

ADVENTURE GOLD INC.

MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED OCTOBER 31, 2009.

The following Management Discussion and Analysis (“MD&A”) of the operating results, financial condition and future prospects of Adventure Gold Inc. (the “Company”), current as of December 17, 2009, should be read in conjunction with the unaudited financial statements of the Company and notes thereto for the three months ended October 31, 2009 as well as the Company’s audited financial statements and notes thereto for the years ended July 31, 2009 and 2008. Said financial statements were prepared in accordance with Canadian generally accepted accounting principles (Canadian GAAP). The reporting currency is in Canadian dollars. Unless specified as \$US, references in this MD&A to dollars are to Canadian dollars.

This MD&A contains certain statements that may be deemed “forward-looking statements”. All statements in this discussion, other than statements of historical facts, that address future exploration drilling activities and events or developments that the Company’s management expects, are forward-looking statements. Such statements are not guarantees of future performance and actual results or developments may differ materially from those expected. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploration successes, and continued availability of capital and financing and general economic, market or business conditions.

Nature of Business

Adventure Gold Inc. is a Canadian mineral exploration company focused on discovering high-quality gold deposits, primarily in the Abitibi greenstone belt of north-western Québec and north-eastern Ontario, one of the world’s richest gold mining districts. The Company uses advanced exploration techniques with the aim of discovering commercially exploitable deposits of minerals (primarily gold) which can either be placed into production by the Company or disposed of for a profit to companies that wish to place such deposits into commercial production. Common shares of the Company are listed for trading on the TSX-V under the symbol “AGE” since October 3rd, 2007. The Company’s head office is in Montréal, Québec.

Exploration Activities

Projects and New Acquisitions

As of October 31, 2009, the Company held a portfolio of 28 properties, in the provinces of Quebec and Ontario, covering 26,890 hectares (23 properties totalling 16,957 hectares in July 2009). Gold mining exploration properties owned by the Company are located in the Val d’Or, Timmins, Casa Berardi – Cameron and Detour regions in the Abitibi where historical mining production totals more than 180 million ounces of gold. During the last quarter, the Company acquired 100% rights on 4 new mining properties along the Detour Gold Break in Quebec.

The Company’s objective is to make low-cost property acquisitions by ground or map staking in prospective areas in order to bring them to drilling stage in a near future by doing a minimum of compilation and field validation. Our priority is still to identify, evaluate and acquire other significant quality assets within major gold mining camp in Canada in a very short term.

During the period, the Company incurred deferred exploration expenses of \$128,105 of which approximately 22% of the total was spent on Dubuisson, 20% on Lapaska and 12% on Bruneau-Sinclair. Most of the exploration work consisted of geological compilation, ground mapping and prospection and the writing of a 43-101 work report.

Meunier-144

The Meunier Property consists of 10 patented claims located in the western part of the prolific Timmins gold camp in the western limits of Bristol Township, 19 kilometres west of the town of Timmins. The claims were optioned from 13 individuals (the "Optionor") in consideration of staged exploration expenditures (totalling \$2 000,000) and scheduled payments (totalling \$100,000 in cash and 1,000,000 common shares) over a period of five years. Once completed, Adventure Gold will own a 100% interest in the property though the Optionors will retain a 2.5% Net Smelter Return ("NSR"). As at the date hereof, Adventure has paid the Optionors an amount of \$50,000, has issued 850,000 common shares and has incurred \$152,365 in 2009 (\$4,206 in 2008). This is more than the minimum Work Expenditures for the first year commitment (see the amended agreement in the press release dated July 16th 2009).

The Meunier-144 property adjoins the Timmins West Gold property and is located less than 1 kilometre west of the gold deposit where Lake Shore Gold Corp. announced, in 2009, gold mineral reserves of 812,000 ounces at 7.5 g/t Au. This property also adjoins the Thunder Creek property, also owned by Lake Shore Gold Corp., which encompasses the Rusk Zone where recent drill results returned up to 12.8 g/t Au over 83.4 meters. In addition, the Meunier-144 property hosts the Bristol Fault, a regionally extensive structure spatially related to the Timmins West gold deposit.

