

**SUPREME RESOURCES LTD.**  
*(Formerly Universal Energy Corporation)*

**MANAGEMENT DISCUSSION AND ANALYSIS**

For the Period Ended March 31, 2008

# **Management Discussions & Analysis of Operating Results and Financial Condition.**

## **Period Ended March 31, 2008**

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The following discussion and analysis should be read in conjunction with the Company's audited consolidated financial statements and notes for the year ended June 30, 2007 and the interim financial statements for the period ended March 31, 2008, accompanying this report which are prepared in accordance with Canadian generally accepted accounting principles. All monetary amounts, unless otherwise indicated, are expressed in Canadian dollars. Additional information relating to the Corporation and other regulatory filings can be found on the SEDAR website at [www.sedar.com](http://www.sedar.com).

### **Forward-Looking Statements**

Certain statements contained in this document constitute "forward-looking statements". When used in this document, the words "may", "would", "could", "will", "intend", "plan", "propose", "anticipate", "believe", used by any of the Corporation's management, are intended to identify forward-looking statements. Such statements reflect the Corporation's "forecast", "estimate", "expect" and similar expressions, as they relate to the Corporation's current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the Corporation's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. The Corporation does not intend, and does not assume any obligation, to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments.

Supreme Resources Ltd. (formerly Universal Energy Corporation Inc.) is a reporting venture issuer in British Columbia and Alberta and is listed on the TSX Venture Exchange. On February 9, 2007, the corporation changed its name to Supreme Resources Ltd. The corporation's trading symbol has changed to "SPR".

#### **1.1 Date of Report**

May 23, 2008

#### **1.2 Overall Performance**

The Company engages in mining exploration and seeks property acquisitions and joint venture projects in North America. The Company is currently in discussions with various parties in an effort to reach those goals.

### 1.3 Selected Annual Information

	June 2007	June 2006	June 2005
Net sales/total revenues	Nil	Nil	Nil
Net loss	\$ (707,672)	\$ (627,030)	\$ (120,711)
Net loss per share (basic & diluted)	\$ (0.03)	\$ (0.03)	\$ (0.01)
Total assets	\$ 40,680	\$ 575,939	\$ 202,342
Total long-term financial liabilities	Nil	Nil	Nil
Cash dividends declared	Nil	Nil	Nil

### 1.4 Results of Operations

#### **Saturn I Property**

The Saturn I property, which is owned by the Company, is 4,098 acres of oil and gas leases in the Williston Basin in Daniels County, Montana, U.S.A. No work was done on the property in the period covered by this discussion. During the year, the Company has concluded that it has no intention of pursuing the leases on this property and has written it down to a nominal value.

#### **Saturn II Property**

Pursuant to an agreement dated January 12, 2006, as amended by agreements dated March 31, 2006 and May 1, 2006 (collectively, the "Saturn II LOI") between North American Technical Trading Company, Inc. ("NATT") and Supreme Resources Ltd. (then Universal Energy Corporation), the Corporation agreed to purchase a 75% net working interest in 1,040 acres of oil and gas leases located in the State of Montana.

Supreme Resources (formerly Universal Energy) and Primary Petroleum Company LLC entered into a Promissory Note and Security Agreement dated May 1, 2006 whereby these leases were being held by Primary as collateral in the amount of US\$150,000, along with interest and associated costs pertaining to the leases. As of December 24, 2007 the interest accrued totaled US\$30,082.20. There was also an outstanding balance for rental payments paid by Primary on behalf of Supreme for 2006 in the amount of US\$3,073.83 and for 2007, US\$6,147.66. The promissory note was due May 1, 2008.

On February 11, 2008 Supreme Resources entered into a Settlement Agreement with Primary Petroleum Company. The terms of this agreement are as follows:

1. Primary to pay legal costs to transfer/assign/register the Saturn I and II leases from Supreme to Primary. All leases are to be in good standing.
2. Primary to receive US\$45,000 from Supreme.
3. Primary to release Supreme of its obligations under the Promissory Note and General Security Agreement dated May 1, 2006.

## ***Goldmax Property***

The Company signed an Option Agreement, dated May 5, 2007, "Agreement" securing an option on a block of mining claims located southwest of Lillooet, British Columbia.

