



Management Discussion and Analysis For the First Quarter ended February 28, 2009

The following is a discussion and analysis of the operations, results, and financial position of the Company for the first quarter ended February 28, 2009, and should be read in conjunction with the unaudited financial statements for the quarter ended February 28, 2009 as well as the audited financial statements for the year ended November 30, 2008, all of which were prepared in accordance with Canadian generally accepted accounting principals.

The effective date of this report is April 29, 2009.

Forward Looking Statements

Statements in this report that are not historical facts are forward looking statements involving known and unknown risks and uncertainties, which could cause actual results to vary considerably from these statements. Forward looking statements are based on the estimates and opinions of management of the Company at the time the statements were made. Readers are cautioned not to put undue reliance on forward looking statements.

Nature of Business and Overall Performance

History

The Company was incorporated on July 4, 2006 under the *Business Corporations Act* of British Columbia under the name "Flow Energy Ltd."

On January 29, 2007 the Company completed its initial public offering of 2,000,000 common shares at \$0.10 per share for gross proceeds of \$200,000. Northern Securities Inc. acted as agent in respect of the offering and received a cash commission of \$20,000 as well as 200,000 common shares at \$0.10 per share, exercisable until July 31, 2009. The Company was listed on the TSX Venture Exchange (the "Exchange") as a Capital Pool Company on January 31, 2007.

On March 7, 2008, the Company entered into a Share Purchase Agreement with Petrol One Corp. and Zimtu Capital Corp. (now known as 755032 BC Ltd.). Under the terms of the Agreement, the Company acquired all of the issued common shares of Zimtu Capital Corp. in consideration for the issuance of 50,000,000 special warrants of the Company, at a deemed price of \$0.12 per Special Warrant. Zimtu Capital Corp. was a private investment company that had assets consisting of a portfolio of equity investments, cash and equipment, totaling approximately \$6.0 million.

On July 31, 2008, the Company completed its Qualifying Transaction, as that term is defined under section 2.4 of the Exchange policies. The Company acquired all of the issued and outstanding common shares of the private company, completed a private placement of 10,292,658 units for proceeds to the Company of \$1,235,119 and changed its name to Zimtu Capital Corp.

Subsequent to the completion of the Qualifying Transaction, the Company changed its year end from August 31 to November 30, so that it is the same as its wholly owned subsidiary, 755032 BC Ltd.

The Company is a reporting issuer in British Columbia, Alberta and Ontario and trades as a Tier 2 Investment Issuer on the Exchange under the symbol 'ZC'. The Company also trades on the Frankfurt Stock Exchange under the symbol 'ZCT1'.

Investments

As an Investment Issuer, the Company has a specific focus on giving its shareholders the opportunity to indirectly invest in a diversified series of early-stage resource investments, which would not otherwise be available to them. The Company aims to take advantage of the favourable investment opportunities that arise between the private and public phases of a given investment in the natural resources sector.

The principal investment objectives of the Company are to seek and identify high return investment opportunities in the resource sector through either direct investments in project interests or indirect investments via equity shareholdings; to preserve its capital and limit the downside risk of its capital; to achieve a reasonable rate of capital appreciation; to minimize the risk associated with investments in securities by offering assistance to the target investment through management's list of industry contacts; and to seek liquidity in its investments.

In pursuit of greater returns and to achieve investment objectives while mitigating risk, the Company, when appropriate, shall focus on natural resource industries, concentrating on early stage exploration and development companies. The Company will obtain detailed knowledge of the relevant business that the investment shall be made in, as well as knowledge about the investee company. The Company will endeavour to work closely with the investee company's management and boards and in some cases, assist in sourcing experienced and qualified persons to add to the board and/or management of the investee companies. The Company will maintain a flexible position with respect to the form of investment taken. The Company may employ a wide range of investment instruments, including equity, bridge loans, secured loans, unsecured loans, convertible debentures, warrants and options, royalties, net profit interests and other hybrid instruments. Investments will be made in either private or public companies or directly into project title. As a result, the Company may own 100% of the opportunity in the initial stages.

