



Form 51-102-F1 Management Discussion & Analysis for the period ending  
June 30, 2007

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**ABACUS MINING & EXPLORATION CORP.**  
**Management Discussion & Analysis**

**FORM 51-102F1**

**For the Period Ending**

**June 30, 2007**

The following management discussion and analysis of the financial position of Abacus Mining & Exploration Corp. ("Abacus" or the "Company") and results of operations of the Company should be read in conjunction with the unaudited financial statements including the notes thereto for the period ending June 30, 2007 and the audited financial statements for the year ending December 31, 2006.

The accompanying unaudited financial statements and related notes are presented in accordance with Canadian generally accepted accounting principles. These statements, together with the following management's discussion and analysis dated August 27, 2007 ("Report Date"), are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to the potential future performance. The information in the MD&A may contain forward-looking statements. These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

Additional information relating to the Company may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

## **Overall Performance**

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Abacus Mining & Exploration Corp. (the "Company") is a junior mining and exploration company actively engaged in the acquisition, exploration and development of mineral resource properties. The Company trades on the TSX Venture Exchange under the symbol AME. As at the date hereof, the Company presently holds options on mineral resource properties in the Afton Mine Camp near Kamloops, British Columbia.

During the twelve month period ending December 31, 2006, the Company raised a significant amount of capital through a private placement with a syndicate of agents. The Company issued 20 million units at a price of 60 cents and 3,571,430 flow-through units at a price of 70 cents per unit to raise gross proceeds of \$14.5-million. Each unit consists of one common share and one-half of one common share purchase warrant. Each flow-through unit consists of one common share issued on a flow-through basis and one-half of one common share purchase warrant. Each whole warrant will entitle the holder to purchase one additional common share for a period of two years from the closing date at a price of 85 cents. The Company also raised \$589,800 through the issuance of 816,000 shares for the exercise of warrants and 990,000 for the exercise of incentive stock options

On June 7, 2007 the Company closed the brokered private placement with a syndicate of agents led by Pacific International Securities Inc. and Dundee Securities Corp. (the "Agents").

The Company issued 13,645,000 non flow-through units (the "Units") at a price of \$0.70 per Unit and up to 11,250,000 flow-through units (the "Flow-Through Units") at a price of \$0.80 per Flow-Through Unit for gross proceeds of \$18,551,500. Each Unit will consist of one common share and one-half of one transferable common share purchase warrant (each whole such warrant a "Warrant"). Each Flow-Through Unit will consist of one flow-through common share and one-half of one Warrant. Each Warrant will entitle the holder to purchase one additional non-flow through common share until December 6, 2008 at a price of \$1.25.

The Agents received a cash commission of \$781,305 and were issued 739,000 Units and 2,489,500 Agents' Options. Each Agent's Option will entitle the Agents to purchase one common share until December 6, 2008 at a price of \$0.85.

The Company concurrently issued, on a non-brokered basis, 443,700 Units at a price of \$0.70 and 595,750 Flow-Through Units at a price of \$0.80 per Flow-Through Unit to raise gross proceeds of \$787,190. Each Unit consists of one common share and one-half of one common share purchase warrant. Each Flow-Through Unit consists of one common share issued on a flow-through basis and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share until January 3, 2009 at a price of \$1.25 per share.

Finders were paid a cash commission of \$7,000 and were issued 31,059 Units and 56,870 Agents' Options. Each Agent's Option will entitle the holder to purchase one additional common share until January 3, 2009 at a price of \$0.85 per share.

Proceeds from the private placement financing will be used to finance further exploration on the Afton Project and for general working capital.

During the three month period ending June 30, 2007, the Company raised \$56,400 through the issuance of 352,500 shares for the exercise of incentive stock options.

Administrative expenses before stock-based compensation costs and interest income for the three month period ending June 30, 2007 total \$477,657. Exploration expenditures on the Afton properties during this period total \$5,493,967 of which \$2,347,884 was spent on exploration \$3,146,083 was spent on acquisition of the Afton infrastructure. Including exploration and acquisition amounts from previous periods, the Company has spent \$35,010,418 on the Afton properties.

