



DENTONIA RESOURCES LTD.

**FORM 51-102F1 – MANAGEMENT’S DISCUSSION AND ANALYSIS
For the First Quarter Ended November 30, 2004
(Unaudited – Prepared by Management)**

Prepared as at January 24, 2005

DESCRIPTION OF BUSINESS AND REPORT DATE

Dentonia Resources Ltd. (“Dentonia” or the “Company”) was incorporated in the Province of British Columbia on May 31, 1979 under the name Rubicon Resources Ltd., changed its name to Dentonia Resources Ltd. on October 19, 1979

Currently, the Company, either direct or indirectly through its 1/3 equity interest in DHK Diamonds Inc. (“DHK”), has interests or has under option two diamond, two gold, and one molybdenum property, all in the early stages of exploration.

The Company is a reporting issuer in British Columbia and Alberta, became a publicly traded company on the Vancouver Stock Exchange in 1982 and continues to trade on the TSX Venture Exchange (the “Exchange”), under the symbol “DTA”, and is registered as a foreign exempt corporation under section 12g3-2(b), file #82-627, with the Securities & Exchange Commission.

The Company prepared its financial statements in Canadian dollars and in accordance with Canadian generally accepted accounting principles.

OVERALL PERFORMANCE

The Company has working capital of \$221,629 at November 30, 2004 compared to a working capital of \$220,696 at August 31, 2004 and \$9,010, at the same period in the prior fiscal year. For the First Quarter ended November 30, 2004, the Company recorded a net loss of \$69,238 or \$0.01 per share compared to net loss of \$32,143 or \$0.01 per share for the same period in the prior fiscal year.

During the First Quarter of Fiscal year 2005, the Company through its interest in DHK entered into farm-out agreement with Peregrine Diamonds Ltd. (“Peregrine”) for a bulk test of the DO27 kimberlite. This test to take place in the middle of February 2005; in addition, the Company was advised during the Quarter that Peregrine had completed a gravity survey over the Pellatt Lake claim block. Results of this gravity survey are pending.

Subsequent to November 30, 2004, the Company acquired an interest in a molybdenum prospect, details are provided below, and completed a private placement, of 1,821,666 units at \$0.12 (non-flow-through) and \$0.15 (flow-through), respectively, and 800,000 warrants at \$0.10 per share were exercised to provide total net funds of \$303,110, of which \$146,391.74 are designated flow-through funds to be expended on “Canadian Exploration Expenditures”, defined by the “Canadian Income Tax Act”.

On January 24, 2005 the Company had a working capital of \$460,391.

PROPERTY SUMMARIES & RESULTS OF OPERATION

Diamonds

The Company and DHK are being carried to production at Pellatt Lake, and for the first 200 tonnes of a proposed bulk sample of the DO27 kimberlite, both properties are located near Lac de Gras in the NWT.

(1) DO27 Kimberlite – SAS 1, 2, 3 Mineral Leases

On December 3, 2004, the Mackenzie Valley Land and Water Board issued two “A” permits, one for the use of the winter road leading to the DO27 kimberlite, and the second for mineral exploration, including a 10 hole drill program for bulk sample purposes and the establishment of a 12 person camp, now to be increased to 25 person camp, at the DO27 site.

A drill rig, with a diameter of 14 inches has been retained and a bulk sample program will commence in the middle of February 2005, initially for up to 200 tonnes, at the sole cost of Peregrine, further exploration with contributions from all participants having an interest in the SAS 1, 2, 3 mineral lease, which in the case of DHK Diamonds Inc. is 20%.

It is also proposed that immediately following the extraction of the 200 tonne bulk sample, five diamond drill core samples be obtained, adjacent and parallel to bulk test holes, for geological, micro diamond grade, analytic, and statistical purposes to more clearly define the geology and the commercial potential of the DO27 kimberlite. Such programs are estimated to cost between \$4,000,000 to \$5,000,000.

To recapitulate, the 3,000 tonne bulk sample in 1994 sampled the “pyroclastic facies”.

This interpretation of the “geology” of the DO27 was incorrect, instead of describing the main body as a single “pyroclastic facies” it should have been subdivided into two facies (two pipes), an “apple green tuff”, or Southern Lobe, and a “black lithic olivine tuff”, or Northwestern Lobe, the result of two distinct eruptive events, as postulated in a paper delivered at the Kimberlite Conference in Cape Town, 1998.