Composition of Investment Portfolio - The nature and timing of the Company's investments will depend, in part, on available capital at any particular time and the investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to create a diversified portfolio of investments. The composition of its investment portfolio will vary over time depending on its assessment of a number of factors including the performance of financial markets and credit risk.

Investment Committee - The Company has an investment committee to monitor its investment portfolio on an ongoing basis. The investment committee's mandate is to review the status of each investment as well as the status of potential investments at least once a month or on an as needed basis. Nominees for the investment committee are recommended by the Board of Directors.

Trading Committee - The Company has a trading committee consisting of all members of the Board of Directors and may also include any consultants with relevant experience to the opportunity. On a weekly basis, the trading committee meets to discuss and evaluate the investments of the Company.

As at the first quarter ended February 28, 2009, the Company had the following investments in its portfolio:

Stock	Volume	Holdings as at February 28, 2009			
		Cost Base		Market Base	
		\$	\$/Share	\$	\$/Share
Arctic Star Diamond	3,000,000	192,619	0.06	90,000	0.030
Amarillo Gold Corp	16,000	12,260	0.77	9,120	0.570
Austin Developments	24,000	4,517	0.19	360	0.015
Commerce Resources	2,501,178	1,330,144	0.53	600,283	0.240
Cougar Minerals	141,931	5,951	0.04	4,258	0.030
Doubloon Exploration	1,580,002	27,902	0.02	27,902	Cost
Evolving Gold	469	127	0.27	183	0.390
Fulcrum Resources	41,867	21,874	0.52	1,675	0.040
Gold Mountain	1	1	-	1	Cost
Hybrid Fuels	230,000	50,051	0.22	11,500	0.050
Jantar Resources	1,040,000	111,388	0.11	67,600	0.065
Kingsman Resources	499,000	104,467	0.21	44,910	0.090
Remstar Resources	25,000	3,119	0.12	2,000	0.080
Solex Resources	130,411	83,463	0.64	5,216	0.040
Tribune Minerals	61,000	18,710	0.31	2,745	0.045
Western Potash	3,003,821	230,544	0.08	1,006,280	0.335
T-Bills	535,729	535,729	1.00	535,729	1.000
		2,732,866		2,409,762	

Options/Warrants		Exercise Price	Intrinsic Value	Market Value \$/Share
Commerce Resources	1,000,000	-	-	0.510
Commerce Resources	1,000,000	-	-	0.510
Kingsman Resources	250,000	-	-	0.175
Balance, February 28, 2009			2,409,762	

The Company classifies these investments as held-for-trading, except for the investments in Doubloon Exploration Corp. and Gold Mountain, which are classified as available-for-sale.

Triple Dragon's results of operations have been consolidated into the financial statements of the Company as the Company holds a total of 17,079,500 common shares of Triple Dragon Resources Inc. ("Triple Dragon"), representing 69.93% of the total issued and outstanding share capital of Triple Dragon. The market value of the Company's shareholdings in Triple Dragon as at the date hereof is \$2,476,527.

Triple Dragon is a mineral exploration company focused on the Murray Property in south-central Northwest Territories. Triple Dragon's shares are listed on the Canadian National Stock Exchange under the symbol "TDN". The common shares of Triple Dragon were acquired for investment purposes and the Company may from time to time acquire or dispose of some or all of the securities that it holds of Triple Dragon or continue to hold its share position.

Management and Administrative Services Revenue

The Company provides management and administrative services to other private and public companies. The Company currently has contracts in place with Commerce Resources Corp. and Triple Dragon, both of which companies have directors in common with the Company. Under the terms of the contracts, these services may include corporate record maintenance, continuous disclosure and compliance services, rent and office administration. These contracts generate sufficient cash for the Company to meet its operating needs in the current market environment and the Company expects these contracts to continue.

Properties

As part of the Company's investment strategy, the Company has acquired interests in mineral property claims and/or MAIM permits.

