

ACREX VENTURES LTD.
("Company")

ANNUAL MANAGEMENT DISCUSSION AND ANALYSIS
DATED APRIL 28, 2010

This annual MD & A covers the Company's fiscal year which ended December 31, 2009 – and the period to April 28, 2010. It is to be read in conjunction with the Company's audited financial statements, prepared to December 31, 2009 - which can be read on the Company's website: www.acrexventures.com

1. **Overall Performance**

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

No work has been done on or with respect to this property since October 1, 2008. Work done on the property earlier in 2008 was described in the Company's 2008 fourth quarter MD & A. Management has been monitoring the work done – and the results being achieved and announced – by Spanish Mountain Gold Ltd. (formerly Skygold Ventures Ltd.) on its mineral claims which lie between the two blocks of claims which comprise the Company's property. Because the Skygold property adjoins the Company's property the results of Skygold's exploration of its property are very valuable to Management and the Company's geological consultants in planning the details of further work on the Company's property.

The following is a reprint of the News Release issued by the Company on March 2, 2010 - which reviews past work done on the property and the Company's 2010 plans:

“Acrex Ventures Announces Spanish Mountain 2010 Work Program

Acrex Ventures Ltd. ("Acrex") is pleased to announce a planned work program for 2010 on its Spanish Mountain Property located near Likely, BC. Acrex's Spanish Mountain Property is located immediately adjacent to and along strike from Spanish Mountain Gold Ltd's Spanish Mountain gold project. Properties bordering both sides of the Acrex claims have presented positive results from exploration over the past 2 years. This has provided incentive for Acrex to continue exploration for gold resources on its properties.

On May 18, 2009, Spanish Mountain Gold released an updated 43-101 compliant resource for its Spanish Mountain Gold project. The updated measured and indicated gold resource is 102.26 million tonnes at an average grade of 0.785 g/t (2.58 million ounces gold) and an inferred resource of 11.65 million tonnes at an average grade of 0.787 g/t (290,000 ounces gold), in each case based on a cut-off grade of 0.50 g/t gold. This updated resource represents an increase of 47% when compared to the initial resource estimate for the property previously disclosed on April 3, 2008. These results are reported from the Main Zone on the property, parts of which are located just over 1 kilometer east of the border with Acrex claims. Spanish Mountain Gold also indicated that reconnaissance reverse circulation drilling intersected anomalous gold values indicative of Main Zone style mineralization 1.3 kilometers west of the Main Zone, much nearer to the Acrex claims, including 6.1 metres of 0.98 g/t gold (Skygold news release December 18, 2006).

On the west side of the Acrex claims, Tiex Inc reported results from its 2009 drilling program that intersected wide widths of elevated gold (0.25 to 0.5 grams/tonne) containing higher grades over shorter widths (eg. 6.04 g/t over 1.07 m). These results are similar to those reported by Spanish Mountain Gold from drill holes contained within their Main Zone resource area. The general trend of rocks that hosts the gold mineralization on both the Tiex and Spanish Mountain Gold properties pass through the Acrex property.

In 2007, Acrex completed diamond drilling in 11 drill holes on its Property. The 2007 drilling program continued from the 2006 program that sampled geophysical and geochemical targets on the Hepburn Lake portion of the Property. Drill holes return a highest gold value of 2.42 g/t gold returned from a

sample taken from 279 m to 280.5 m depth in hole 07SpM-01 (Acrex News Release of March 25, 2008). This hole was drilled to intersect the down-dip extension of a gold bearing horizon intersected in 2006, drill hole 06SpM-15. 06SpM-15 returned two gold intersections grading 2.54 g/t over 1.51 m and 2.29 g/t over 1.52 m. Drill hole 07SpM-02 intersected a wider intercept of low grade gold values interpreted to be similar to the Main Zone mineralization reported by Spanish Mountain Gold Ltd.

Based on the positive results of exploration on adjoining properties, Acrex is planning to proceed with exploration on its Spanish Mountain Property, in particular within claims of the Hepburn Lake group located between the Spanish Mountain Gold and Tiex Inc properties. A work program consisting of soil geochemical sampling and ground magnetometer surveys is planned for spring 2010. Based on positive results, a trenching and/or drilling program may commence during the 2010 field season.

Mr. Perry Grunenberg, P.Geo. of P&L Geological Services is the Company's supervisor for the Spanish Mountain Project and "Qualified Person" for the purpose of National Instrument 43-101."