From logs of various drill holes, in particular DO27-5, the Northwestern Lobe overlaps the Southern Lobe at their boundaries, indicated that the eruption of the Northwestern Lobe was subsequent to emplacement of Southern Lobe, the kimberlite material extracted in 1994 from “Y” shaped truncated drifts was primarily from the Northwestern Lobe and only marginally from the Southern Lobe, which has the better micro diamond grade.

An analysis of the microdiamond grade of the various drill holes indicates a decrease in the grade towards the edges of the pipes, the best grade being in hole DO27-5, with a grade of 3.86 ct/tonne, located in an area where the two pipes overlap, about 120m west of the “Y” shaped truncated drifts.

The micro diamond grade of selected diamond drill holes within the “apple green tuff”, or Southern Lobe, are as follows:

Drill Hole	Interval (m) Facies	Carats per tonne	Number of Stones per tonne
DO27-5	90m (overlapping) black/apple green	3.86	1,460
DO27-7	142m apple green	3.69	1,270
DO27-20	104m apple green	2.04	1,050
DO27-10	57m apple green	1.59	910

It should also noted that none of diamond drill holes in 1993, went beyond a depth of 215m, or crater facies, and none tested a possible diatreme facies.

The diamond population in the 1994 sample, about 1,070 carats, were described as generally of good quality but consisted of small diamonds; no distinction, however, was drawn between the diamonds from the Northwestern Lobe (pipe), about 80% - 90% of the kimberlite material, and the Southern Lobe (pipe). A subsequent infrared study (IR) of the nitrogen inclusion of these diamonds suggested that these diamonds came from three sources (finger printing). It was also noted that diamond population consisted of an above average distribution of nitrogen free diamonds, indicative of the possible presence of larger diamonds within the population as a whole, as compared to the sample population and the distribution of the nitrogen centers in these diamonds was similar to that of the Premier Mine, South Africa, known for large diamonds and somewhat similar to the commercial Aykhal pipe, Yakutia, Siberia.

(2) WO9 Kimberlite – SAS 1, 2, 3 Mineral Leases

At this stage the WO9 Kimberlite appears to be inadequately tested, to quote from Archon’s Quarterly Report, August 31, 2004,

“The August 2004 drill program was an attempt, using a different starting technique to test for a primary kimberlite phase below the crater fill. Hole WO9 04-1 collared a few meters from WO9 03-2 was forcibly stopped at 536 feet without any significant change in lithology. The black mudstone and kimberlite ash-rich phase continued to the end of the hole. Importantly though, centimeter-

sized mantle modules loaded with indicator minerals appeared more abundant in the lower part. Additional drilling with snow cat support is planned for this coming winter.”

The drill core from this hole has been stored at the drill site and to date no analysis for micro diamonds or an evaluation of the indicator minerals have been made.

The WO9 is located about 2,100m west southwest of kimberlite DO27 and about 200m north of DO29N. Experience has shown that magnetic phase kimberlites, in this case the DO29N, have an association with nearby, about 200 meters north, non-magnetic volcanoclastic phase kimberlites, in this case, the WO9.

The associated DO29N was discovered as a magnetic high and as an E.M. anomaly. A core sample of 175kg returned 11 micro diamonds and 1 macro diamond in 1993.

The gravity anomaly of the WO9 has an oval shaped size of 250m x 250m, or about 5 hectares. Such a pipe, if commercial, could contain substantial reserves.

Interest in the WO claim block, including Mineral Leases SAS1, SAS2, and SAS3 are currently: DHK 28.8%, Peregrine 38.4%, Archon 16.48%, Aber 9.75%, and SouthernEra 6.5%

If Peregrine conducts a 200 tonne bulk sample of any kimberlite within the WO claim block, at its costs, it may increase its interests to 54.47%, the remaining interest will then be held: DHK 20%, Archon 13.28%, Aber 7.35%, and SouthernEra 4.9%.

(3) Pellatt Lake Claim Block – NWT, Canada

Falcon™ Airborne Gravity Gradiometer Survey (Falcon™ Survey) – Geophysical Data

The Company has been advised by Peregrine that it has completed a 3,878 line-kilometer Falcon™ Survey over the Pellatt Lake property (the “Property”) at an estimated cost in excess of \$200,000.