Murray Property: On April 17, 2008, the Company sold Triple Dragon a 100% interest in the Murray Claims in the Yellowknife Mining Division of the Northwest Territories. The property is subject to a 1% net smelter return royalty on minerals other than diamonds and a 1% gross overriding royalty on the production of diamonds. The Company can purchase 1% of the contributed royalty at any time for \$500,000. The Company owns 69.93% of the issued and outstanding common shares of Triple Dragon.

Vermillion & Lithium Properties: On August 29, 2008, the Company entered into an agreement with Mountain Capital Inc. ("MCI"), Jody Dahrouge and Spectre Investments Inc. pursuant to which MCI agreed to purchase a 100% interest in the Vermillion 15 potash property, located in east-central Alberta. In consideration for the interest, MCI was to pay the Vendors \$230,000 (\$100,000 paid thus far), and issue the vendors a total of 1.35 million units of the Company. Each unit consists of one common share and one non-transferable share purchase warrant, exercisable for a period of two years into one additional common share of MCI at a price of \$0.55 per share in the first year and at a price of \$0.70 in the second year. The agreement has not received TSX Venture Exchange approval.

On February 26, 2009, the Company entered into an agreement with MCI and 877834 Alberta Ltd. pursuant to which MCI agreed to purchase a 100% interest in 41 metallic and industrial minerals permits, which consist of three separate properties located west to northwest of Edmonton, Alberta, known as the Lithium Property, from the Company and 877834 Alberta Ltd. In consideration for the interest, MCI was to pay the Vendors \$90,000 and issue the vendors 1,200,000 units, each unit consisting of one common share and one share purchase warrants, exercisable at a price of \$0.25 for two years. In addition, there is a 3% net smelter return and a 5% gross overriding royalty on the gross production of diamonds. MCI can purchase 1% of the net smelter return for \$1,000,000 in order to reduce the total net smelter return to 2%. There is no buyback clause relating to the gross overriding royalty. The Lithium Property agreement received TSX Venture Exchange approval on April 7, 2009 and as such, has received consideration of \$45,000 and 600,000 units of MCI.

Market Conditions

As an Investment Issuer, the Company is subject to uncertainties due to current economic conditions. With the decline in metal, oil and gas prices, the stock markets and credit markets have deteriorated in the past few months and this in turn has affected the underlying value of investments held by the Company.

Selected Annual Information

As the Company was incorporated in 2006, it has only two completed fiscal years. The following is a summary of the financial data of the Company for the years ended November 30, 2008 and 2007:

	2008	2007
Total Revenues	1,205,714	1,159,190
Income (loss) from continuing operations	(6,178,682)	4,753,568
Income (loss) from continuing operations (per share)	(0.10)	1.47
Income (loss) from continuing operations (per share, fully diluted)	(0.07)	1.47
Net Income (loss)	(6,178,682)	4,753,568
Net Income (loss) (per share)	(0.10)	1.47
Net income (loss) (per share, fully diluted)	(0.07)	1.47

	2008	2007
Net comprehensive income (loss)	(6,178,682)	4,753,568
Net comprehensive income (loss) (per share)	(0.10)	1.47
Net comprehensive income (loss) (per share, fully diluted)	(0.07)	1.47
Total assets	3,678,181	6,942,188
Total long term financial liabilities	Nil	Nil
Cash dividend declared per share	Nil	Nil

Summary of Quarterly Results

The following is a summary of the results from the eight most recently completed financial quarters ending:

	February 28, 2009	November 30, 2008	August 31, 2008	May 31, 2008	February 29, 2008	November 30, 2007	August 31, 2007	May 31, 2007
Revenue	270,000	270,000	270,000	355,714	310,000	282,018	425,724	115,382
*Net Income (loss)	534,025	(4,920,048)	(1,408,719)	70,112	79,973	(142,402)	562,518	604,406
Total assets	4,402,696	3,678,181	6,515,944	8,416,739	6,252,969	6,942,188	4,161,513	3,876,017
Working capital	3,721,789	2,871,052	5,668,178	6,833,360	5,283,951	5,674,246	3,357,949	2,889,167
Total liabilities	144,097	379,237	592,754	1,625,589	910,123	1,200,075	681,725	27,496
Shareholders' equity	3,898,014	3,298,944	5,923,190	6,791,150	5,342,846	5,742,113	3,479,788	2,917,271

* Net income (loss) before unrealized gains or losses on investments, and taxes.