In 2006, the Company carried out a significant exploration program on its wholly owned copper-gold Afton project located near Kamloops, in south-central British Columbia. Two diamond drill rigs were commissioned and completed 33,000 metres of drilling. The drill program was designed to explore on a property-wide scale to test deep targets below the Ajax pits and expand the preliminary resources below and on strike at the DM/Audra Zone. The program was completed in December.

Based on the results of drilling in the Ajax West pit, the Company began a resource estimation study (43-101) that was completed in March, 2007. This resource calculation is tabled below:

Cutoff (% Cu)	Tonnes	Copper (%)	Gold (g/t)	Total pounds of Copper	Total ounces of Gold
0.10	221,925,978	0.292	0.184	1,428,647,649	1,312,876
0.15	183,531,761	0.3271	0.2061	1,323,505,995	1,216,149
0.20	147,269,070	0.3647	0.2296	1,184,081,088	1,087,129
0.25	114,703,646	0.4048	0.2538	1,023,650,879	935,980
0.30	86,927,513	0.4466	0.279	855,874,546	779,757

The above resource numbers represent a global inferred resource and further work is needed to determine the economic viability of the deposit and how much of this resource can be classified as measured or indicated reserves.

Drilling in 2005 and 2006 by the Company in the Ajax West area included 42 holes totalling over 20,000 metres which tested 650 metres of strike length to depths of up to 500 metres. Highlights of this drilling included 408 metres grading 0.52% copper and 0.31 g/t gold in hole AW-05-01. Numerous high grade intercepts were returned from the deeper drilling (24 metres grading 1.31% copper and 1.17 g/t gold in hole AW-06-025) which indicate the potential for a higher grade underground target.

In April, 2007, the Company commenced a significant exploration program at its Afton property. Currently, three diamond drills are active. A 50,000 metre drill program is planned with initial drilling to focus on expanding the current resource at the Ajax West deposit. Drilling is also being conducted on the Ajax East deposit in order to complete a 43-101 compliant resource on it by mid summer. This will give the Company four, 43-101 compliant resources in the Afton Camp (Ajax West, Ajax East, Rainbow and DM/Audra deposits). Environmental baseline studies and metallurgical testing have been initiated and a preliminary economic assessment is planned upon completion of the drilling. A feasibility study is planned for 2008.

On May 31, 2007, the Company announced the first set of assay results from the 2007 diamond drill program on the Ajax Property near Kamloops, B.C. Of the three drill rigs operating at the property, two have significantly expanded the mineralized zone at the Ajax East pit while one rig continues to expand and increase the confidence level of the recently calculated resource estimation at the Ajax West pit. This phase of drilling has now completed over 15,000 metres of drilling and continues to expand the mineralized zones at the Ajax deposits.

On June 11, 2007, the Company announced the results from the initial metallurgical testing on the Company's Afton project. Initial test work was conducted by G & L Metallurgical Services Ltd. On material from the Ajax West deposit. The initial test work indicates recoveries of 90% for copper and 85% for gold and produces a concentrate grading 28.8% copper and 17.8 g/t gold. These new results indicate an 8.4% increase in the copper recovery, a 13% increase in the gold recovery and a 37% increase in the concentrate copper grade and a 19% increase in the concentrate gold grade over the historic recoveries from the Ajax pits (83T for copper, 75% for gold and a concentrate grading 21% copper and 15.0 g/t gold).

Since the acquisition of the Afton property in 2001, the operational and exploration costs have significantly increased given the activity of the Company. The increase is primarily due to the favourable market conditions which have afforded the Company the ability to raise a significant amount of funds. For the fiscal periods ending 2003, 2004, and 2005 the Company raised \$2,028,929, \$3,673,861 and \$900,000 through private placements, warrant exercises, and exercise of stock options, respectively. In fiscal 2006 and 2007, the Company raised \$15,089,801 and \$19,465,765, which has had a significant impact on the growth of the Company's mineral based assets. Increased exploration expenses on the Afton property have also transpired into a significant increase in operational expenses for management support, consulting services and promotional costs.