During the last quarter, the Company announced the drilling results, completed the geological modeling and started the drilling report. Our first drill program on Meunier-144, which consisted of three shallow holes designed to test five Induced Polarization (IP) anomalies, was completed during the summer 2009. One hole also tested the Bristol Fault rock package, a regionally extensive structure spatially related to the Timmins Mine gold deposit and associated with the Destor Porcupine Fault Zone. The program highlighted the presence of many quartz carbonates veins in mafic rocks associated with a major fault, which we interpreted as the South Bristol Fault rock package. Hole M-09-03 intersected the Bristol Fault and investigated 150 m of this favourable assemblage. Holes M-09-01 and M-09-02 tested IP anomalies which have been explained by the presence of disseminated and stringer sulfides inside mafic flow breccias. Gold values from recent drilling did not exceed 0.1 g/t, a gold range which may indicate the proximity of an ore zone like the Ultramafic Zone at the Timmins Mine Project. Accordingly, the 2010 planned follow-up drilling of 3,500 meters will have to be deeper. It will include the deep extension of the Timmins Mine Project gold mineralized zones and the ultramafic north limb structure targets.

Pascalis-Colombiere

The Pascalis-Colombière Property, 100%-owned by the Company, consists of 33 mining titles totalling 637 hectares. It is located in the eastern portion of the Val-d'Or-Malartic gold district, which has produced more than 25 million ounces of gold to date. The property is also adjacent to the Company's 100 %-owned Beaufor North property, 1.5 kilometers east of the producing Beaufor Gold Mine, operated jointly by Richmond Mines and Louvem Mines. Pascalis-Colombière has been the site of a gold production from 1989 to 1993 when Cambior Inc. (now IAMGOLD) mined the New Pascalis gold deposit (Lucien C. Béliveau Mine). A total of 1.8 Mt of ore was extracted at a grade of 3.2 g Au/t (total of 167,000 Au oz).

The geological setting of the property appears very favourable for the identification of new high-grade gold-bearing veins and structures or bulk-style ore shoots. Past exploration work did not entirely test the numerous gold occurrences located in the N-S extensions of the former producer Lucien C. Béliveau Mine associated with dyke sets or in other parallel dykes, or in the extension of ENE trending shear zones. Due to the anticipated closure of the Mine in October 1993, there was no follow-up on several drill intercepts with economic gold values. No further exploration work was completed on the property between 1993 and mid-2008 when the Company acquired the property.

During the last quarter, the Company prepared a second phase drill program which the primary objective is to test the near-surface economic potential and the lateral extensions of the gold mineralization intersected by our recent drill-hole PC-09-04 which returned values up to 6.1 g/t Au over 2.6m, included in a cut of 1.7 g/t Au over 15.2 m at a depth of 8 meters. The secondary objective is to verify the lateral extensions, at a depth between 130m and 160m, of the gold mineralization intersected by drill-hole PC-09-05 which returned values of 9.9 g/t Au over 2.4m and 5.5 g/t Au over 3.8m, included in a cut of 3.2 g/t Au over 14.2 m. A six-hole drill program was completed in November 2009 on the Highway Zone. This allowed the Company to further define the near-surface Highway Zone gold system and the validation of its potential in preparation for a resource calculation. Results are still pending.

Dubuisson

The Dubuisson property (100% owned) is located in Dubuisson Township, about 7 kilometres west of downtown Val-d'Or. It is comprised of 39 contiguous claims covering a surface area of about 870 hectares. The Property is bordered to the east by the Goldex Mine property (reserves: 1.6M ounces of gold at 2.4 g/t Au – Agnico-Eagle, 2005) and encompasses the Quebec Explorer gold deposit, which has not been sufficiently explored below 250m vertical. This property straddles a 5-kilometre segment of the prolific Cadillac-Larder Lake Fault, a major gold-bearing structure in the Abitibi. The gold system locally exceeds 20m in thickness and can be traced for more than 800m along strike. In late 2009, the Company intended to drill a few holes to validate and define additional resources on the Dubuisson Property QEX gold deposit in order to make the historical resource (261,000 t at 6.6 g/t Au) NI 43-101 compliant - report due in 2010. Since 1940, several companies have conducted exploration and development work on the property, including geological and geophysical surveys, more than 47,940 metres of diamond drilling, an access ramp and development of ore zones. The best reported drill intercepts are as follows: 10.3 g/t Au over 3.4 m, 13.4 g/t Au over 2.4 m, 24.2 g/t Au over 3.4 m, and 34.3 g/t Au over 4.0 m.

