

Skybridge Development Corp.
Management's Discussion & Analysis

Form 51-102F1

For the Period from Incorporation on January 30, to December 31, 2007

**SKYBRIDGE DEVELOPMENT CORP.
MANAGEMENT'S DISCUSSION & ANALYSIS
For the Period from Incorporation on January 30 to December 31, 2007**

March 5, 2008

The following management discussion and analysis is a review of operations, current financial position and outlook for Skybridge Development Corp. (the "Company") and should be read in conjunction with the audited financial statements for the period from incorporation on January 30, 2007 to December 31, 2007. The reader is encouraged to review the Company's financial statements in conjunction with this document, copies of which are filed on the SEDAR website: www.sedar.com.

The Company prepares its financial statements in accordance with generally accepted accounting principles in Canada ("Canadian GAAP"). All dollar figures included therein and in the following discussion and analysis are quoted in Canadian dollars unless otherwise noted.

Description of Skybridge's Business

The Company was incorporated on January 30, 2007 and is classified as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange Corporate Finance Manual. The principle business of the Company is to identify and evaluate companies, assets or businesses with a view to completing a Qualifying Transaction (as that term is defined in Policy 2.4). Following incorporation, the Company commenced the process of identifying and evaluating businesses and assets with a view to completing a Qualifying Transaction. Any proposed Qualifying Transaction must be accepted by the TSX Venture Exchange and in the case of a Non Arm's Length Qualifying Transaction, is also subject to Majority of the Minority Approval in accordance with Policy 2.4. The Company has not conducted any commercial operations other than entering into discussions for the purpose of identifying potential acquisitions with which to complete a Qualifying Transaction.

Forward-Looking Information

When used in this document, words such as "anticipate", "believe", "estimate" and "expect" and similar expressions are intended to identify forward-looking statements. Such statements are used to describe management's future plans, objects and goals for the Company and therefore involve inherent risks and uncertainties. The reader is cautioned that actual results, performance, or achievements may be materially different from those implied or expressed in such statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, we do not intend to update any of these forward-looking statements to conform these statements to actual results.

Discussion of Operations and Financial Results

Overall Performance

The Company is a Capital Pool Company which is in the process of completing its Qualifying Transaction. Following incorporation, the Company commenced the process of identifying and evaluating businesses and assets with a view to completing a Qualifying Transaction. To date, the Company has not conducted any commercial operations other than pursuing negotiations for the purpose of identifying potential acquisitions or interest. The funds raised pursuant to the Company's initial public offering have been utilized only for the identification and evaluation of potential Qualifying Transactions.

In July 2007, the Company successfully completed its initial public offering through its agent of 2,000,000 common shares for gross proceeds of \$200,000. The Company also granted options to its directors and officers to acquire 450,000 shares at a price of \$0.10 per share, for a period of five years from the date the Company's shares are listed on the TSX Venture Exchange. The Company also paid the agent a cash commission of \$20,000 and an administration fee of \$10,000, reimbursed the agent for out-of-pocket expenses of \$10,500 and granted 200,000 non-transferable agent's warrants. Each agent's warrant allows the agent to purchase one share at \$0.10 per share by July 17, 2009.

On November 29, 2007, the Company entered into a share exchange agreements with Alyris Gold Corporation, a private Ontario company ("Alyris"), Patrick Morris, John Seaman, Robert Findlay, Howard Verrico and each shareholder of Alyris to acquire all of the issued and outstanding shares of Alyris. Alyris holds a 100% interest in two mineral properties located in Nunavut and Ontario, respectively. Pursuant to the share exchange agreements, the Company proposes to acquire all 5,450,000 issued and outstanding shares in the capital of Alyris in exchange for common shares in the capital of the Company, on the basis of one Company share for every one Alyris share issued and outstanding. In addition, and pursuant to the terms of the share exchange agreements, the Company has agreed to substitute the 728,750 outstanding share purchase warrants of Alyris with share purchase warrants of the Company on similar terms and conditions. The Company anticipates that each share purchase warrant issued by the Company on the closing of the share exchange agreements will entitle the holder to acquire one common share in the capital of the Company for an exercise price of \$0.25 until July 31, 2008.

Upon the closing of the proposed transaction, the Company has further agreed to cancel 325,000 of its 450,000 outstanding options and grant 325,000 options to the new directors and officers who are anticipated to be appointed on closing. Each option granted will entitle the holder to acquire one common share in the capital of the Company at an exercise price of \$0.67 per share for a period of 5 years from the date of grant.