As the demand for precious and base metal commodities is expected to remain strong through 2007, management of the Company expects the growth of the Company to continue in a similar manner. While exploration expenditures are expected to be significantly greater in 2007, management will attempt to maintain greater control over its operational expenses.

The Company employs various controls and measure to ensure the Company is in accordance with current accounting standards and regulatory policies. All non related party invoices are subject to review by management before authorization is given for payment. Any related party invoices are subject to independent review by two members of management before authorization is given for payment.

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## Results of Operations

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Expenses for the six month period ending June 30, 2007 total \$697,311. Expenditures for the year to date have increased over fiscal 2006 (\$411,378). The biggest changes on a comparative basis include increases of \$24,701 for travel and promotion, \$97,638 for legal fees and \$134,982 for consulting fees. Legal fees increased due primarily to the extensive private placement financing and the graduation to the Tier 1 classification on the TSX Venture Exchange. Consulting fees increased due to the extensive use of promotion and financial consulting firms. Interest income year to date increased to \$120,356 from 2006 (\$115,980). Interest income is derived from funds invested in Guaranteed Investment Certificates (GICs). The Company has no exposure to Asset Backed Commercial Paper.

### Afton Properties, Kamloops, B.C.

The Company held an agreement with Afton Operating Corporation and Teck Cominco to acquire a 100% interest in all of Teck Cominco's interests in 289 mineral claims and 31 Crown grants in the vicinity of the past producing Afton mine. The Company also signed an agreement with Discovery-Corp. Enterprises Inc. ("Discovery") to earn all of Discovery's interest on the Rainbow portion of the claims. In July 2004, the Company met the terms and conditions of the Agreements signed between the company, Teck Cominco Ltd.

The Company has an asset purchase agreement with Teck Cominco Limited ("Teck Cominco") to acquire the mill buildings, shop facilities, tailings dam, associated land, permits and back-in rights at the past producing Afton mine. Under the terms of the agreement with Teck Cominco, the Company will acquire the aforementioned assets for a total price of \$28.5-million by issuing 18.5 million shares and paying \$10-million cash. The Company has issued 13.5 million shares to Teck Cominco and has paid \$8.0 million cash. The remaining cash payment and shares are due on or before November 26, 2007. Teck Cominco has retained 1.5-per-cent net smelter royalty with respect to each of the Rainbow and DM/Audra agreements, which can be purchased for \$3-million per agreement.

As previously mentioned, drilling in 2005 and 2006 by the Company in the Ajax West, Ajax East and the DM/Audra area totalled over 40,000 metres which tested 650 metres of strike length to depths of up to 500 metres. Highlights of this drilling included 408 metres grading 0.52% copper and 0.31 g/t gold in hole AW-05-01. Numerous high grade intercepts were returned from the deeper drilling (24 metres grading 1.31% copper and 1.17 g/t gold in hole AW-06-025) which indicate the potential for a higher grade underground target.

## Summary of Quarterly Results

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The selected consolidated information set out below has been gathered from quarterly financial statements for the previous eight quarterly periods:



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	Revenue \$	Income (Loss) \$	Income (Loss) per share \$
June 30, 2007	Nil	(606,213)	(0.01)
March 31, 2007	Nil	(206,839)	(0.00)
December 31, 2006	Nil	(388,886)	(0.01)
September 30, 2006	Nil	(135,742)	(0.01)
June 30, 2006	Nil	(460,479)	(0.01)
March 31, 2006	Nil	49,957	0.00
December 31, 2005	Nil	(121,628)	(0.00)
September 30, 2005	Nil	(300,286)	(0.01)

Fluctuations in the Company's expenditures reflect the seasonal variations of exploration and the ability of the Company to raise capital for its projects. This year the Company will have a significant diamond drilling program on the Afton property which in turn, raises costs associated with promotion, travel and general expenses.