During the last quarter exploration work consisted of a new geological modeling of the QEX gold deposit and diamond drilling targets selection. Drilling that was planned in late 2009 was postponed to 2010 due to budget and logistical reasons.

Lapaska

The NI43-101 resources calculation and geological modeling made by Innovexplo is still pending. The report is slated to be delivered by the end of 2009.

Bruneau-Sinclair

The Bruneau-Sinclair Property, totals 3,500 hectares adjacent to the Discovery Gold Deposit located less than 3 kilometres to the south-east, is comprised of 62 mining titles acquired by map designation and 7 acquired from prospectors (see detail on the Bruneau property agreement). The Property contains several deformation zones associated with the Casa Berardi-Cameron fault over a strike length of 8 km. Historical drilling work intersected gold-bearing mineralization close to surface returning: 3.1 g/t Au on 4.6m and 2.4 g/t Au on 2.7m. Gold-bearing mineralization observed corresponds to strongly pyritized and carbonatized zones located at the contact with sheared andesite injected by quartz porphyry dykes. In addition, a network of gold anomalous quartz veins hosted in a sheared gabbro dyke, strongly altered in biotite and carbonates was followed for more than 1.5 km (MRNF - GM 56086). These typical alteration and mineralization zones in the Discovery gold system environment represent high priority drilling targets which could be tested by the winter of 2010.

During the last quarter, the Company completed a field validation target and prospecting program. A total of 70 samples were collected and sent to laboratory for assaying. The ground work performed on the Property indicates the presence of alkaline intrusion, a very prospective geological unit associated with gold mineralization in the Kirkland Lake Gold mining camp in Ontario (37 M ounces of gold), Duparquet Gold mining camp in Québec (2 M ounces of gold) and Douay deposit which is located 70 kilometres west along the same gold break. The work carried out has also identified a 10-metre thick deformation zone highly silicified and anomalous in gold. Also, synvolcanogenic alterations and felsic rocks have been identified which indicate the potential presence of Cu-Zn-Au-Ag polymetallic mineralization. The Company is planning to complete the exploration program in 2010 with detailed geological and geophysical compilations, mapping and testing of the most favourable areas by drilling the best identified targets.

Casgrain Property (New property)

The Casgrain Property spans more than 18 km of the Massicotte-Grasset Deformation Break, a gold structure which encompasses many gold intersections with values up to 7.7 g/t Au over 7.2m, 4.8 g/t Au over 13.3m and 24.1 g/t Au over 2.5m on the adjacent property to the west. The Casgrain Property also encloses the section of the deformation break known as Lower Detour Lake and its junction with the Massicotte Fault. A historical drill hole intersected 18.3 g/t Au over 1.1m in the eastern sector of the Casgrain Property.

A compilation of the historical till sampling surveys on the entire Detour Lake sector indicated the presence of gold anomalies ranging between 1.0 g/t Au and 3.6 g/t Au. Following the down-ice dispersal train towards the south-east, historical drill-hole positions have outlined two distinct bedrock sources. The first sector is located to the south-west and is associated with the Lower Detour Lake deformation zone. The second sector is located in the north-west section where the bedrock source likely corresponds to a deformation zone bordering a felsic intrusion.

The Property also presents a high potential for the discovery of volcanogenic massive sulphide deposits ("VMS"). Diamond drilling conducted in 1970, defined a felsic centre of over 4.5 km in length. On the top portion of the felsic centre, exhalative horizons which are highly anomalous in copper and zinc and ranging up to 1.8% Cu, 2.0% Zn and 7.8 g/t Ag over 1.0m, were observed. Isolated geophysical Megatrem anomalies located on the top of felsic centre have remained un-tested and represent future drilling targets.

Massicotte Property (New property)

The Massicotte Property is located 15 km from the Detour Lake mining project on the Quebec and Ontario boundary, along the Massicotte Fault. Significant gold anomalies ranging between 1.0 and 5.2 g/t Au from the historical till sampling surveys increase the interest of this sector. The following a gold dispersal train towards the south-west from drill holes have outlined two distinct bedrock sources. The most potential sector is located to the north-east and is associated with the Massicotte Deformation Zone. The targets are well-confined and could be ready to drill in a near future.

