and continue to analyze the exploration data obtained to date for future required exploration work.

Ganarin Property, Ecuador

On April 18, 2005 the Company entered into an option agreement with Doubloon Exploration Corp. to acquire a 49% interest in the Ganarin-Condorcocha group of projects located in Azuay Province Southern Ecuador. This group of projects consisted of the Ganarin Property and the Condorcorcha Property.

Chamana Project:

Chamana covers four zones, Chamana Oeste, Chamana Este, Chamana Nor-oeste and Chamana Nor-este with a surface area of 600 metres by 500 metres. Intense silicification, quartz-chalcedony breccias and vuggy-druzy quartz stockwork zones, including silica sinter deposits, were delineated in the Chamana area. Detailed grid soil sampling on a line spacing of 25 m over the four breccia zones identified gold soil geochemical anomalies with values as high as 2 grams/tonne ("g/t") gold. In 1993 Newmont drilled 6 random rotary holes in the area. One of the holes was designed to intersect the Chamana Oeste breccia zone at depth. The hole was terminated at the top of the breccia zone due to drilling problems, but it returned 3.6 g/t gold over 1.5 metres at the bottom of the hole.

During the third quarter 2006 eight drill holes were completed totalling 1,180 metres. Further drilling is required to determine the structural controls of the epithermal gold-silver mineralization as well as the geochemical soil anomalies. Details of drilling results to date can be referred to on the Company's website at www.nortecventures.com

Rio Minas Project:

In 2005, detailed mapping and systematic follow-up sampling of the high grade zones is continuing on the Rio Minas zone. Very significant gold values (greater than 1,500 g/t gold over 30 centimetres) were obtained from smectite/clay fracture fillings with rounded chalcedony fragments. These fracture fillings are hosted in very tight rhyolite welded tuffs, suggesting tops of epithermal systems. One drill hole of 140 metres was completed in the third quarter 2006 to test the zone at depth and did not return any significant results.

Loma La Cruz Project:

Gold-silver mineralization at Loma La Cruz is present in intensive pyritiferous argillic and propylitic alteration zones with anhydrite, quartz and calcite fracture-fillings and veinlets. One drill hole of 286 metres was completed in the third quarter of 2006 to test the zone at depth. The drill hole returned minor values in gold and silver.

Mineralization with associated hydrothermal alteration at Ganarin is exposed over an area of 1.5 kilometers (north-south) by 800 meters (east-west) and up to 300 meters vertically. Samples of vein material extracted by artisan miners assayed 8.5 to 145 g/t gold and 9.8 to 49.7 g/t silver. These values are consistent with low to medium sulphidation epithermal "bonanza" deposit model.

The economic potential of Ganarin Property has not been adequately tested yet. The Company will continue to assess on whether to retain this property or to abandon it.

The new mining law that was recently introduced in Ecuador does not apply to the Ganarin project because this property was acquired under the old mining law. No exploration work was carried out this quarter.

Kaukua Project, Finland

On July 29, 2008, the Company entered into an option agreement to earn an undivided 70% interest in the Kaukua platinum-palladium-gold ("PGE+Au") property located in north-eastern Finland pursuant to the Memorandum of Understanding signed on July 27, 2007. The agreement requires the Company make option payments of €30,000 and €60,000 which has been paid and a remaining €100,000 option payment or Initial Exploration Expenditures of €600,000 over an Earn-In period of 3 years. The option agreement was signed by the Company having received confirmation from the Finnish ministry that the exploration licenses for the property have been obtained.

As at August 31, 2008 the Company has earned its 70% interest in the Kaukua property.

The Company has the right to earn an additional 10% interest in the Kaukua project by completing incurring additional €2,500,000 of exploration expenditures on the property or completing a bankable feasibility study, whichever occurs first. To date over €1,000,000 in additional exploration expenditures have been spent on the Kaukua project. As at March 31, 2009 the Company has approximately 74% interest in the Kaukua property.

In November 2007, the Company completed Phase 1 drilling for a total of 1,025 metres of core drilling over seven drill holes. All holes were between 110 and 170 metres in depth. Drill core from drill hole KAU07-04 returned over 35m at 1.6 g/t PGE+Au.

In April 2008, the Company completed the Phase 2 drilling program. Phase 2 consisted of 7 drill holes totalling 1,164 meters ranging in depth from 100 to 200 meters. The drilling program covered the down dip and strike extensions of the higher grade mineralization intersected in previously reported drill holes Kau07-004, Kau07-007, Kau07-002, Kau07-003 and GTK_R-405. Drill hole Kau08-009 returned over 30m of 1.95 g/t PGE+Au including 10.5m of 3.05 g/t PGE+Au.