This Property is located approximately 40km to the northeast of the Ekati diamond mine at Lac de Gras and immediately adjacent to the DeBeers Hardy Lake leases.

From various news releases, e.g. Majescor’s news release, December 21, 2004, DeBeers’ Hardy Lake mineral leases appear to contain 25 kimberlite intrusions, varying in size from 0.2 hectares to 5 hectares.

A strong possibility exists that this kimberlite cluster or field of kimberlite clusters may extend into the Pellatt Lake claim block.

Majescor intends to carry out an extensive exploration program on the Hardy Lake leases in the coming year, \$1,000,000 plus.

In May – June 1995 Dighem flew a total of 1794 line-kilometer of airborne electromagnetic and magnetic data over this Property. This data was reinterpreted by Intrepid Geophysical Ltd. in 2003 and 15 targets were identified as possible kimberlite intrusions.

The highest geophysical priority targets, identified to date, at Pellatt Lake, lie within mineral claims SWB1 and SWB2, both 100% owned by the Company, and are described as follows:

“Targets PL5a is assigned a high priority due to its dual EM-magnetic response. The PL5a anomaly is clustered with anomalies; PL5b medium, PL5c low. These occur under a small lake with a fourth anomaly (PL12, low priority) lying nearby, albeit onshore.”

Analytical results from the Falcon™ Survey will be available shortly, at which time they will be jointly analyzed with existing geochemical and geophysical data to identify targets, if any, for drilling in 2005.

The PL01 kimberlite, located within the Pellatt Lake claim block, produced from a 142kg sample 57 micro and 6 macro diamonds (>.5mm), for a total of 63 diamonds, or 444 diamonds per tonne.

In a report dated February, 2000, Kennecott stated:

“The PL01 kimberlite has a weakly developed mineral train defined by sites with minimal numbers of pyrope grains per site. The maximum pyrope count at any one site was ten kilometers down ice from the pipe. Proximal to the pipe, the grain counts are very low and anomalous sites very sparse. The somewhat erratic distribution of pyropes in the PL01 dispersion train could be due to the addition of pyropes from an undiscovered source”.

At Pellatt Lake the absence of more robust indicator dispersion trains may be explained by the absence of any kimberlites, in addition to PL01, or, on the other hand, by the greater abundance of a transported Quaternary cover as compared to the cover at the WO, DHK, and WI claim blocks, to quote:

“The ratio of Archean bedrock outcrop to Quaternary cover is estimated at 1 to 4 (the most recent geological period) in the Pellatt Lake area, and nearly 1 to 1 in the DHK, WI, and WO claims area.”

This quote suggests that an area dominated by Archean outcrop, if kimberlites are present, is more likely to expose kimberlite intrusions and thus produce indicator dispersion trains than areas covered with a more recent transported geological formation such as the Quaternary.

The PL01 kimberlite and surrounding 3 claims are subject to 1% royalty in favour of Kennecott Canada Exploration Inc. A lease application to obtain a 21-year mineral lease is pending.

Gold

(1) Atkinson Gold Prospect, Abitibi Greenstone Belt, Porcupine, Mining District, Ontario

The Company optioned four properties, 3,680 hectares, extending over an area of 8 x 12km, from R. H. McMillan, now a director and vice president of exploration, Dentonia, in the Detour Lake Mine area of Northern Ontario, at the northern margin of the Abitibi Greenstone Belt.

The Lipton, Atkinson, Horner, and Nash Lake properties (the Atkinson gold prospect) are located approximately 15km south of the Detour Lake Mine and 40 km to the northwest of the Casa Berardi Mine, Quebec. This area is now being actively explored by several junior mining companies.

The Atkinson gold prospect covers known occurrences of gold (best intersect 10.7 g/t over 9m) and 17 untested geophysical anomalies and could potentially host significant Archean aged gold and volcanogenic massive sulphide deposits.

The Atkinson groups of claims were staked initially by Westmin (now Boliden Westmin) in the late 1980 early 1999, were sporadically explored until 1997, and were maintained by the vendor, R. H. McMillan, a former employee of Westmin.