Sicotte Property (New property)

The Sicotte Property is located 16 km east of the Selbaie Mine, which produced 53 Mt @ 1% Cu, 1.9% Zn, 0.6 g/t Au and 4.1 g/t Ag between 1982 and 2005. The Property is hosted by felsic rock related to the Selbaie Mine sequence, andesitic rocks and mafic and felsic intrusions (quartz-feldspath porphyry) belonging to the Brouillian volcanic complex. The Property encloses three gold showings of interest including the Ruisseau Twinning Showing, characterized by a network of quartz-tourmaline veins hosted in altered diorite affected by a carbonate and sericite alteration and a dissemination of pyrite, chalcopyrite and sphalerite. High gold values ranging between 8 and 54 g/t Au (grab sample) were identified. An important ductile deformation zone of over 50 meters in thickness oriented towards the E-W and strongly altered in carbonate and silica also affects the diorite of the Ruisseau Twinning Showing. In addition, the Property also includes the Lac Sicotte NE showing and a drill intersection returned values of 2.5 and 2.3 g/t Au over 1.5 and 1.0m respectively. The mineralization of these showings are associated with a network of quartz veins hosted in carbonate and silicified felsic rock and contains dissemination of pyrite and chalcopyrite. An induced polarization geophysical survey ("IP") is proposed to define the mineralized system. Drilling will follow to test the high-priority targets.

Outlook

In November 2009, the Company completed approximately 1,300 meters of drilling on the Val d'Or area properties, more specifically on the Pascalis-Colombière Property. During the next quarter, drilling report should be completed for the Senore, Pascalis-Colombiere and Meunier-144 properties. Field work which consists of validation, prospecting, sampling and/or mapping should be performed on some new Abitibi Gold properties. InnovExplo should have also completed the NI43-101 report on the Lapaska Property during the next quarter.

In addition, Adventure Gold intends to be pro-active in the acquisition of new mineral exploration properties in Québec and in Ontario, primarily in and around gold mining camps. Management is currently reviewing other opportunities and other projects to enhance the portfolio of the Company. The Company intends to develop exploration partnership in order to minimize the risks related to the mining exploration and to accelerate the development of its properties.

Qualified person

The above technical information was confirmed and/or reviewed by Marco Gagnon, P.Geo., President and CEO of Adventure Gold Inc., and Jules Riopel, M.Sc., P.Geo, MBA, Vice-president exploration & acquisitions of Adventure Gold Inc, qualified persons under NI 43-101.

Selected Financial Data

The following selected financial data is derived from the financial statements of the Company, which were prepared in accordance with Canadian generally accepted accounting principles.

Selected Financial Information

	Three months Ended October 31, 2009	Three months Ended October 31, 2008
	\$	\$
Statement of Operations		
Total operating expenses	64,638	125,758
Interest income	720	7,025
Loss before income taxes	63,918	118,733
Net loss and comprehensive loss	40,428	118,733
Basic and diluted net loss per common share	0.001	0.006
Basic and diluted weighted average number of common shares outstanding	31,324,538	18,914,270
Statement of Mineral Exploration Expenses and Deferred Exploration Expenses		
Deferred exploration expenses before write-downs	128,105	275,774
Acquisition of mineral properties	29,703	17,500
Statement of Cash Flows		
Cash flows (used in) from operating activities	(23,648)	22,734
Cash flows used in investing activities	127,804	220,137
Cash flows from financing activities	-	516,976
(Decrease) increase in cash and cash equivalents	(151,452)	319,573
	<u>October 31, 2009</u>	<u>July 31, 2009</u>
Balance Sheet	\$	\$
Cash	204,666	356,118
Mineral exploration properties	559,371	529,668
Deferred exploration expenses	2,595,181	2,467,076
Shareholders' equity	2,887,752	2,904,663
Total assets	3,455,832	3,460,573

Since its incorporation, the Company has not paid any cash dividends on its outstanding common shares. Any future dividend payment will depend on the Company's financial needs to fund its exploration programs and its future growth, and any other factor that the Board may deem necessary to consider. It is highly unlikely that any dividends will be paid in the near future.