In October 2008, the Company completed the Phase 3 drilling program. Phase 3 consisted of 24 holes (Kau08-015 to Kau08-038) totalling 6,019 metres ("m"). The Phase III drilling program was designed to extend the trace of known mineralization to 800m along strike and 350m down-dip. The Phase III drilling program also included 3 exploration holes targeting the geophysical chargeability anomaly identified from the 3D-Induced Polarization ("IP") survey. The drill results suggest that the mineralisation appears to be coincident with the chargeability anomalies. These are the most significant PGE and Gold results from all the holes reported to date.

Samples from Phase 1, 2 and 3 drilling were cut and the splits were analyzed for platinum, palladium, gold, nickel, copper, and cobalt (as part of a multi-element suite) by Labtium of Rovaniemi, Finland. All results have been received.

In April 2009, the Company completed the Phase 4 drilling program. Phase 4 consisted of 12 drill holes totalling 2,085m ranging in depth from 100 to 200 meters. The drilling program covered the western strike extension of the higher grade mineralization intersected in drill holes from the Phase 2 and 3 drilling program. The most significant results to date are:

52.0m @ 1.06g/t PGE+Au; 0.15% Cu and 0.11% Ni from 123.0m (Hole Kau09-039)
37.6m @ 1.25g/t PGE+Au; 0.18% Cu and 0.12% Ni from 166.5 (Hole Kau09-043)
5.7m @ 1.35g/t PGE+Au; 0.11% Cu and 0.12% Ni from 48. (Hole Kau09-041)

RISK AND UNCERTAINTIES

The Company's success depends upon a number of factors, many of which are beyond the Company's control. Typical risk factors and uncertainties include the current world economic downturn which affects the ability to raise financing, title matters, metal prices, currency rate fluctuations, operating hazards encountered in the mining business, and changing legislation, regulations or the administration thereof. These risk factors could materially affect the Company's future operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company.

Plan of Operations and Funding

The Company's plan of significant operations for the next twelve months is as follows:

- The Company is arranging financing to complete the purchase of Ascendent Copper SA. As at April 30, 2009 the company has paid \$600,000 USD towards the purchase price of \$5,000,000 USD. See "Subsequent Events" below for further details.
- To arrange financing to fund further exploration work, on the Kaukua property which is currently estimated at approximately \$1,700,000.
- To restore and maintain in good standing the Ganarin property by renegotiating the option terms with Doubloon Exploration Corp. and by spending approximately \$160,000 on exploration activities in Ecuador.
- Exploration work on the TL Property to date is inconclusive. The Company plans to maintain this property and continue to analyze the exploration data obtained to date for further exploration work at a future date. The Company does not expect to incur exploration costs for the remainder of 2009.

To finance the above plans, the Company is actively seeking private or institutional financing. Wherever possible, the Company is also reducing its general and administrative expenses. However, there can be no assurance that these financings or cost savings measures will be successful.

Environmental and Other Regulatory Requirements

Mineral exploration activities require permits from various governmental authorities and are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs, and delays as a result of the need to comply with applicable laws, regulations and permits. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions, 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 mineral exploration and development activities 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 and, in particular, environmental laws.

The Company believes it is in compliance with all laws and regulations that currently apply to its activities. However, there can be no assurance that all permits which the Company may require for mineral exploration and development can be obtained or maintained on reasonable terms or that such laws and regulations would not have an adverse effect on any such mineral exploration or development which the Company might undertake.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Metal Prices

The principal activity of the Company is the exploration of resource metal properties. The feasible development of such properties is highly dependent upon metal prices. A sustained and substantial decline in commodity prices could result in the write-down, termination of exploration and development work or loss of the Company's interests in identified resource properties. Although such prices cannot be forecast with certainty, the Company carefully monitors factors that could affect metal prices in order to assess the feasibility of its resource properties..

The following table sets out the average metal prices by year and closing prices as at March 31, 2009 for metals which the Company is currently exploring;

Metal Prices	1999	2000	2001	2002	2003	2004	2005	2006	2007	2008	Mar-09
copper cents/lb	72.54	81.29	70.13	69.25	77.76	121.70	161.47	289.09	302.34	292.36	150.75
gold \$/oz	280.11	301.27	271.15	312.78	367.74	410.02	448.89	612.57	704.30	880.15	917.50
platinum \$/oz	378.32	552.02	519.63	543.60	694.83	844.04	900.65	1,151.33	1,318.38	1,559.25	1,124.50
palladium \$/oz	359.88	697.33	577.38	328.46	197.00	226.10	201.63	322.42	355.04	346.63	214.50
Nickel \$/lb	n/a	n/a	n/a	n/a	n/a	n/a	6.69	11.00	16.89	9.58	4.40
Molybdenum \$/lb	n/a	n/a	n/a	n/a	n/a	n/a	31.05	24.62	30.16	28.74	8.42

The Company announced on April 1, 2009 that it had entered into an agreement to acquire copper molybdenum properties in Ecuador. Copper prices have pulled back substantially from the highs of 2008 closing at \$1.25 per pound in 2008. In the current quarter copper has begun to recover closing at \$1.50 per pound March 31, 2009. Molybdenum prices also pulled back in 2008 and have yet to see any recovery in 2009.