Generally, the terms of acquisition are: pay staking cost of Atkinson East group of claims, issue 150,000 shares to the vendor (completed), pay \$990,000 over a 10 year period, a \$350,000 work commitment (17 drill holes) by April 15, 2005; in addition these claims are subject to a 2% net smelter return, with a buy back right of \$1,000,000 for the first 1%, and another \$1,000,000 for a further 0.5%.

As a general observation, the Abitibi Greenstone Belt is one of the most prolific gold producing areas, only second to Witwatersrand area, South Africa, in the world. Of the forty-one (41) gold deposits worldwide, with production plus reserves of greater than 10 million ounces, five (5) (Hollinger-McIntyre, Kirkland Lake, Dome, Kerr Addison and Horne) are in the Abitibi Subprovince of the Superior Province. Two others with lesser reserves, (Campbell Red Lake-Goldcorp and Hemlo) are also within the Superior Province.

(2) Acquisition of Gold Prospects, Tintina Gold Belt, Yukon

In addition to Atkinson gold prospect, the Company positioned itself and acquired some gold exploration prospects, in the Tintina Gold Belts of the Yukon. The Company is currently negotiating to acquire a 100% interest in the HY Property, for details see below.

Terms

Terms are currently being negotiated, have not yet been determined, and may not be finalized; the Company made a deposit of \$20,000 and an expenditure of \$17,241.00 to stake and acquire 8 mineral claims within the HY block which shall become part of the HY property, if the transaction is concluded.

Property Description and Access

The HY Property consists of 56, two-post mineral claims, 8 are held by the Company, about 1,176 hectares, located north of the Hyland River, approximately 185 km north of Watson Lake, within the Tintina Gold Belt, southeastern Yukon, Watson Lake Mining District.

Access to the HY Property is via helicopter from Watson Lake or from the Nahanni Range Road, which lies within 10 km of the HY Property.

History

In 1996 Phelps Dodge staked the HY claims, after detecting highly anomalous gold, arsenic and antimony in samples collected during a regional stream sediment-sampling program. Subsequent follow-up programs of soil geochemical sampling (804 samples), prospecting and geological mapping have outlined two target areas containing high-grade gold mineralization, associated with strongly anomalous gold-arsenic-antimony soil geochemistry.

Geology

Geologically, the HY gold showings are hosted in sedimentary strata of the late Proterozoic to early Cambrian Hyland Group. Highland Group strata have been moderately folded and faulted and metamorphosed to the greenschist facies. The Hyland Group is more than 3000 meters in thickness, and consists of siliclastic and bioclastic platformal and continental margin metasedimentary rocks. The Hyland Group has been subdivided into two formations. The lower section, the Yusezyu Formation, consists of quartzite, quartz grit, and quartz pebble conglomerate interbedded with phyllite and minor carbonate sections. The upper section, the Narchilla Formation, consists largely of shale (phyllite) and slates with some carbonate sections. Lithophile-rich intrusive rocks of mid-Cretaceous age, part of the Tombstone Plutonic Suite, have been mapped south of the Hyland River, five kilometers south of the HY property.

Gold mineralization on the property is strongly structurally-controlled and hosted by sedimentary strata of the Hyland Group. The most important type of mineralization consists of quartz-arsenopyrite veins and stockworks cutting quartzitic strata. Galena, pyrite and visible gold are less common minerals, muscovite is a common alteration mineral associated with mineralization. Sulphide content is generally less than 10%, however, higher gold values tend to be associated with higher sulphide content - particularly arsenopyrite. The quartz veins range from 0.2 cm. to 20 cm. in thickness and occur in swarms of up to 5 to 10 veins per meter. Other types of mineralization include quartz veins within shale horizons and "replacement-style" disseminated mineralization within some quartzite layers.

Showings

Two mineralized areas called the East and West Zones have been defined by prospecting and soil geochemical surveying on the HY property. The West Zone anomaly trends north-northwest, is 1.4 kilometers in length and contains quartz veins with values in grab samples ranging up to 144 g/t Au (4.2 oz./ton). Soil geochemical values range up to 909 parts per billion Au and 253 ppm As. The East Zone anomaly is located 800 meters east of the West Zone.

It also trends north-northwest, is 900 meters in length with values in grab samples ranging up to 37.6 g/t Au. Soil geochemical values range up to 1259 parts per billion Au and 1783 ppm As.