Results of Operations

Loss before Income taxes for the period ended October 31, 2009 is \$63,918 as compared to \$118,733 for 2008. The decrease is mostly attributable to the absence of recognition of stock-based compensation during the period as compared to \$28,397 in 2008, a decrease in general and administrative expenses and also a decrease in interest income (\$720 in 2009, \$7,025 in 2008).

During fiscal year 2009, the Company filed for flow-through renunciations totalling \$1,150,600 (\$1,599,000 in 2008), and recorded a recovery of future income taxes for \$23,490 during the period Ended October 31, 2009 (\$Nil in 2008) which resulted in a reduction of net loss by the same amount.

Interest income was \$720 for the period ended October 31, 2009 (\$7,025 in 2008) and relates to the interest earned on investment savings accounts. This decrease is mostly due to a decline in interest rates of short term investments, and to a decrease in the investments portfolio as the Company advances in its exploration program.

Quarterly information

The following selected financial data are derived from the unaudited interim financial statements of the Company.

Quarter ended	Other income	Net loss (earnings)	Basic and diluted net loss (earnings) per common share
	\$	\$	\$
31/10/2009	720	40,428	0.001
31/07/2009	1,480	(51,360)	(0.002)
30/04/2009	2,062	98,145	0.003
31/01/2009	4,600	94,553	0.003
31/10/2008	7,025	118,733	0.006
31/07/2008	8,199	(14,510)	(0.001)
30/04/2008	13,703	78,556	0.004
31/01/2008	20,320	277,720	0.016

Net loss for the quarter ended January 31, 2008 was high due mostly to the recognition of stock based compensation further to the grant of options to employees and directors of the Company during that period. Also, during the quarters ended July 31, 2009 and 2008, the Company recorded a recovery of future income taxes for respectively \$111,051 and \$146,148 further to flow-through expenses renunciations filed, which explains the net earnings for these quarters.

During the last eight quarters, the Company realized other income consisting of interest income earned on investment savings accounts, bankers' acceptances, GICs and treasury bills with maturities of up to three months.

Liquidity and capital resources

The Company's working capital stands at \$191,337 as at October 31, 2009 as compared to \$389,471 as at July 31, 2009. The decrease in working capital is attributable to the advancement of the Company in its exploration program during the year and to operating expenses incurred in the normal course of business.

The Company's principal requirements for cash for the next twelve months will be administrative expenditures, deferred exploration expenditures and cash payment commitments. At October 31, 2009, the Company had a working capital of \$191,337, \$204,666 in cash and together with the proceeds from the non-brokered private placements that the Company completed subsequent to quarter-end for total gross proceeds of \$899,970 (see subsequent event), the Company anticipates having sufficient funds to meet its flow-through commitment to spend \$201,802 by December 31, 2009 (Note 7 of financial statements), and meet its corporate and administrative expenses for several months. However, the Company will require additional financing, through various means including but not limited to equity financing, to secure sufficient funding for its existing commitments for exploration programs and cash payments (Note 6 of financial statements), and meet all of its general and administrative costs which are expected to be in the order of \$350,000 for the next twelve months. There is no assurance that these initiatives will be successful and there remains uncertainty as to the ability of the Company to continue operating as a going concern for the next twelve months.

Off Balance Sheet Arrangements

As of October 31, 2009, the Company has no off balance sheet arrangements.

Related Party Transactions

Under a cost sharing agreement between the Company and Everton Resources Inc. ("Everton"), the Company reimburses the cost of the Company's portion of shared salaries and benefits, rent and office expenses paid by Everton (which shares common management). The agreement also provides the Company with the option to pay Everton in common shares in lieu of cash, with the Insider management costs being conditional to the Company shareholders' approval (\$31,150 as at October 31, 2009). During the three-month period ended October 31, 2009, the cost of shared salaries and benefits was \$22,500 (2008 - \$23,424) and rent and office expenses were \$1,500 (2008 - \$3,276). Included in the amount due to related party is \$50,690 due to Everton (\$29,319 as at July 31, 2009).

