CAP-EX VENTURES LTD.

Management Discussion and Analysis

Year Ended August 31, 2008

This management discussion and analysis ("MD&A") of financial position and results of operations is prepared as at December 15, 2008 and should be read in conjunction with the audited financial statements for the year ended August 31, 2008 of Cap-Ex Ventures Ltd. ("Cap-Ex" or the "Company") with the related notes thereto. Those audited financial statements have been prepared in accordance with Canadian generally accepted accounting principles. All dollar amounts included therein and in the following MD&A are expressed in Canadian dollars except where noted. This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company's management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made. Additional information related to the Company is available for view on SEDAR at www.sedar.com.

Description of Business

The Company was incorporated under the Business Corporations Act (British Columbia) on February 27, 2007 and is classified as a Capital Pool Company as defined in the TSX Venture Exchange ("TSX-V") Policy 2.4. The principal business of the Company is the identification and evaluation of assets or a business and, once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities of its Qualifying Transaction ("QT"). On January 14, 2008, the Company's shares began trading on the TSX-V under the symbol "CEV.P".

Until the completion of a QT, the Company will not carry on any business other than the identification and evaluation of assets or businesses in connection with a potential QT.

Initial Public Offering

During the year ended August 31, 2008, the Company completed an IPO of 2,000,000 common shares at a price of $0.10 per share for gross proceeds of $200,000. The Company paid Union Securities Ltd. (the "Agent") a commission of 10% of the gross proceeds, a corporate finance fee of $10,000 and granted 200,000 Agent's options at a price of $0.10 per option, exercisable for a period of 12 months from the date that the common shares of the Company were listed on the TSX-V.

The Company also granted fully-vested stock options, upon completion of the IPO, to the directors and officers of the Company, enabling the holders to acquire up to 400,000 common shares at a price of $0.10 per share, expiring January 9, 2013.

Qualifying Transaction

During the year ended August 31, 2008, the Company entered into a Letter of Intent, dated April 6, 2008, with Swazi Gold Ventures (Pty) Ltd., to acquire a 74% beneficial interest in the CAPE-X Gold Project in South Africa. Under the terms of the Letter of Intent, the Company would acquire its interest in the CAPE-X Gold Project by acquiring 74% of the shares of Amatikulu Gold (Proprietary) Limited (registration no 2005/023325/07) ("Amatikulu"), the owner of the CAPE-X Gold Project, from Swazi Gold Ventures for consideration of $250,000 and the issuance of 2,000,000 common shares of the

Company. A finder's fee of $25,000 and 200,000 common shares of the Company was payable on closing. Closing of the acquisition, intended as the Company's Qualifying Transaction, was subject to satisfactory due diligence, the Company raising an additional $2,000,000 in equity capital, completion of the formal agreements, and regulatory approval.

During the current year, the Company determined its due diligence requirements for the CAPE-X Gold Project were not satisfied and determined not to proceed with the transaction and the incidental transactions that accompanied it. As a result, deferred acquisition costs totaling $38,588 were written-off to operations during the current year.

During the year, the Company incurred travel costs totaling $28,525 relating to additional potential Qualifying Transaction acquisitions.

Selected Annual Financial Information

		Year ended August 31, 2008		Period from incorporation on February 27, 2007 to August 31, 2007
Operating Expenses	$	165,818	$	8,840
Loss for the period		(165,818)		(8,840)
Loss per Share – Basic and Diluted		(0.05)		(0.00)
Total Assets		101,428		106,179
Long Term Liabilities		-		-
Cash Dividends Declared		-		-
Cash Flows From (Used In):				
Operating activities	$	(138,321)	$	(1,608)
Investing activities		-		-
Financing activities		159,122		82,235
Net Increase (decrease) in cash	$	20,801	$	80,627

The Company was incorporated on February 27, 2007 and, thus, does not have three years of information for disclosure.

Results of Operations

The Company recorded a loss of $165,818 for the year ended August 31, 2008 (2007 - $8,840) and $77,163 (2007 - $8,840) for the three months ended August 31, 2008. The Company was incorporated on February 27, 2007, and did not commence operations until subsequent to May 31, 2007. The Company recorded stock-based compensation expense of $21,465 during the year ended August 31, 2008 as a result of the granting of fully-vested stock options, enabling the holders to acquire up to 400,000 common shares at a price of $0.10 per share. In addition, the Company recorded project investigation costs totaling $67,113 and professional fees totaling $18,442.

At August 31, 2008, the Company had no continuing source of operating revenues and related expenditures.

The Company has not paid any dividends on its common shares. The Company has no present intention of paying dividends on its common shares, as it anticipates that all available funds for the foreseeable planning horizon will be invested to finance its business activities.

Quarterly Information

The following table sets forth selected unaudited financial information prepared by management of the Company:

	Three Months Ended Aug 31, 2008	Three Months Ended May 31, 2008	Three Months Ended February 29, 2008	Three Months Ended November 30, 2007	Period of incorporation on February 27, 2007 to Aug 31, 2007
Total assets	$ 101,428	$ 184,787	$ 215,158	$ 98,366	$ 106,179
Deferred financing costs	-	-	-	31,765	23,765
Working capital	82,164	166,442	187,252	40,833	67,395
Loss and comprehensive loss for the period	(77,163)	(19,013)	(51,130)	(18,512)	(8,840)
Loss per share	(0.02)	(0.00)	(0.02)	(0.00)	(0.01)

The Company was incorporated on February 27, 2007 and, thus, does not have eight quarters of information for disclosure.

Liquidity and Capital Resources

The Company has financed its operations to date through the issuance of common shares. The Company continues to seek capital through various means including the issuance of equity and/or debt.

