

**ACREX VENTURES LTD.**  
**("Company")**

**ANNUAL MANAGEMENT DISCUSSION AND ANALYSIS**  
**DATED APRIL 27, 2009**

This annual MD & A covers the Company's fiscal year which ended December 31, 2008 – and the period to April 27, 2009. It is to be read in conjunction with the Company's audited financial statements, prepared to December 31, 2008.

1. **Overall Performance**

(a) *Michaud, Ontario Property*

No work has been done on or with respect to the property since October 1, 2008. Work done on this property earlier in 2008 was described in previous quarterly MD & A's.

(b) *Spanish Mountain, British Columbia, Property*

No work has been done on or with respect to the property since October 1, 2008. Work done on this property earlier in 2008 was described in previous quarterly MD & A's.

(c) *Don's Lake, Ontario, Property.*

Effective February 4, 2008 the Company signed an Option Agreement giving it the right to acquire a 100% interest in the Don's Lake mineral property in northwestern Ontario. The Company's sole exploration activity during the fourth quarter – ending December 31, 2008 – was the completion of a drilling programme and related work on the property. The following is a copy of the Press Release issued by the Company January 8, 2009 referring to the final assay results received from the programme.

**Acrex Ventures Ltd.** has received final assay results from its 2008 diamond drilling program on its optioned Don's Lake Gold Property located in Northwestern Ontario.

The drill program, which was completed on October 8, 2008, focused on a prominent shear zone, the Don's Lake Shear Zone (DLSZ). This gold bearing structure was previously tested by eight historical diamond drill holes. Three of these historical holes intersected good gold grades: hole DL 04-04 with 0.36 oz Au per ton over 3.3 feet (12.3g/t over 1.0 metres); hole Bam 88-12 with 0.566 oz Au per ton over 3.6 feet (19.4g/t over 1.1 metres); and hole Fry-1 with 0.605 oz. Au per ton over 0.4 feet (20.7g/t over 0.12 metres). In 1978, trenching by Urangesellschaft is reported to have returned an assay of 0.136% U3O8 and 0.117 oz/t gold across 6.6 feet (4.0g/t across 2.0 metres) from a trench located along the south side of the DLSZ.

In Acrex's drill program a total of 1000 metres of drilling was completed in 5 drill holes. A total of 244 drill core samples were shipped to Accurassay Laboratories located in Thunder Bay, Ontario. Final results of analysis have been received and tabulated showing two holes, DL0801 and DL0805, with significant gold intersections. The best intersection was obtained in hole DL0805 where 3.052 g/t gold was obtained over a 3 metre core length from 62.0 to 65.0 metres depth.

Drill holes ranged in depth from 140 to 272 metres. Holes DL0801 and DL0805 were completed at each end of the 1.3 kilometre section of the DLSZ. Elevated gold values were returned from within or adjacent to the silicified, sericite rich, DLSZ shear zone.