(b) Michaud, Ontario, Joint Venture

No work was done on or with respect to the property subsequent to October 1, 2008. Work done on this property earlier in 2008 was described in the Company's 2008 fourth quarter MD & A.

In December, 2009 the Company sold its interests in the Joint Venture to its joint venturer, Moneta Porcupine Mines Inc. for \$1,000,000 cash.

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

No work was done on or with respect to this optioned property subsequent to the completion of a drilling programme and related work in 2008 – as was described in the Company's MD & A dated April 27, 2009. After reviewing the results of the work done on the property in 2008, and considering the obligations the Company would have under its option agreement if it maintained it, a decision was made to terminate the Option Agreement – and a Termination Notice was given by the Company to the optionor November 24, 2009.

(d) Financing

The Company did not do any financing in 2009 or during the period since then.

2. Summary of Quarterly Results

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

	Dec. 31/09	Sept. 30/09	June 30/09	March 31/09	Dec. 31/08	Sept. 30/08	June 30/08	March 31/08
(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 other or extraordinary items								
- total	95,643	70,002	80,535	60,340	129,341	75,641	97,087	115,442
- per share undiluted	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.01
- per share diluted*								
(c) Net loss (gain)								
- total	583,113	528,844	67,249	60,340	129,341	75,641	97,087	(220,058)
- per share undiluted	0.01	0.01	0.002	0.00	0.00	0.00	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 loss figures shown in the quarter ending December 31, 2009 are substantially higher than the figures for previous quarters as a result of the Company, in the quarter, booking two large losses, being:

- (a) In December 2009 the Company sold its interest in the Michaud, Ontario, joint venture on which the Company had incurred total costs of \$1,491,389. The interest was sold for \$1,000,000 cash thereby incurring a loss of \$491,389;
- (b) In November 2009 the Company terminated its option on the Don's Lake, Ontario properties. As the Company had incurred costs with respect to those properties of \$460,357 it had to write off the whole of that cost, thereby incurring a loss for the whole amount, namely \$460,357.

The differences in the figures between the various other quarters have been 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.

The loss for the fiscal year ended December 31, 2009 - other than the losses incurred with respect to the abandonment/termination of property interests and other unusual items - was, at \$306,520, substantially lower than the equivalent loss for the 2008 fiscal year - which was \$422,380.

3. Liquidity

At the fiscal year-end – December 31, 2009 - the Company had net working capital of \$1,671,443. At the close of business April 27, 2010 the Company had working capital of approximately \$1,540,000 and cash on hand of approximately \$1,550,000. 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, 2009 - \$	December 31, 2008 - \$	December 31, 2007 - \$
(a) Net sales or total revenues	Nil	Nil	Nil
(b) Net income or (loss) before other or extraordinary items:			
– total	(306,520)	(417,511)	(669,224)
– per share undiluted	(0.01)	(0.01)	(0.02)
- per share diluted *			
(c) Net income or (loss)			
- total	(1,239,546)	(417,511)	(669,224)
- per share undiluted	(0.03)	(0.01)	(0.02)
- per share diluted *			
(d) Total assets	\$2,861,457	\$4,108,875	\$4,471,840
(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 prior to 2009 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 before other unusual items in 2008 was \$290,139 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. In 2008 the amount was only \$14,173. The 2009 figures show an abnormal loss figure due to the two reasons detailed in sub-clauses (a) and (b) of Clause 2 above. Legal and accounting costs in 2009 were less than in 2008 due to the reduced level of activity by the Company.

5. Transactions with Related Parties

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

- (a) the Company paid \$9,000 per month - total \$108,000 (2008 - \$108,000) to a company which is wholly owned by the President Mr. Malcolm Powell – in payment for Mr. Powell's management of the Company.
- (b) The Company incurred rent expenses of \$16,680 (2008 - \$16,680) and office and general expenses of \$3,354 (2008 - \$Nil) with a company which has a common director.
- (c) Carl Jonsson, a director, is a principal in Tupper Jonsson & Yeadon, 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 \$14,900 (2008 - \$29,690).

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 - except for the incurring of property write-off expenses and a loss on the sale of mineral property totalling \$951,746 as detailed in Clause 2.

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. Information about the Company may also be seen on its website at 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, 2009 and December 31, 2008:

	2009 \$	2008 \$
Assays	-	84,498
Consulting	4,088	84,457
Lodging	-	22,247
Drilling	-	316,622
Surveying and linecutting	-	98,615
Other	-	87,044
Support	-	-
Totals:	4,088*	693,483

* The Company did not do exploration work on any of its properties during 2009. It incurred \$4,088 in consulting costs with respect to the optioned Don's Lake mineral claims prior to making the decision to terminate its option on that property.