### Liquidity

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The financial statements are prepared on a 'going concern' basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. At June 30, 2007, the Company has working capital \$51,379,069 and an accumulated deficit of \$23,932,567. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise equity financing and the attainment of profitable operations.

At the period ending June 30, 2007, the Company had 107,651,047 shares outstanding and share capital of \$73,550,069. As at the date hereof, the Company has 107,651,047 shares outstanding and a share capital of \$73,543,069.

The Company also had the following share purchase warrants and incentive stock options at the period ending June 30, 2007 available for exercise:



Warrants

Outstanding as at December 31, 2006	Exercise Price	Expiry Date	Issued	Exercised	Expired	Outstanding as at June 30, 2007
184,000	\$0.55	January 13, 2007	0	(128,000)	(55,500)	0
2,357,143	\$0.75	February 16, 2008	0	0	0	2,357,143
11,785,715	\$0.85	February 16, 2008	0	0	0	11,785,715
0	\$1.25	December 6, 2008	12,817,000	0	0	12,817,000
0	\$1.25	January 3, 2009	535,255	0	0	535,255
14,326,858			13,352,255	(128,000)	(55,500)	27,495,113

Options

Options Outstanding		
Number of Shares	Exercise Price	Expiry Date
720,000	\$0.08	April 4, 2008
475,000	\$0.15	September 4, 2008
300,000	\$0.29	October 9, 2008
1,175,000	\$0.16	September 17, 2009
1,450,000	\$0.32	October 23, 2009
800,000	\$0.28	March 4, 2010
500,000	\$0.34	May 20, 2010
2,000,000	\$0.90	April 7, 2011
400,000	\$0.65	March 15, 2012
7,820,000		

In addition, the Company has granted Agents Options to acquire 2,489,500 Units exercisable at \$0.85 per unit with an expiry date of December 6, 2008.

The Company has no long-term liabilities. Outstanding obligations include rent of office space, which is in the first year of a six-year lease ending March 31, 2013. The cost of the premises is shared primarily between the Company and four other companies. The Company's proportionate share of minimum annual rental payments under this arrangement is approximately \$36,000.

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## Capital Resources

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The Company's primary capital assets are mineral property assets. The company capitalizes all costs related to the mineral properties until the properties are abandoned and written-off.

The Company's Asset purchase agreement with Teck Cominco is a binding purchase and sale agreement whereby the company must issue 18,500,000 shares and pay \$10,000,000 over a two year period. To date, the Company has issued 13,500,000 shares and paid \$8,000,000. The remaining 5,000,000 shares and \$2,000,000 payable to Teck Cominco are due November 26, 2007.

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## Transactions with Related Parties

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- a) The Company conducts the majority of its exploration activities through an exploration services contractor in which a director is a principal. The Company paid that contractor \$3,400,233 (2006 - \$1,611,935) for exploration costs and \$111,179 (2006 - \$167,625) to reimburse office and administrative costs. As at June 30, 2007, there was \$893,141 (2006 - \$48,671) payable to that company.
- (b) A management fee of \$9,000 (2006 - \$9,000) and rent of \$18,082 (2006 - \$15,400) was paid or was owed to a company in which a director is a principal. As at June 30, 2007, there was \$4,514 (2006 - \$4,067) due to that company.
- (c) The Company shares office and administrative costs with a company with two directors in common. As at June 30, 2007 and 2006, \$2,146 was due from this company.
- (d) A director of the Company was paid \$30,000 for consulting services in 2007 and 2006. As at June 30, 2007, \$6,184 (2006 - \$6,719) was payable to this director.

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## Proposed Transactions

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There are no proposed transactions that will materially affect the performance of the Company.

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## Risks and Uncertainties

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The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

Although the Company has taken steps to verify the 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. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves.



The property interests owned by the Company, or in which it has an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company's mineral exploration may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

On Behalf of the Board,  
ABACUS MINING EXPLORATION CORP.

Doug Fulcher,  
President