The Company is exploring for gold, platinum and palladium in Finland. Gold continues to show strong prices and the Company does not expect this to change. Platinum and palladium prices are down over the highs of 2008 but are showing signs of recovery in early 2009.

The Company is exploring for nickel in Canada. Nickel prices are depressed and have been since reaching a high in early 2007 of \$22.00 per pound. The Company is not expecting nickel prices to recover to these levels in the current year.

Industry and Economic Factors Affecting Performance

As a mineral exploration and development company, Nortec's performance is affected by a number of industry and economic factors and exposure to certain environmental risks and regulatory requirements. These include metal prices, competition amongst exploration firms for attractive mineral properties, the interest of investors in providing high-risk equity capital to exploration companies, and the availability of qualified staff and equipment such as drilling rigs to conduct exploration.

NEW ACCOUNTING POLICIES

a) *Financial Instrument Disclosures* - Effective January 1, 2007, the Company adopted CICA Section 3855, *Financial Instruments - Recognition and Measurement*. This section establishes standards for determining when a financial asset, financial liability or non-financial derivative is to be recognized on the balance sheet and whether it will be measured using a cost-based or fair value method. The adoption of this new accounting policy had no significant effect on these financial statements.

b) *Capital Disclosures* – Effective January 1, 2008, the Company adopted the CICA Section 1535 *Capital Disclosures*. This standard requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance.

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can provide returns for shareholders and benefits for other stakeholders, and to bring its exploration projects to commercial production.

The capital structure of the Company currently consists of common shares, flow through common shares, stock options and warrants. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements, or sell assets to fund operations. The Company is not subject to externally imposed capital requirements.

c) *Financial Instrument Disclosures*

Effective January 1, 2008, The Company adopted the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3862 *Financial Instruments – Disclosures* and Section 3863 *Financial Instruments – Presentation*, which together comprise a complete set of disclosure and presentation requirements that revise and enhance current disclosure requirements. Section 3862 requires disclosure of additional detail by financial asset and liability categories. Section 3863 establishes standards for presentation of financial instruments and non-financial derivatives. The standard deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset. The adoption of these sections did not have a material impact on the Company's disclosure and presentation.

d) *Recent Accounting Pronouncements*

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 companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles ("GAAP") with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP, is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011.

The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. 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.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of revenues and expenses during the reported years. Actual results could differ from those estimates.

The amounts recorded for amortization of property, plant and equipment, the provision for asset retirement obligations, the provision for future income taxes, valuation allowance for future income taxes, stock based compensation and valuation of warrants are based on estimates. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

All stock-based awards made to employees and non-employees are measured and recognized using a fair value based method. Accordingly, the fair value of the options at the date of the grant is accrued and charged to operations, with the offsetting credit to contributed surplus, on a straight-line basis over the vesting period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital.

The proceeds from the issue of units is allocated between shares and warrants on a prorated basis on relative fair values as follows: the fair value of common shares is based on the market close on the date the units are issued; and the fair value of the common share purchase warrants is determined using the Black-Scholes pricing model.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this MD&A may constitute forward-looking statements. These statements relate to future events or the Company's future performance. All statements, other than statements of historical fact, may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "propose", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon by investors as actual results may vary. These statements speak only as of the date of this MD&A and are expressly qualified, in their entirety, by this cautionary statement.

In particular, this MD&A contains forward-looking statements, pertaining to the following: capital expenditure programs, development of resources, treatment under governmental regulatory and taxation regimes, expectations regarding the Company's ability to raise capital, expenditures to be made by the Company to meet certain work commitments, and work plans to be conducted by the Company.

With respect to forward-looking statements listed above and contained in this MD&A, the Company has made assumptions regarding, among other things: the legislative and regulatory environment, the impact of increasing competition, unpredictable changes to the market prices for minerals, that costs related to development of the mineral properties will remain consistent with historical experiences, anticipated results of exploration activities, and the Company's ability to obtain additional financing on satisfactory terms.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of the risk factors set forth previously in this MD&A: volatility in the market prices for metals, uncertainties associated with estimating resources, geological problems, technical problems, drilling problems, processing problems, liabilities and risks including environmental liabilities and risks inherent in mining operations, fluctuations in currency and interest rates, incorrect assessments of the value of acquisitions, unanticipated results of exploration activities, competition for capital, competition for acquisitions of reserves, competition for undeveloped lands, competition for skilled personnel, and unpredictable weather conditions.