The Ample Goldmax Property is located 8kms west of Lillooet along Highway 99 South, better known as the Duffy Lake Road. Numerous logging roads branching off Highway 99 South make this ground quite accessible except in the areas of the rock bluffs. This property comprises 294 units or 5,828 hectares, straddles both sides of the Cayoosh Creek to the height of land, and extends along Cayoosh Creek for about 9kms. The claims are of interest due to the gold and silver showings that have been reported.

The Company understands that, over the past 20 years, there has been in excess of \$1,200,000 worth of work done on the claims. The Company will engage a consultant to analyze the results of the earlier work, and to recommend an initial program of exploration to be carried out on the claims by the Company.

The Agreement was acquired for an initial payment of \$10,000 and requires the issuance, to maintain and exercise it, of 500,000 shares of the Company. Three hundred thousand (300,000) shares were issued, at a deemed price of \$0.08 per share, upon acceptance of the Agreement by the TSX Venture Exchange and the remaining shares will be issued in tranches of one hundred thousand (100,000) each at 1-year intervals starting April 15, 2008. The Agreement reserves, to the Optionors, a Net Smelter Return royalty of 2.0%.

On May 12, 2007 Allan Levien, President; Bill Percy, Consultant; and David Javorsky & Gary Polischuk, the Optionors, visited the property to make a determination as to the exploration work the Company should initiate and conduct on the property. It has been decided to do a geo-chemical survey to extend the known mineralized zone on the property.

During the summer 2007 field program, 111 soil samples were collected and analyzed for gold and multi-element ICP. Sample grid lines crosscut a prospect of interest near Highway 99 in the area of the "Ample-Goldmax zone". Approximately 5 sample lines of up to 100m long were sampled every 5m in general, although in some places the prospector chose to sample at 1m spacing. Preliminary results show anomalous gold values ranging from 8.5 ppb to 370.8 ppb Au, with 4 samples within a 10m zone near the highway yielding more than 300 ppb Au.

With repetition and standards removed, the remaining 106 sample analysis included 21 samples showing gold values above 100 ppb Au, or 20% of the samples; 44 samples above 50 ppb Au, or 41.5% of the samples; and a total of 86 out of 106 samples above 20 ppb Au, or 81% of the samples.

A new NI 43-101 Report, dated July 24, 2007, outlining the history of gold mining & exploration of mineralized zones and recommending further exploration work on the Ample-Goldmax Property, has been completed by J.S. Getsinger, P.Geo. A copy of the full report can be found at [www.sedar.ca](http://www.sedar.ca).

## ***Results of Exploration Activities – Operations***

The results of operations reflect the overhead costs incurred for oil and gas acquisitions and exploration expenses incurred by the Corporation to maintain good standing with the

various regulatory authorities and to provide an administrative infrastructure to manage the acquisition, exploration, and financing activities of the Corporation. General and administrative costs can be expected to increase or decrease in relation to the changes in activity required as property acquisitions and exploration continues.

### ***Bornite and MSW Properties, Omineca***

Supreme Resources is currently in negotiations with Ursula Mowat, Geologist and owner of the Bornite and MSW properties in the Omineca Mining Division, for the sole and exclusive right and option to acquire a 100% interest in the properties, subject to a 2% NSR royalty.

Those negotiations have been suspended.

### ***Revenues***

Due to the Corporation's status as an exploration and development stage resource issuer, the Corporation does not have revenues to report from its current operations at this time.

## **1.5 Summary of Quarterly Results**

The following table sets out selected consolidated quarterly information for the last 8 completed fiscal quarters of the Corporation:

	<b>Mar. 08</b>	<b>Dec. 07</b>	<b>Sept. 07</b>	<b>Jun. 07</b>	<b>Mar. 07</b>	<b>Dec. 06</b>	<b>Sept. 06</b>	<b>Jun. 06</b>
Net Sales/ Revenue	\$155,565	\$ 476	Nil	Nil	Nil	Nil	Nil	Nil
Profit (Loss)	\$137,257	\$(53,273)	\$(15,393)	\$(519,770)	\$(37,517)	\$(113,307)	\$(37,078)	\$(170,878)
Basic and diluted Earnings (Loss) per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.02)	\$(0.00)	\$(0.01)	\$(0.00)	\$(0.01)

As the Corporation is still in the early stages of creating a viable business enterprise, investor relations, shareholder communications and promotion have not represented a major expenditure.