Results of Operations

General and Administrative

Net gain before income taxes for the first quarter ended February 28, 2009 was \$597,990 as compared to a net loss of \$49,622 for the comparative quarter ended February 29, 2008.

This difference is due primarily to the unrealized gain on investments. During the quarter, the Company experienced a gain on the sale of investments of \$21,919 as well as an unrealized gain on investments of \$673,291. This partly reflects the inclusion of costs from three companies consolidated on these financials (Zimtu Capital Corp., 755032 B.C. Ltd. and Triple Dragon Resources Corp.) as compared to a single company a year ago (Zimtu Capital Corp.).

For the first quarter ended February 28, 2009, there was an increase in the revenue generated from administrative fees (2009: \$270,000; 2008: Nil) however the increase was offset by the increases in the overall expenses of the Company: advertising & promotion (2009: \$13,121, 2008: Nil), filing fees (2009: \$21,996, 2008: \$8,783), professional fees (2009: \$36,147, 2008: \$1,500), wages and benefits (2009: \$219,822, 2008: Nil) and rent & telephone (2009: \$26,558, 2008: \$537).

There was also a stock based compensation charge of \$49,045 which can be attributed to stock options issued by Triple Dragon Resources Inc. during the quarter.

The increase in expenses is a result of the increased activity of the Company from that of a CPC to that of an active investment issuer.

Investor Relations

During the first quarter ended February 28, 2009, the Company incurred total charges relating to investor relations of \$17,291 compared to Nil during the comparative quarter ended February 29, 2008. All investor relations activities and inquiries are handled internally by office staff.

Liquidity and Solvency

As at the first quarter ended February 28, 2009, the Company had total assets of \$4,402,696 as compared to \$3,678,181 for the year ended November 30, 2008.

The primary assets of the Company are investments of \$2,413,263, cash of \$974,579, advances/accounts receivables of \$24,404, prepaid expenses of \$66,273, and income tax receivable of \$336,478.

The Company has no long-term liabilities and has working capital of \$3,721,789.

Capital Resources

The Company has had to rely upon the sale of equity securities for the cash required for capital acquisitions, exploration and development, and administration, among other things.

The capital resources of the Company include investments of \$2,413,263 and cash of \$974,579. The Company's intention is to commit further funds for continuing its investment strategies.

The Company will continue to require funds to meet its investment objectives of giving its shareholders the opportunity to indirectly invest in a diversified series of early stage resource investments, which would not otherwise be available to them. As a result, the Company will have to continue to rely on equity and debt financing during such period as well as rely on the income generated through the provision of administration and management services to other companies.

There can be no assurance that financing, whether debt or equity, will always be available to the Company in the amount required at any particular time or for any particular period or, if available, that it can be obtained on terms satisfactory to the Company.

As the Company's revenues are expected to be in large part derived from provision of management and administration services to other companies, there can be no assurance that those management and administration contracts currently in place will continue at the rates that they are at or that the companies will continue to pay the Company for the services being provided.