As at August 31, 2008, the Company had a working capital position of $82,164 and a cash position of $101,428 while at August 31, 2007, the Company had a working capital position of $67,395 and a cash position of $80,627. The increase in working capital of $14,769 was due mainly to the receipt of the gross proceeds from its IPO of $200,000 by the issuance of 2,000,000 common shares at a price of $0.10 per share, offset by share issue costs totalling $40,878. The net proceeds from the IPO were offset by cash used in operating activities of approximately $138,000.

During the period ended August 31, 2007, the Company issued 2,000,000 common shares pursuant to a private placement, at a price of $0.05 per common share for total proceeds of $100,000. These common shares will be held in escrow and will be released pro-rata to the shareholders as to 10% of the escrow shares upon issuance of notice of final acceptance of a Qualifying Transaction by the TSX-V and as to the remainder in six equal tranches of 15% every six months thereafter for a period of 36 months. These escrow shares may not be transferred, assigned or otherwise dealt with without the consent of the regulatory authorities.

The audited financial statements for the year ended August 31, 2008 have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

Management believes the Company has sufficient funds to meet anticipated administrative expenses and necessary costs associated with reviewing and completing any due diligence leading to the completion of a future QT. Any such transaction will be subject to shareholder approval and acceptance by regulatory authorities. Until completion of a QT, the Company will not carry on any other business.

Related party transactions

During the initial organization period and current period, directors and officers provided services without remuneration. There have been no management service agreements or compensation plans established to date. The value of these services has not been quantified or recorded in the Company's financial statements.

Off Balance Sheet Arrangements

The Company has no off Balance Sheet arrangements.

Recent accounting pronouncements

The CICA accounting standards board amended Handbook Section 1400, "General standards of financial statement presentations", to include requirements for management to assess and disclose an entity's ability to continue as a going concern. This section applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008. The Company does not expect the adoption of this amendment to have a significant impact on its financial statements.

CICA Handbook Section 1535, "Capital Disclosures", is effective for annual and interim periods beginning on or after October 1, 2007 and requires disclosure of the Company's objectives, policies, and processes for managing capital; quantitative data about what the Company regards as capital; whether the Company has complied with any capital requirements; and, if the Company has not complied, the consequences of such non-compliance. The new accounting standard covers disclosure only and will have no effect on the financial results of the Company.

CICA Handbook Section 3862, "Financial Instruments – Disclosures and 3863 Financial Instruments – Presentation". This new standard replaces accounting standard 3861, "Financial Instruments – Disclosure and Presentation" and is effective for annual and interim periods beginning on or after October 1, 2007. Presentation requirements have not changed. Enhanced disclosure is required to assist users of financial statements in evaluating the significance of financial instruments on the Company's financial position and performance, including qualitative and quantitative information about the Company's exposure to risks arising from financial instruments. The new accounting standards cover disclosure only and will have no effect on the financial position or results of the Company.

In 2006, the Canadian Accounting Standards Board ("AcSB") published a 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 with International Financial Reporting Standards ("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 generally accepted accounting principles. The date 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 June 30, 2010. The Company continues to monitor and assess the impact of Canadian GAAP and IFRS.

Risk, Uncertainties and Outlook

As a company that is actively trying to complete its QT in the mineral resource acquisition and exploration industry, the Company is exposed to a number of risks, including the financial risks associated with the fact that it has no operating cash flow and must access the capital markets to finance its activities.

There can be no assurances that the Company will continue to be able to access the capital markets for the funding necessary to acquire and maintain exploration properties and to carry out its desired exploration programs. In addition to this having an impact on any future wholly-owned projects, the Company could find itself in a position at a future time where it is unable to fund its share of costs incurred under joint venture agreements to which it is a party, and its interest in such joint ventures could be reduced or eliminated as a result.

The Company is very reliant upon its existing management, and if the services of such personnel were withdrawn for any reason, this could have a material adverse impact on the Company's operating activities.

There is intense competition within the minerals industry to acquire properties of merit, and the Company competes with other companies possessing greater technical and financial resources than itself. Even if desirable properties are secured, there can be no assurances that the company will be able to execute its exploration programs on its proposed schedules and within its cost estimates, whether due to weather conditions in the areas where it operates, increasingly stringent environmental regulations and other permitting restrictions, or other factors related to exploring in areas that lack infrastructure, such as the availability of essential supplies and services.

Over the past several years, the prices of commodities have increased substantially, stimulating a rapid growth in exploration expenditures and intensifying the competition for talent and services. These conditions are leading to increased costs and difficulties in scheduling contractors at times that are optimal from the Company's perspective.

The Company's future exploration activities may require permits from various governmental agencies charged with administrating laws and regulations governing exploration, labor standards, occupational health and safety, control of toxic substances, waste disposal, land use, environmental protection and other matters. Failure to comply with laws, regulations and permit conditions could result in fines and/or stop work orders, costs for conducting remedial actions and other expenses. In addition, legislation changes to existing laws and regulations could result in significant additional costs to comply with the revised terms and could also result in delays in executing planned programs pending compliance with those terms.

Outstanding Share Data

As at December 15, 2008, the Company has:

a) 4,000,000 common shares outstanding, of which 2,000,000 common shares are held in escrow;
b) 400,000 stock options outstanding with an exercise price of $0.10 and expiring on January 9, 2013; and
c) 200,000 agent's options outstanding with an exercise price of $0.10 per share expiring on January 14, 2009.

Disclaimer

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. It should be read in conjunction with all other disclosure documents provided by the Company, which can be accessed at www.sedar.com. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.

Cautionary Statement on Forward Looking Information

Certain statements contained in this document constitute "forward-looking statements". Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressly stated or implied by such forward-looking statements.