In addition to the entry into the share exchange agreements, the Company has also entered into a share purchase agreement dated November 29, 2007 with Alyris, eight Alyris shareholders and the current shareholders of the Company. As a condition of closing of the share exchange agreements, the shareholders of the Company agreed to transfer 2,100,000 shares of the 2,500,000 shares that are currently held in escrow pursuant to an escrow agreement dated March 21, 2007 to eight Alyris shareholders at a price of \$0.065 per share.

This proposed transaction, if closed and accepted by the TSX Venture Exchange, will constitute the Company's Qualifying Transaction. Assuming the completion of the proposed transaction, the Company will operate within the junior mining sector, involved in exploration and development of mineral properties and related activities, and be listed on the TSX Venture Exchange as a Tier 2 mining issuer. There are numerous conditions to closing in regards to the share exchange agreements, however, and the Company cannot offer any assurance that these conditions will be satisfied or that the Company will close the transaction. The transaction must be accepted by the TSX Venture Exchange and the Company cannot offer any assurance that the TSX Venture Exchange will do so.

In contemplation of the closing of the proposed transaction with Alyris, the Company has initiated a non-brokered private placement by offering 3,495,000 flow-through common shares of the Company at \$0.75 per share with gross proceeds of \$2,621,250 and 2,100,000 non flow-through common shares of the Company at \$0.65 per share with gross proceeds of \$1,365,000. The Company received \$2,721,625 of share subscription proceeds by December 31, 2007 and the remaining \$1,264,625 were received subsequent to the year ended December 31, 2007. The Company will hold all of the subscription funds from the offering in trust pending completion of the transaction and receipt of a Final Exchange Bulletin

from the TSX Venture Exchange. Should the transaction not complete, the Company will return all of the subscription proceeds from the offering to the subscribers.

Selected Annual Information

The following is a summary of audited financial information of the Company for the period from incorporation on January 30 to December 31, 2007:

	From incorporation on January 30, 2007 to December 31, 2007
Revenue	Nil
Net loss	\$96,197
Loss per share	\$0.10
	As at December 31, 2007
Total assets	\$2,925,937 ⁽¹⁾
Total liabilities	\$35,523
Dividends	Nil

⁽¹⁾ Includes proceeds from a private placement offering of 3,495,000 flow-through common shares at \$0.75 per share for gross proceeds of \$2,621,250 and 2,100,000 non flow-through common shares at \$0.65 for gross proceeds of \$1,365,000. The Company received \$2,721,625 of share subscription proceeds as at December 31, 2007 and received the remaining \$1,264,625 subsequent to the year ended December 31, 2007.

Results of Operations

During the period from incorporation to December 31, 2007, the Company incurred expenses in seeking businesses with which to enter into a Qualifying Transaction. As a Capital Pool Company, the Company had no business other than pursuing negotiations for the purpose of identifying potential acquisitions or interest. During the period from incorporation on January 30, 2007 to December 31, 2007, the Company incurred expenses of \$96,197. The most significant expenses incurred during the period included accounting and auditing expenses of \$36,266, legal expenses of \$30,076 and stock based compensation expense of \$25,757.

On November 29, 2007, the Company entered into the share exchange agreements described under the heading "Overall Performance." In the event that the Company closes the Qualifying Transaction as contemplated in the share exchange agreements, the Company's operations will significantly change. Following this date, the Company anticipates that it will incur significantly more expenses in order to fund its operations. The Company cannot offer any assurance, however, that the share exchange transactions will close or that the Company will complete the Qualifying Transaction.

Summary of Quarterly Results

The Company's quarterly results from incorporation on January 30, 2007 to December 31, 2007 are as follows:

	From inception (January 30, 2007) to March 31, 2007	Three months ended June 30, 2007	Three months ended September 30, 2007	Three months ended December 31, 2007	Total
Net Loss	\$21,929	\$31,661	\$41,378	\$1,229	\$96,197
Basic and diluted net loss per share	-	-	\$0.03	-	\$0.10

Liquidity and Capital Resources

As at December 31, 2007, the Company had cash of \$193,266 and working capital of \$2,888,997. The Company anticipates it has sufficient working capital to incur legal and other expenses related to consummating a Qualifying Transaction within the next twelve month period. In the event additional cash is required, the Company anticipates that it will obtain such funds through the issuance of equity securities on a private placement basis. The Company can offer no assurance, however, that it will be able to obtain additional financing when required.