During the year, Focus Metals Inc. (“Focus”) (which shares common management) was invoiced by the Company, at cost, for exploration expenses incurred on behalf of Focus on the Fosse Labrador project. Included in amount due from related party is \$38,110 due from Focus (\$Nil as at July 31, 2009).

These transactions were measured at the exchange amount, which is the amount established and accepted by the parties and were conducted in the normal course of business.

The amounts due to related parties are without interest and are due by end of December 2009.

Book Value of Mineral Properties

At the end of each quarter, management reviews the carrying values of its resource properties to determine whether any write-downs are necessary. Following this analysis, no write-down was deemed necessary during the period ended October 31, 2009 (\$935 in 2008).

Critical Accounting Policies and Estimates

The preparation of the Company’s financial statements in accordance with Canadian Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. The Company’s significant accounting policies and estimates are fully described in note 4 to the audited financial statements for the years ended July 31, 2009 and 2008.

Changes in Accounting Policies

On August 1, 2009, the Company adopted the amendments by the Canadian Institute of Chartered Accountants of Section 3862, Financial Instruments – Disclosures, which apply to financial statements relating to fiscal years ending after September 30, 2009, and which requires including additional disclosures about fair value measurement for financial instruments and liability risk disclosures. These changes are fully described in note 3 to the unaudited interim financial statements.

Future Accounting and Reporting Changes

International Financial Reporting Standards (“IFRS”)

The Canadian Accounting Standards Board requires all public companies to adopt International Financial Reporting Standards (“IFRS”) for interim and annual financial statements for fiscal years beginning on or after January 1, 2011. Companies will be required to provide IFRS comparative information for the previous fiscal period. The transition from Canadian GAAP to IFRS will be applicable for the Company’s first quarter ended October 31, 2011. The Company is currently assessing the impact of these new accounting standards on its consolidated financial statements. During the next periods, the Company will develop its internal implementation plan to meet the guidelines of the future reporting requirements.

Outstanding Share Data

Common shares and convertible securities outstanding at December 17, 2009 consist of:

Securities	Expiry date	Average exercise price	Number of securities outstanding
Common shares	-	-	38,259,340
Warrants	Up to August 12, 2012	\$0.17	10,445,003
Agent option	October 30, 2010	0.14	392,857
Options	Up to December 16, 2014	\$0.20	1,580,000

Subsequent event

In December 2009, the Company completed a three tranche non-brokered private placement of 6,922,845 units at a price of \$0.13 each for total gross proceeds of \$899,970. Each unit consists of one common share and one common share purchase warrant which entitles the holder to acquire one additional common share at a price of \$0.16 for a period of 24 months after the date of issuance. The securities issued are subject to a four month hold period after the date of issuance. Directors and Officers of the Company have participated in the private placement for a total amount of \$46,400. The Company paid a commission of \$12,913 and issued 99,330 non-transferable warrants entitling the holder to acquire same number of common shares of the Company at a price of \$0.16 for a period of 24 months after the date of issuance. The funds raised pursuant to the private placement will be used to fund the Company's general working capital and exploration activities.

Risk and uncertainties

Exploration of minerals and development of mineral properties involve significant risks, many of which are outside of the Company's control. In addition to the normal and usual risks of exploration and mining, the Company often works in remote locations that lack the benefit of infrastructure and easy access.

Financial risk

The Company is considered to be in the exploration stage, that it is dependant on obtaining regular financing in order to continue exploration. Despite previous success in acquiring this financing, there is no guarantee of obtaining any future financing, or that it will be available on acceptable terms.

The prices of metals fluctuate widely and are affected by many factors outside of the Company's control. The relative prices of metals and future expectations for such prices have a significant impact on the market sentiment for investment in mining and mining exploration companies.

Risk on the uncertainty of title

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title.

Environmental risk

The Company is subject to various environmental incidents that can occur during exploration work. The Company maintains an environmental management system including operational plans and practices.

Additional information and continuous disclosure

This Management's Discussion and Analysis has been prepared as of December 17, 2009. Additional information on the Company is available through regular filings of press releases and financial statements on SEDAR (www.sedar.com).

(Signed) Marco Gagnon
Chief Executive Officer

(Signed) Khadija Abounaim
Chief Financial Officer