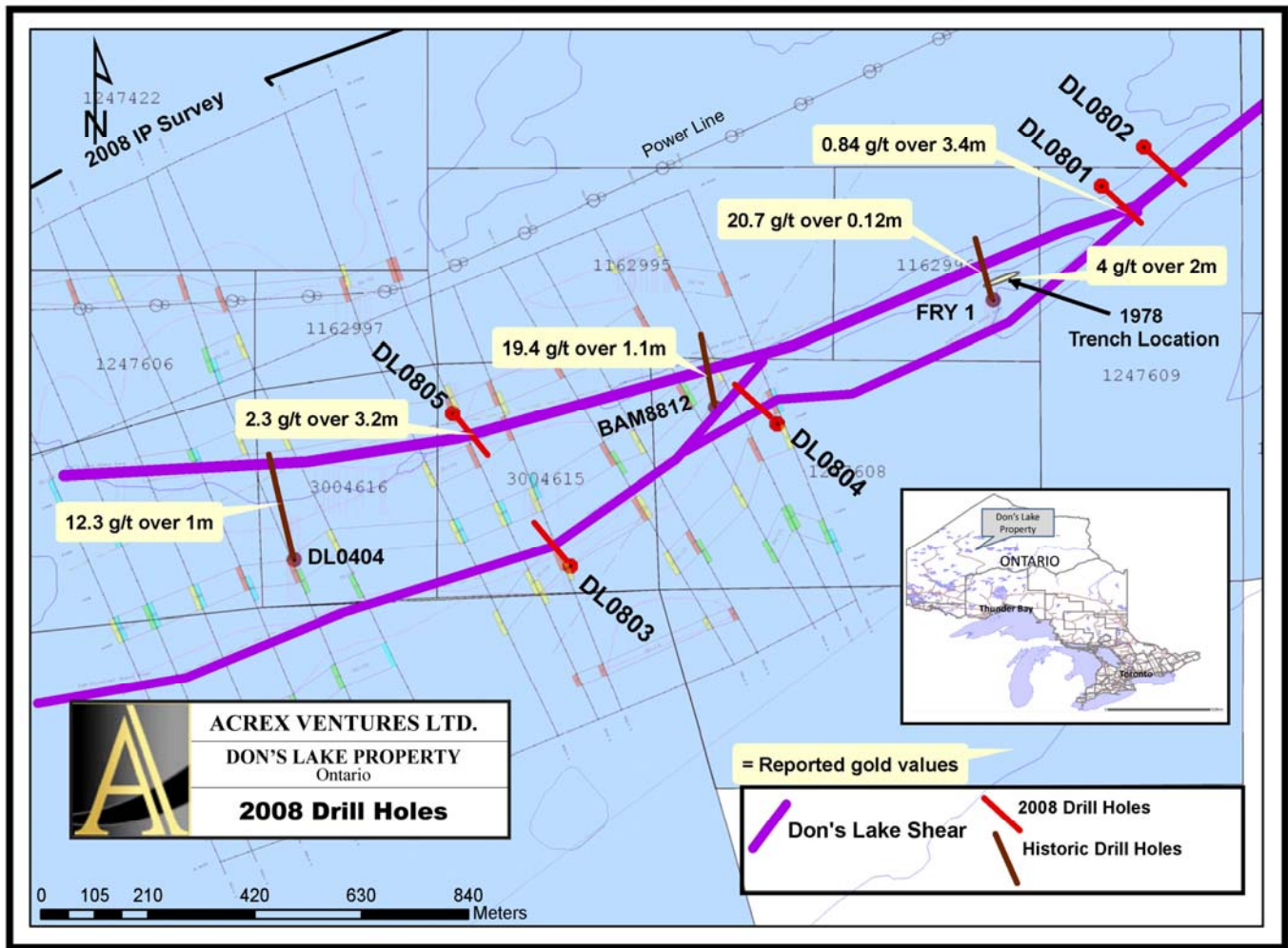
Significant results returned from core samples taken from two drill holes completed in the 2008 drilling are summarized in the table below.

<b>Drill Hole</b>	<b>From</b>	<b>To</b>	<b>Width* metres</b>	<b>True* Width</b>	<b>Au g/t</b>
DL0801	78.2	83.0	4.8	3.4	0.835
including	81.5	83	1.5	1.1	1.375
DL0805	60.5	65	4.5	3.2	2.290
Including	62.0	63.7	1.7	1.2	3.065
and	63.7	65	1.3	0.9	3.036

*\*Note: The DLSZ is interpreted to be steeply dipping, intersected by drilling at an average hole dip of -46 degrees. Therefore true widths are estimated to approximate 70% of the intercept width.*

These results confirm that the DLSZ target contains gold-bearing potential in the areas drilled by holes DL0801 and DL0805. The 2008 drilling complements results of previous drilling reported on the property. These results, together with historic drilling, show gold mineralization along a 2.3 kilometer section of the DLSZ target

Mr. Perry Grunenberg of PBG Geoscience oversaw the diamond drill program and undertook logging and sampling of core. Further data compilation, reporting and recommendations will be undertaken by PBG Geoscience over the next several weeks.



The total spent by the Company on the Don's Lake property is \$416,769 - which satisfies the Company's initial obligation under the Option Agreement to spend not less than \$300,000 on or before May 29, 2009.

By an Extension Agreement dated December 19, 2008 the Company and the Optionor agreed that all of the other deadlines expressed in the Agreement have been extended for one year. The terms of the Option were described in detail in the Company's Annual MD & A dated April 20, 2008.

(d) 2009 Activities

The Company has not conducted any exploration activities subsequent to the completion of the drilling programme on the Don's Lake property.

(e) Financing

The Company did not do any financing during its fourth quarter or during the period since then.

(f) U.S. Registration

The Company was previously registered with the U.S. Securities and Exchange Commission in the U.S. as a Form 20F filer. This status required the Company to incur considerable additional expense, primarily in relation to the filing of an annual Form 20F with the SEC and including in its audited annual financial statements reconciliations between Canadian Generally Accepted Accounting Principles and U.S. Generally Accepted

Accounting Principles. Because it was discovered that the Company did not have a significant number of U.S. shareholders and the trading of the Company's shares on the Over-The-Counter Bulletin Board was minimal the Board decided that it would be financially prudent to terminate the Company's U.S. SEC registration.