On November 29, 2007, the Company entered into share exchange agreements as described under the heading "Overall Performance." In the event the transactions contemplated thereunder close, and the TSX Venture Exchange accepts the transaction as the Company's Qualifying Transaction, management anticipates that the Company and its operations will change dramatically. As at December 31, 2007, the Company received \$2,721,625 in proceeds from a private placement offering of 3,495,000 flow-through common shares at \$0.75 per share for gross proceeds of \$2,621,250 and 2,100,000 non flow-through common shares at \$0.65 for gross proceeds of \$1,365,000. The Company received \$2,721,625 of share subscription proceeds as at December 31, 2007 and received the remaining \$1,264,625 subsequent to the year ended December 31, 2007. The funds are currently held in trust pending completion of the Qualifying Transaction. In the event the Qualifying Transaction does not close, the Company will return the proceeds to the subscribers. In the event the Qualifying Transaction closes, the Company intends to use the proceeds in furtherance of the Company's operations.

In addition to the flow through and non flow through financing described above, the Company entered into a letter agreement dated February 13, 2008 with Canaccord Capital Corporation regarding an additional financing of up to \$3,750,000. The financing contemplates the issuance of up to 1,600,000 Short Form Offering Document Units (each, a "SFOD Unit") at a price of \$1.25 per SFOD Unit to raise up to \$2,000,000, each SFOD Unit of which will consist of one share and one half of one transferable warrant (each whole warrant, a "SFOD Warrant"). Each SFOD Warrant will entitle the holder to purchase an additional share at the exercise price of \$1.75 for a period of 24 months from the closing of the financing. In addition, the financing includes the issuance of up to 1,400,000 units (each, a "Post Closing Unit") at a price of \$1.25 per Post Closing Unit to raise up to \$1,750,000, each Post Closing Unit of which will consist of one share and one half of one transferable warrant (each whole warrant, a "Post Closing Warrant"). Each Post Closing Warrant will entitle the holder to purchase an additional share at the exercise price of \$1.75 for a period of 24 months from the closing of the Post Closing Offering. The

SFOD Units will be offered to investors pursuant to a Short Form Offering Document and the Post Closing Units will be offered to accredited investors, all in accordance with the requirements of the TSX Venture Exchange and applicable securities laws. It is anticipated that the Post Closing Offering will be completed shortly after the closing of the Qualifying Transaction. The Company intends to use the proceeds from the financing to fund operations following completion of the Qualifying Transaction. As there are numerous closing conditions to the share exchange agreements, including approval of the Qualifying Transaction from the TSX Venture Exchange, the Company cannot offer any assurance that the share exchange agreements will close.

Off-Balance Sheet Arrangements

The Company does not have any special purpose entities nor is it party to any arrangements that would be excluded from the balance sheet of the Company.

Transactions with related parties

There have been no related party transactions for the period from incorporation on January 30, 2007 to December 31, 2007.

Fourth Quarter

During the three months ended December 31, 2007, the Company incurred expenses in seeking businesses with which to enter into a Qualifying Transaction. On November 29, 2007, the Company entered into the share exchange agreements and the share purchase agreement as discussed under the heading "Overall Performance." Following such time, the Company incurred expenses in connection with the consummation of the Qualifying Transaction with Alyris. As a Capital Pool Company, the Company had no business other than pursuing negotiations for the purpose of identifying potential acquisitions or interest. During the three months ended December 31, 2007, the Company incurred a loss of \$1,229. The most significant expenses incurred during the period included accounting and auditing expenses of \$21,770 and legal expenses of \$28,740. The decrease in loss in the fourth quarter was due to the Company reclassifying to share issuance costs \$35,422 of legal expenses and \$14,689 of filing fees related to the initial public offering and share issuance.

Proposed transactions

The Company is in the process of filing a Filing Statement with respect to its Qualifying Transaction. The Company entered into share exchange agreements dated November 29, 2007 and a share purchase agreement dated November 29, 2007 as described under the heading "Overall Performance." The Company can offer no assurance when or if such transactions will close.

In addition, the Company has initiated a non-brokered private placement by offering 3,495,000 flow-through common shares of the Company at \$0.75 per share with gross proceeds of \$2,621,250 and 2,100,000 non flow-through common shares of the Company at \$0.65 per share with gross proceeds of \$1,365,000. The Company received \$2,721,625 of share subscription proceeds as of December 31, 2007 and received the remaining \$1,264,625 subsequent to the year ended December 31, 2007. The Company will hold all of the subscription funds from the offering in trust pending completion of the transaction. Should the transaction not complete, the Company will return all of the subscription proceeds from the offering to the subscribers.