(B) General and administration expenses.

Breakdown of general and administration expenses for the last two completed fiscal years ending December 31, 2009 and December 31, 2008:

	2009 \$	2008 \$
Management fees	108,000	138,000
Investor relations	64,982	69,110
Accounting and audit fees	37,000	51,170
Legal	21,335	29,690
Promotion and travel	19,045	34,726
Rent	16,680	16,680
Advertising	13,148	10,933
Office and general	10,287	19,825
Transfer agent fees	9,088	12,660
Filing fees	6,160	7,618
Consulting	500	4,295
Insurance	295	13,500
Totals:	306,520	408,207

(c) Outstanding share data – as at April 28, 2010:

(i) The Company has 40,660,447 common shares issued. The shares are all voting shares and rank equally with each other.

(ii) The Company has 3,650,000 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
- 100,000 shares exercisable at \$0.10 per share before January 12, 2015

(iii) The Company has no share purchase warrants outstanding entitling the purchase of:

8. **Financial and Other Instruments**

The Company's financial instruments consist of cash and cash equivalents, marketable securities 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, 2009 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, 2009 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, 2009, have not identified any changes to the Company's internal control over financial reporting in the latest reporting period that would materially affect, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

10. **Changes in Accounting Policies**

Effective January 1, 2009, the Company adopted the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3064, "Goodwill and Intangible Assets", which establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. The adoption of this section did not have any significant impact on the Company's financial statements.

In January 2009, the CICA Emerging Issues Committee ("EIC") issued EIC-173, "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities". This guidance clarified that an entity's own credit risk and the credit risk of the counterparty should be taken into account in determining the fair value of financial assets and financial liabilities including derivative instruments. This guidance is applicable to fiscal periods ending on or after January 1, 2009. The application of this EIC had no material effect on the Company's financial statements.

In March 2009, the CICA issued EIC-174, "Mining Exploration Costs". The EIC provides guidance on accounting for capitalization and impairment of exploration costs. This standard was effective for the fiscal year beginning January 1, 2009. The application of this EIC had no effect on the Company's financial statements.

In June 2009, the CICA amended Section 3862, "Financial Instruments - Disclosures", to include additional disclosure requirements about fair value measurement for financial instruments and liquidity risk disclosures.

These amendments require a three level hierarchy that reflects the significance of the inputs used in making the fair value measurements. Fair value of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 include valuations using inputs other than quoted prices for which all significant inputs are based on observable market data, either directly or indirectly. Level 3 valuations are based on inputs that are not based on observable market data. The amendments to Section 3862 apply for annual financial statements relating to fiscal years ending after September 30, 2009.

11. **International Financial Reporting Standard (“IFRS”) Changeover Plan**

In February 2008, the Canadian Accounting Standards Board (“AcSB”) confirmed the mandatory changeover date to IFRS for Canadian profit-oriented publicly accountable entities (“PAE”) such as the Company.

The AcSB requires the IFRS compliant financial statements be prepared for annual and interim financial statements commencing on or after January 1, 2011. For PAE’s with a December 31 year-end, the first unaudited interim financial statements under IFRS will be the quarter ending March 31, 2011, with comparative financial information for the quarter ended March 31, 2010. The first audited annual financial statements prepared by the Company in full compliance with IFRS will be for the year ending December 31, 2011, with comparative financial information for the year ended December 31, 2010. This also means that all the opening balance sheet adjustments relating to the adoption of IFRS must be reflected in the January 1, 2010 opening balance sheet which will be issued as part of the comparative financial information in the March 31, 2011 unaudited interim financial statements.

The Company intends to adopt these requirements as set out by the AcSB and other regulatory bodies. At this time, the impact of adopting IFRS cannot be reasonably quantified. During fiscal 2010 the Company will continue to evaluate the impact of IFRS on the Company and develop and put into place a plan for the conversion to IFRS. The actual conversion work will occur throughout 2010, in anticipation of the preparation of the December 31, 2010 balance sheet that will be required for comparative purposes for all periods ending in 2011.

The Company is in the preliminary stages of developing a changeover plan with emphasis on the following critical areas:

- the production of IFRS compliant financial statements from the first quarter 2011
- identification of applicable accounting policies
- description of the decision making process
- quantification of the impact of the adoption of IFRS on the financial statements
- internal expertise required to implement IFRS
- the effect on business activities
- the effect on control activities