(g) Change of Auditors

As a result of the U.S. requirements while it was a 20F filer, the Company was obliged to have its annual financial statements audited by a chartered accountant's firm separate from the chartered accountants' firm which the Company uses to maintain its financial records and prepare the financial statements. Because the U.S. SEC registration was terminated the Board decided that it would be financially prudent to not incur the costs of a separate firm to do the auditing of its financial statements. As a result of a request from the Board the previous auditors resigned and Manning Elliott LLP were appointed as the Company's auditors. Manning Elliott LLP (and its predecessor Bedford Curry) acted as the Company's auditors prior to the Company registering in the U.S. and during the period of the U.S. registration, prepared the Company's financial records and financial statements.

2. Summary of Quarterly Results

The following information is provided for each of the 8 most recently completed quarters of the Company:

	Dec. 31-08	Sept. 30/08	June 30/08	March 31/08	Dec. 31/07	Sept. 30/07	June 30/07	March 31/07
(a) Net sales or total revenues	\$0.00	\$0.00	\$0.00	\$0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00
(b) Loss before extraordinary items								
- total	129,341	75,641	97,087	115,442	250,860	146,406	133,532	138,426
- per share undiluted	0.00	0.00	0.01	0.01	0.01	0.01	0.01	0.01
- per share diluted*								
(c) Net loss (gain)								
- total	129,341	75,641	97,087	(220,058)	250,860	146,406	133,532	138,426
- per share undiluted	0.00	0.00	0.01	(0.01)	0.01	0.01	0.01	0.01
- per share diluted*								

\*As the effect of any dilution is to reduce the reported loss per share, fully diluted loss per share information has not been shown.

The differences in the figures between the various quarters is due only to the amount of activity by the Company in each quarter – primarily in raising funding or supervising exploration work on its properties. The loss for the final quarter of 2008 was higher primarily because the Company, in that quarter, recorded an additional expense of \$14,173 in stock-based compensation in relation to options which were granted. In addition some year-end expenses were booked which were not recognized proportionately in earlier quarters.

3. Liquidity

At the fiscal year-end – December 31, 2008 - the Company had net working capital of \$963,331. At the close of business April 24, 2009 the Company had working capital of approximately \$865,000. The Company has no financial commitments other than to pay its monthly general and administrative expenses and monthly management and directors' fees.

#### 4. Selected Annual Information

The following information is given for the last three fiscal years of the Company:

	December 31, 2008 - \$	December 31, 2007 - \$	December 31, 2006 - \$
(a) Net sales or total revenues	Nil	Nil	Nil
(b) Net income or (loss) before discontinued items or extraordinary items:			
– total	(417,511)	(669,224)	(531,360)
– per share undiluted	(0.01)	(0.02)	(0.02)
- per share diluted *			
(c) Net income or (loss)			
- total	(417,511)	(669,224)	(531,360)
- per share undiluted	(0.01)	(0.02)	(0.02)
- per share diluted *			
(d) Total assets	\$4,108,875	\$4,471,840	\$2,433,851
(e) Total long-term financial liabilities	Nil	Nil	Nil
(f) Cash dividends declared per share	Nil	Nil	Nil

\* As the effect of any dilution is to reduce the reported loss per share, diluted loss per share information has not been shown.

The above data was prepared in accordance with Canadian Generally Accepted Accounting Principles.

Differences in the losses incurred by the Company in the various periods are caused primarily by variations in the amounts that the Company incurred in its operations and conducting exploration work on its mineral properties. The loss in 2008 was \$251,713 lower than in 2007. This was the result of the Company having recorded in 2007 a non-cash stock option compensation expense of \$222,142 for Directors' options granted during the year. No equivalent costs were recorded in 2006 and in 2008 the amount was only \$14,173. In addition the Company's investor relation costs in 2008 were \$69,110 – a reduction of \$51,536 from the 2007 figure.

#### 5. Transactions with Related Parties

There have been no transactions with related parties in the past fiscal year – except that:

- the Company pays \$9,000 per month to a company which is wholly owned by the President Mr. Malcolm Powell – in payment for Mr. Powell's management of the Company.
- Frank Lang, a director, is paid a monthly fee of \$2,500. The Company pays rent expenses of \$1,390 per month to a company in which Frank Lang is a common director.
- Carl Jonsson, a director, is a principal in the law firm which acts as the Company's Solicitors – and accordingly receives a benefit from the fees paid to the law firm for services rendered – which are rendered almost exclusively by Mr. Jonsson. In the fiscal year covered by this Statement the legal fees were \$28,475.