Regional Geological

The Tintina/Tombstone Gold Belt is an arc of gold deposits and stretches from southeastern Yukon to southwestern Alaska and hosts a number of gold deposits such as the Donlin Creek (11.4 million oz Au), Fort Knox (7 million oz Au), Pogo (7 million oz Au at 0.55 oz/ton (18.90 gr./t Au), currently undergoing mine permitting by Teck Cominco/Sumitano, Dublin Gulch (3.18 million oz Au), and Brewery Creek (1.3 million oz Au) and the Hyland Gold prospect.

Geological Model

Possible geological models and past work on the HY property have emphasized an "intrusion-related" model for gold mineralization. In contrast, more recent models have suggested similarities between the HY property and several deposits in the Tien Shan area of Central Asia. The Tien Shan deposits contain stockwork-type quartz vein mineralization hosted in Proterozoic and Paleozoic sedimentary strata. Examples include Muruntau, Uzbekistan (170 million ounces); Kumtor, Kyrgystan (19 million ounces); Maoling China (+ 1 million ounces) and several others.

The HY property is drill ready and should, initially, be tested by approximately 1000 meters of diamond drilling.

Molybdenum

Thomlinson Creek Property – near Hazelton, central northern British Columbia

Acquisition

Dentonia is currently negotiating to option a 100% interest in four legacy mineral claims, (old system), and has staked 23 claim units, or 420 hectares, surrounding these four claim units under the new staking system known as “Mineral Title on Line”, on January 12, 2005.

Location

The Thomlinson Creek property is located in central northern British Columbia, 42 kilometers north-northeast of the town of Hazelton. Trans-provincial Highway 16 and the Canadian National Railway are located 40 kilometers to the south. Recent logging roads provide easy access to the property.

History

The property was originally staked by Granby Mining Corporation in 1976 to cover a prominent Geological Service of Canada (“GSC”) airborne magnetic anomaly related to a Babine intrusive body. Ground soil geochemical, induced polarization and magnetic surveys were undertaken by Granby and by Noranda Exploration Company, which optioned the property from Granby. Subsequently, Noranda in 1980 and 1981, completed 1,024 meters of diamond drilling in ten holes.

Geology

“The property is underlain by carbonaceous sandstone, siltstone, shale and conglomerate of the Jurassic to cretaceous Bowser Lake Group and a multi-phase quartz diorite intrusive body of the Upper Cretaceous Babine Intrusions. The intrusive body is at least 4 kilometers in length and 600 meters in width. Biotite feldspar porphyry and quartz porphyry dykes intrude the quartz diorite and Bowser Lake Group sedimentary rocks. Bowser Lake Group sedimentary strata are strongly hornfelsed in the vicinity of the intrusive bodies.

Both the hornfels and the intrusive bodies are locally strongly fractured and mineralized – specifically in the form of chalcopyrite, pyrite and pyrrhotite in addition to less common molybdenite and scheelite. Alteration types associated with the mineralization include: silicification, argillic (clay), chloritic and sericitic. Although there is some mineralization in outcrop, much of the area is covered by transported overburden. One grab sample from a float boulder measuring approximately 1 x 1.5 meters returned an assay of 0.89% Cu, 0.04%

Mo and 60 ppb Au. The mineralization is associated with an exceptionally strong soil geochemical anomaly, which extends over a length of 5 kilometers, with values up to 10,200 ppm Cu and 600 ppm Mo.

The Noranda drilling did not explain the strong soil geochemical results. One hole (TC81-6) located on a relatively weak portion on the western end of the soil geochemical anomaly returned 0.1% Cu and 0.03% Mo across 72 meters. The best mineralization was at the bottom of the hole, where a 6 meter section returned 0.17% Cu and 0.236% Mo.”

As a general observation, molybdenite, molybdenum sulfur (MoS_2), is the principal ore of molybdenum and is found in pegmatite dykes, quartz vein, stock works of quartz veins, or disseminated in porphyry (Thomlinson Creek ?)

For Comparison

Reference is made to the Endako Mine, also located in central northern British Columbia and currently Canada's only primary molybdenum mine, where the ore occurs in elongated stockworks of quartz-molybdenite veins and has been, or is being mined from three open pits.

This mine came into production in 1965 and by 1993, 230 million tonnes had been mined, and as of October 1, 2003, reserves were estimated at 65.9 million tonnes, grading between 0.069% to 0.072% molybdenum (Mo). This mine has been in production since 1965, except for the years between 1982 and 1986, when the mine was shut down due to poor economic conditions.