Finally, on February 13, 2008, the Company entered into a letter agreement with Canaccord Capital Corporation regarding an additional financing that the Company anticipates will close shortly after the

closing of the Qualifying Transaction. Please see the discussion under the heading “Liquidity and Capital Resources” for more information related to the offering.

The transaction contemplated in the share exchange agreements, if such transaction is consummated, will constitute a Qualifying Transaction under the terms of the TSX Venture Exchange applicable to Capital Pool Companies. Assuming the completion of the proposed Transaction, the Company will operate within the junior mining sector listed on the TSX Venture Exchange as a Tier 2 mining issuer, and will be involved in the exploration and development of mineral properties and related activities. Due to numerous conditions precedent to closing, however, including receipt of TSX Venture Exchange approval, the Company can offer no assurance that the Company will in fact consummate the Qualifying Transaction.

Financial Instruments and Other Instruments

The Company’s financial instruments consist of cash, cash in trust, accounts receivable and accounts payable and accrued liabilities. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

Risks and Uncertainties

The Company is a Capital Pool Company under the policies of the TSX Venture Exchange Inc. If the Company fails to complete a Qualifying Transaction within 24 months of listing, the TSX Venture Exchange Inc. could suspend or delist the common shares of the Company. An interim cease trade order may be issued against the Company's securities by an applicable securities commission if the common shares of the Company are suspended from trading on or delisted from the TSX Venture Exchange. Although management of the Company is working diligently to identify a Qualifying Transaction, there is no assurance that a Qualifying Transaction will be entered into or be completed.

Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company’s general and administrative expenses is provided in the Company’s Statement of Operations and Deficit contained in its audited financial statements for the period from incorporation on January 30, 2007 to December 31, 2007 available on www.sedar.com.

Outstanding share data

The following information sets out the outstanding share data of the Company as of December 31, 2007:

	Capital Stock		Contributed Surplus	Subscriptions received in advance
	Number of Shares	Amount		
Authorized				
Unlimited common shares without par value				
Issued and outstanding				
Seed shares	2,500,000	\$ 125,000	\$ -	\$ -
Initial public offering	2,000,000	200,000	-	-

Share issuance costs	-	(93,296)	7,525	-
Stock-based compensation	-	-	25,757	-
Share subscriptions received in advance	-	-	-	<u>2,721,625</u>

At December 31, 2007	4,500,000	\$	231,704	\$	33,282	\$	<u>2,721,625</u>
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Warrants

On July 17, 2007, the Company granted 200,000 non-transferable share purchase warrants to its agent in connection with the Company's initial public offering. Each share purchase warrant allows the holder to purchase one common share of the Company at \$0.10 per share by July 17, 2009. Upon the closing of the Qualifying Transaction, the Company has agreed to issue 728,750 share purchase warrants to certain current shareholders of Alyris, each share purchase warrant of which will entitle the holder to acquire one share in the capital of the Company at the exercise price of \$0.25 until July 31, 2008.

Stock Options

The Company has adopted a stock option plan under which it can grant up to a maximum of 450,000 options. Upon closing of the initial public offering, the Company granted to its directors options to acquire 450,000 shares at a price of \$0.10 per share, for a period of five years from the date the Company's shares were listed on the TSX Venture Exchange. Any shares issued upon exercise of the 450,000 stock options shall be deposited with the escrow agent, and subject to the same escrow terms as that of the seed shares. Upon the closing of the Qualifying Transaction, the Company and certain shareholders of the Company, have agreed to cancel 325,000 stock options and issue such options to new directors and officers of the Company, each option of which will entitle the holder to acquire one share in the capital of the Company at the exercise price of \$0.67 for a period of five years from the date of grant.

Private Placement

The Company has initiated a non-brokered private placements by offering 3,495,000 flow-through common shares of the Company at \$0.75 per share with gross proceeds of \$2,621,250 and 2,100,000 non flow-through common shares of the Company at \$0.65 per share with gross proceeds of \$1,365,000. The Company has received \$2,721,625 of share subscription proceeds as of December 31, 2007 and received a further \$1,264,625 subsequent to the year ended December 31, 2007. The Company will hold all of the subscription funds from the offering in trust pending completion of the transaction. Should the transaction not be completed, the Company will return all of the subscription proceeds from the offering to the subscribers.

Additional Information

Additional information relating to the Company can also be found on SEDAR at www.sedar.com.

Approval

The Board of Directors of Skybridge Development Corp. has approved the disclosure contained in this annual management discussion and analysis.