Other MD&A Requirements

Additional Disclosure for Venture Issuers without Significant Revenue

As the Company has not had significant revenue from operations in either of its last two financial years, the following is a breakdown of the material costs incurred:

	Quarter ended February 28, 2009	Quarter ended February 29, 2008
Capitalized or Expensed Exploration and Development Costs	\$9,540	Nil
General and Administration Expenses	\$384,701	\$50,868
Gain (loss) on sale of Investments	\$21,919	Nil
Unrealized gain (loss) on Investments	\$673,291	Nil

Disclosure of Outstanding Share Capital

- a) Authorized: unlimited common shares without par value
- b) Issued:

Common	Number of Shares	Amount
Balance as at November 30, 2007	8,737,862	\$ 2,127,543
Common shares re-acquired	(5,500,000)	(1,339,170)
Zimtu/755032 common shares prior to RTO	3,237,862	788,373
Pursuant to RTO Transaction of July 31, 2008	(3,237,862)	(220,465)
- Outstanding common shares of the Company prior to acquisition	4,000,000	220,465
- Exchange of shares for Special Warrants for fair value of Flow's net assets acquired	50,000,000	10,476
Private placement	10,292,658	1,235,119
Share issue costs	-	(71,400)
Options exercised	240,000	55,670
Balance as at November 30, 2008	64,532,658	2,018,238
December 1, 2008 Rollback 10:1		
Balance as at February 28, 2009	6,453,266	2,018,238

Obligation to issue shares		
Balance as at November 30, 2007		\$ 45,000
Common shares re-acquired		(45,000)
Zimtu/755032 obligation to issue shares prior to RTO		0
Flow obligation to issue shares prior to RTO		6,000
Obligation to issue shares		(22,000)
Balance as at November 30, 2008		(16,000)
Payment in 2009		16,000
Balance as at February 28, 2009		-

Other commitments

Stock Options

As at February 28, 2009, the Company had 1,178,000 (2008: 11,780,000) share purchase options outstanding entitling the holders thereof the right to purchase one common share as follows:

<u>2009</u>	<u>Number</u>	<u>2008</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
18,000		180,000	\$1.00	September 11, 2011
8,70,000		8,700,000	\$1.50	August 27, 2013
<u>2,90,000</u>		<u>2,900,000</u>	\$1.20	August 27, 2013
<u>1,178,000</u>		<u>11,780,000</u>		

Share Purchase Warrants

As at February 28, 2009, the Company had 1,029,266 (2008: 10,292,658) share purchase warrants outstanding entitling the holders thereof the right to purchase one common share as follows:

	<u>2009</u>	<u>Number</u> <u>2008</u>	<u>Exercise</u> <u>Price</u>	<u>Expiry Date</u>
November 30, 2008	10,292,658	10,292,658	\$0.24	July 31, 2009
December 1, 2008 Rollback 10:1				
End of Period	1,029,266	10,292,658	\$2.40	July 31, 2009

Broker's Units

As at February 28, 2009, the Company had 41,667 (2008: 416,666) broker's units outstanding entitling the holders thereof the right to purchase one common share with a further warrant as follows:

	<u>Number</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
Unit common share	416,666	\$0.12	July 31, 2009
Warrant	416,666	\$0.24	July 31, 2009
November 30, 2008	<u>835,340</u>		
December 1, 2008 Rollback 10:1			
Unit common share	41,667	\$1.20	July 31, 2009
Warrant	<u>41,667</u>	\$2.40	July 31, 2009
End of period	<u>83,534</u>		

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

- (a) During the three months ended February 28, 2009, the Company earned administrative fees of \$270,000 (November 30, 2008: \$1,095,000) from a Company with common directors; and
- (b) Included in advances and accounts receivable is \$20,000 (November 30, 2008: \$Nil) due from a shareholder of the Company;

All of the above transactions and balances are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Proposed Transactions and Subsequent Events

On April 7, 2009, MCI received TSX approval of the Lithium Property agreement and the Company was issued \$45,000 cash and 600,000 units of MCI.

Financial Instruments and Other Instruments

The investment operations of the Company's business involve the purchase and sale of securities and, accordingly, the majority of the Company's assets are currently comprised of financial instruments. The use of financial instruments can expose the Company to several risks, including market, credit and liquidity risk. A discussion of the Company's use of financial instruments and their associated risk is provided more specifically in the unaudited financial statements of the Company for the quarter ended February 28, 2009.

Additional Information

Additional information related to the Company can be found on SEDAR at www.sedar.com.