6. **Fourth Quarter**

There were no events or items in the Company's fourth quarter which significantly affected its financial condition, cash flow or results of operations.

7. **Other MD & A Requirements**

(a) Additional information relating to the Company – including the quarterly financial statements and MD&As for the fiscal year ended December 31, 2008 - have been filed on SEDAR and are available at [www.sedar.com](http://www.sedar.com). Information about the Company may also be seen on its website at [www.acrexventures.com](http://www.acrexventures.com).

(b) As the Company has not had any revenue from operations in its last two financial years the following additional information is provided:

(A) Breakdown of exploration costs for the last two completed fiscal years ending December 31, 2008 and December 31, 2007:

	2008 \$	2007 \$
Assays	84,498	16,458
Consulting	84,457	81,213
Lodging	22,247	-
Drilling	316,622	317,096
Surveying and linecutting	98,615	135,526
Other	87,044	56,800
Support	-	6,854
<b>Totals:</b>	<b>693,483</b>	<b>613,947</b>

(B) General and administration expenses.

Breakdown of general and administration expenses for the last two completed fiscal years ending December 31, 2008 and December 31, 2007:

	2008 \$	2007 \$
Accounting	51,170	60,595
Consulting	4,295	12,640
Filing fees	7,618	7,982
Insurance	13,500	2,300
Investor relations	69,110	120,646
Legal fees & disbursements	29,690	34,392
Management fees	138,000	138,000
Office and general	19,825	44,288
Promotion and travel	34,726	36,585
Rent	16,680	4,680
Transfer agent fees	12,660	12,724
Advertising	10,933	15,599
<b>Totals:</b>	<b>408,207</b>	<b>490,377</b>

(c) Outstanding share data – as at March 31, 2009:

- (i) The Company has 40,610,447 common shares issued. The shares are all voting shares and rank equally with each other.
- (ii) The Company has 3,550,000 share purchase options outstanding entitling the purchase of:
- 485,000 shares exercisable at \$0.12 per share before July 7, 2010.
  - 100,000 shares exercisable at \$0.12 per share before October 13, 2010.
  - 100,000 shares exercisable at \$0.12 per share before December 5, 2010.
  - 100,000 shares exercisable at \$0.30 per share before June 19, 2011.
  - 50,000 shares exercisable at \$0.30 per share before June 29, 2011.
  - 100,000 shares exercisable at \$0.20 per share before February 7, 2012.
  - 650,000 shares exercisable at \$0.16 per share before July 2, 2012
  - 1,400,000 shares exercisable at \$0.16 per share before December 17, 2012
  - 565,000 shares exercisable at \$0.10 per share before December 11, 2013
- (iii) The Company has 7,699,755 share purchase warrants outstanding entitling the purchase of:
- 6,675,755 shares exercisable August 14-August 16, 2009 at \$0.50 per share.
  - 1,024,000 shares exercisable August 14-August 16, 2009 at \$0.23 per share.

## **8. Financial and Other Instruments**

The Company's financial instruments consist of cash and cash equivalents, marketable securities, amounts receivable, and accounts payable. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity or capacity for prompt liquidation.

## **9. Controls**

### **(a) Evaluation of disclosure controls and procedures**

Public companies are required to perform an evaluation of disclosure controls and procedures annually and to disclose management's conclusions about the effectiveness of these disclosure controls and procedures in its annual Management's Discussion and Analysis. The Company has established, and is maintaining, disclosure controls and procedures to provide reasonable assurance that material information relating to the Company is disclosed in annual filings, interim filings or other reports, and is recorded, processed, summarized and reported within the time periods specified as required by securities regulations.

Management has evaluated the effectiveness of the Company's disclosure controls and procedures as at December 31, 2008 and, given the size of the Company and the involvement at all levels of the Chief Executive Officer, and the Chief Financial Officer, believes that they are sufficient to provide reasonable assurance that the Company's disclosures are compliant with securities regulations.

### **(b) Internal controls over financial reporting**

As at December 31, 2008 management of the Company is responsible for evaluating the design of internal control over financial reporting. The Chief Executive Officer and Chief Financial Officer, together with other members of management, after having designed internal controls over financial

reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reporting in accordance with Generally Accepted Accounting Principles as of December 31, 2008, have not identified any changes to the Company's internal control over financial reporting in the latest interim reporting period that would materially affect, or are reasonably likely to materially affect, the Company's internal control over financial reporting.