## **1.6 Liquidity & Capital Resources**

The Corporation's cash balance was \$256,743 (working capital of \$201,8800) at March 31, 2008 compared with a cash balance of \$19,314 (working capital deficiency of \$331,866) at year-end June 30, 2007.

The Corporation entered into an agreement with Primary Petroleum Corporation for a loan of \$150,000 USD secured by a promissory note and general security agreement securing all current assets of the Corporation as well as its long-term asset, the Saturn I Property. The Promissory Note carries an interest rate of 12% per annum and covers a

term of two years, with principal and interest due on or before May 1<sup>st</sup>, 2008. There are no material credit facilities in place at the end of this fiscal year.

On February 11, 2008 Supreme Resources entered into a Settlement Agreement with Primary Petroleum Company. The terms of this agreement are as follows:

1. Primary to pay legal costs to transfer/assign/register the Saturn I and II leases from Supreme to Primary. All leases are to be in good standing.
2. Primary to receive US\$45,000 from Supreme.
3. Primary to release Supreme of its obligations under the Promissory Note and General Security Agreement dated May 1, 2006.

## **1.7 Capital Resources**

In December 2006 the Company completed a private placement consisting of 1,517,246 units at \$0.065 per unit for proceeds of \$98,621. Each unit consisted of one common share and one half of a common share purchase warrant. One whole warrant entitles the holder to acquire one common share at a price of \$0.10 for one year to November 8, 2007. Finder's fees in the amount of \$18,118 were paid in cash.

In April 2007 the Company completed a private placement consisting of 1,000,000 units at \$0.065 per unit for proceeds of \$65,000. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.12 for a period of one year.

In May 2007 the Company issued 460,000 common shares to settle \$34,000 in accounts payable.

In July 2007 the Company issued 300,000 common shares as part of the option agreement on the Ample-Goldmax Property.

In November 2007 the Company completed a private placement consisting of 1,652,804 units at \$0.08 per unit for proceeds of \$132,224 before share issue costs. Each unit consisted of one common share and half a common share purchase warrant. Each full warrant entitles the holder to acquire one common share at a price of \$0.12 for a period of one year.

In December 2007 the Company completed a private placement consisting of 4,444,443 units at \$0.09 per unit for proceeds of \$400,000 before share issue costs. Each unit consisted of one common share and one two-year common share purchase warrant. Each warrant entitles the holder to acquire one common share at a price of \$0.15 in the first year and at \$0.20 in the second year. A finder's fee of 444,444 units was also incurred with this private placement.

In December 2007, 81,090 options were exercised at \$0.10 for net proceeds of \$8,109.00.

On April 4, 2008 the Company issued 100,000 common shares as part of the option agreement on the Ample-Goldmax Property.

On April 17, 2008, 300,000 warrants were exercised at \$0.12 for net proceeds of \$36,000.

On May 16, 2008, 50,000 warrants exercised at \$0.12 for net proceeds of \$6,000.

On April 28, 2008, 32,910 options were exercised @ \$0.10 for net proceeds of \$3,291.

The Corporation's ability to explore and, if warranted, develop further properties will be dependent upon its ability to obtain significant additional financing to ensure a future in oil and gas exploration and development. Should the Corporation not be able to obtain such financing, its ability to participate in the development of further properties may be lost. The Corporation has limited financial resources, will have limited cash flow from operations, and will be dependent for funds based on its ability to sell its common shares and share purchase warrants, primarily on a private placement basis, pursuant to the policies of the TSX Venture Exchange.

There can be no assurance that the Corporation will be able to engage in such financings in light of factors such as the market demand for its securities, the general state of financial markets and other relevant factors. If such a method of financing is employed by the Corporation, it will result in increased dilution to the existing shareholders each time a private placement is conducted.

The Corporation has no assurance that additional funding will be available to it for the exploration and development of future projects. There can be no assurance that the Corporation will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of any projects with the possible loss of such properties.