The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of these risk factors set forth above.

INTERNAL CONTROLS AND DISCLOSURE CONTROLS OVER FINANCIAL REPORTING

On November 23, 2007, the British Columbia Securities Commission in which the Company is registered exempted Venture Issuer from certifying disclosure controls and procedures, as well as, Internal Controls over Financial Reporting as of December 31, 2007, and thereafter. Since the Company is a Venture Issuer, it is now required to file basic certificates, which it has done for the year ended December 31, 2008. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under Multilateral Instrument 52-109 as at December 31, 2008.

SUBSEQUENT EVENTS

- a) On April 1, 2009, the Company entered into an agreement (the "Agreement") to acquire Ascendant Copper (Barbados) Corporation ("Ascendant"), a wholly owned subsidiary of Copper Mesa Mining Corporation ("Copper Mesa") which, through its Ecuadorian entities, holds title to various mineral resource properties in Ecuador including the Chaucha copper-molybdenum porphyry property and the option to acquire a 100% interest in the Telimbela copper-molybdenum property.

In addition Ascendant under an agreement with Rio Tinto Mining and Exploration Limited dated October 27, 2006 has the exclusive use of a database of Ecuadorian mineral exploration properties developed by Rio Tinto.

Under the terms of the Agreement, the Company will pay to Copper Mesa US\$5,500,000 (the "Purchase Price"). The purchase price shall be paid by the Company as follows:

- a) the sum of US\$300,000 in cash on or before the date that is five business days following the date of acceptance for filing of the Acquisition by the TSX Venture Exchange (paid);
- b) the sum of US\$300,000 in cash on or before April 30, 2009 (paid);
- c) the sum of US \$1,100,000 in cash on or before May 31, 2009;
- d) the sum of US\$900,000 in cash on or before June 20, 2009;
- e) the sum of US\$1,000,000 in cash on or before August 31, 2009;
- f) the sum of US\$1,000,000 in cash on or before October 31, 2009; and
- g) the sum of US\$900,000 in cash on or before January 31, 2010.

Alternatively, the Company may satisfy payment of the purchase price by paying to Copper Mesa the aggregate amount of US\$5,000,000 no later than June 30, 2009. The Company has also agreed to reimburse Copper Mesa US\$75,000 for various property and tax payments

made in Ecuador. The closing date of the Agreement will be on May 31st, 2009 subject to completion of due diligence and approval of the TSX Venture Exchange. The Company received conditional approval from the TSX-V Exchange on April 16, 2009.

- b) On April 20, 2009, the Company closed the Non-Brokered Private Placement announced March 27, 2009. A total of 5,000,000 units (the “Units”) were placed at a price of \$0.10 per Unit (the “Offering”), for a total gross proceeds of \$500,000. Each Unit consists of one common share of the Company (a “Share”) and one half of one transferable common share purchase warrant (a “Warrant”). Each whole Warrant will be exercisable to acquire one additional Share for a period of 18 months from the closing of the Offering at an exercise price of \$0.15. The net proceeds from the Offering were used to pay the initial payment obligations of the acquisition of Ascendant and related costs.
- c) On May 4, 2009, the Company closed the Non-Brokered Private Placement announced March 9, 2009. A total of 10,000,000 units (the “Units”) were placed at a price of \$0.10 per Unit (the “Offering”), for a total gross proceeds of \$1,000,000. Each Unit consists of one common share of the Company (a “Share”) and one half of one transferable common share purchase warrant (a “Warrant”). Each whole Warrant will be exercisable to acquire one additional Share for a period of 18 months from the closing of the Offering at an exercise price of \$0.15.

In the event that the common shares of the Company trade at a closing price in excess of 15 cents per share for a period of 10 consecutive trading days at any time the company will accelerate the expiry date of the warrants by giving notice to the holders thereof and in such case, the warrants will expire on the 30th day after the date on which such notice is given by the Company. The Net Proceeds will be used for general working capital purposes and for the metallurgical testwork on the Kaukua.

- d) On May 4, 2009, the Company also announced the exercise of the 2,500,000 warrants at a price of \$0.15 per warrant. These warrants were issued pursuant to the 5,000,000 unit private placement closed on April 20, 2009. The funds from this warrant exercise were used to pay the second tranche of payment obligations for the acquisition of Ascendant.

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Giovanna Martino
Corporate Secretary

Balraj Mann
Chief Financial Officer

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Director, Chairman of the Board, Audit Committee
Member

Peter F. Tegart
Director

Richard L. Richards
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