### ***Cash Flow and Earnings***

The Corporation, until it receives revenues from other sources will be subject to funding its operating activities from the sale and issuance of equity securities.

## **1.8 Related Party Transactions**

During the nine-month period ended March 31, 2008, the Company entered into the following transactions with related parties:

- a) Paid or accrued \$17,500 (YE June 2007 - \$31,050) for management and administration costs to directors and former directors. This amount pertains to a prior year and had been previously written off in error.
- b) Paid or accrued \$Nil (YE June 2007 - \$21,176) for legal services provided by a director of the Company.
- c) Paid \$8,109 to a director of the Company (YE June 2007 - \$Nil) as reimbursement for office rent and facilities.
- d) Included in accounts payable and accrued liabilities is \$54,054 (June 30, 2007 - \$34,501) owed to directors, companies owned by directors and former directors for services provided.

Amounts due to and from related parties are non-interest bearing and with no fixed terms of repayment. Due from related party were written off during the year, as the collectibility is uncertain. These transactions were in the normal course of operations and have been recorded at the exchange amount, which is the amount agreed to by the related parties.

## 1.9 Stock Options & Warrants Outstanding

The undiluted total common shares outstanding at December 31, 2007 are as follows:

Shares	Category
31,240,530	Common shares without par value

The fully diluted total common shares outstanding are as follows:

Shares	Category	Expiry Date
**776,402	Warrants priced at \$0.12	November 28, 2008
<u>4,888,886</u>	Warrants priced at \$0.15/\$0.20	Dec. 21, 2008/2009
<b>5,665,288</b>	<b>Total Warrants</b>	
***255,000	Options priced at \$0.10	November 16, 2012
<u>2,791,698</u>	Options priced at \$0.10	April 11, 2013
<b>39,952,516</b>	<b>Fully diluted shares outstanding</b>	

\*300,000 warrants exercised April 17, 2008 providing \$36,000 to the Corporation. 700,000 expired April 18, 2008.

\*\*50,000 warrants exercised May 16, 2008 providing \$6,000 to the Corporation.

\*\*\*81,090 options exercised December 14, 2007 providing \$8,109 to the Corporation. 32,910 options exercised April 28, 2008 providing \$3,291 to the Corporation

If the currently outstanding warrants and options were all exercised immediately, this would provide a total of \$1,105,670.94 to the Corporation.

## 1.10 Fourth Quarter

At present the Company is proposing a brokered financing and is in negotiations with IBK Capital Corp. of Toronto, Ontario.

## 1.11 Critical Accounting Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of impairment of equipment and

resource interests, useful lives for depreciation and amortization, and cost allocations to specific projects. Financial results as determined by actual events could differ from those estimates.

### **1.12 Financial Instruments & Other Instruments**

The Company's financial instruments consist of cash, a guaranteed income certificate, amounts due from related parties, accounts payable and accrued liabilities and a loan payable.

The fair value of arms-length financial instruments approximates their carrying value due to their short-term maturity.

The fair value of related party balances cannot be reasonably determined as comparable risk and interest rate profiles are not readily available.

### **1.13 Other MD&A Requirements**

The Company's President & Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company.

In accordance with the requirements of Multilateral Instrument 52-109, Certification and Disclosure in the Company's annual and interim filings, evaluations of the design and operating effectiveness of disclosure controls and procedures and the design effectiveness of internal control over financial reporting were carried out under the supervision of the CEO and CFO as of the end of the period covered by this report.

The CEO and CFO have concluded that the design and operation of disclosure controls and procedures were adequate and effective to provide reasonable assurance that material information relating to the Company would have been known to them and by others within those entities. The CEO and CFO have also concluded that the Company's internal controls over financial reporting are designed effectively to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

While there were no changes that occurred for the most recent fiscal period that have materially affected the Company's internal control procedures, the CEO and CFO will continue to attempt to identify areas to improve controls and intend to incorporate such improvement over the next fiscal year.

Additional information relating to Supreme Resource Ltd. can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls. Management is also responsible to ensure that information disclosed externally, including the financial statements and MD&A, is complete and reliable. Management has evaluated the effectiveness of the Corporation's disclosure controls and procedures as of March 31, 2008, and concluded that, as of that date, the Corporation's disclosure controls and procedures were effective.