In 1997, Placer Dome Canada Ltd sold the Endako Mine to Thompson Creek Mining Company of Denver, Colorado (75%) and Nissho Iwai Corp. of Japan (25%). Thompson Creek is also the operator of the Thompson Creek molybdenum mine at Thompson Creek, Idaho.

Endako can process 28,000 tonnes of ore a day and apparently is producing 14 million lbs of molybdenum a year, which at today's price, has a gross value of US\$490 million.

At the Endako Mine the molybdenite (MoS_2) is concentrated by floatation, 95% of this concentrate is roasted and converted to molybdic oxide (MoS_3) at the mine site and sold as an end product, the remaining 5% is leached in hydrochloric acid at the on-site-refinery to produce specialty industrial molybdenum products, such as “Ultra Pure”, 100% MoS_2 , used as an additive to oil and as high temperature lubricant, other uses of molybdenum are detailed under the heading “Rationale for Acquisition ” etc., see below

Initial Phase Plan, Estimated Cost \$30,000

The Company has retained the services of Don MacIntyre, Ph.D., P.Eng. to compile existing data into digital format for use in a Geological Information Service (“GIS”) system.

Following the compilation of all existing data, ground checking and a Global Positioning System (“GPS”) survey, a diamond drill program will be undertaken, if warranted.

Rationale for Acquisition of the Thomlinson Property - Under Explored, Increases in Metal Prices, Multiple Uses of Molybdenum

To quote from a US Geological Service (“USGS”) paper:

“Molybdenum (Mo) is a refractory metallic element used principally as an alloying agent in steel, cast iron, and super alloys to enhance hardenability, strength, toughness, and wear and corrosion resistance. To achieve desired metallurgical properties, molybdenum, primarily in the form of molybdic oxide or ferromolybdenum, is frequently used in combination with or added to chromium, columbium (niobium), manganese, nickel, tungsten, or other alloy metals. ***The versatility of molybdenum in enhancing a variety of alloy properties has ensured it a significant role in contemporary industrial technology, which increasingly requires materials that are serviceable under high stress, expanded temperature ranges, and highly corrosive environments.** Moreover, molybdenum finds significant usage as a refractory metal in numerous chemical application, including catalysts, lubricants, and pigments. ***Few of molybdenum’s uses have acceptable substitutions.**”

Prices per pound of molybdenum have advanced from a low of US\$2-3/lb to the current price of US\$35/lb. and with copper prices at US\$1.42/lb., a high water mark since 1995, make the Thomlinson Creek Property a prospective and attractive exploration target.

Principal Ore of Molybdenum and Conversion Factor

The principal ore of molybdenum (MO) is molybdenite (MoS₂), the conversion factor from MoS₂ to Mo is 1/1.6681.

In the case of Thomlinson Creek, the grade was expressed in molybdenum (Mo), and the bottom 6 meters of the TC81-6 drill hole, at current prices, have an approximate value at US\$165 per tonne.

COST OF OPERATION, DRILL PROGRAM, FALCON™ SURVEY

The portion of DHK’s drill cost relative to the WI and DHK claim blocks in 2001, and of the third and fourth drill holes, out of the 4, relative to WO claim block in 2002, have yet to be settled with Archon.

DHK will have to bear 28.8% (or 20%) of the drill costs of any drilling of the WO9 kimberlite, and is carried for the first 200 tonne bulk sample at the Southern Lobe of the DO27, both DHK and the Company are carried at Pellatt Lake to production, but at this stage, the Company has to pay 100% of any exploration costs at the HY and Atkinson gold prospects, and at Thomlinson Creek molybdenum prospect.

FINANCIAL CONDITIONS, TRANSACTIONS & SOLVENCY

For the Quarter under review, September 1, 2004 to November 30, 2004, in the aggregate \$100,800 was realized through a private placement and subsequent to the end of the Quarter, in December 2004, a second private placement was completed in the amount of \$247,900 (net \$223,110), and before January 13, 2004, 800,000 share purchase warrants at \$0.10 per share were exercised, netting the Company and additional \$80,000 or \$403,910 in the aggregate over a 5 month period.

On December 14, 2004, the Company signed a Letter of Engagement with Research Capital Corporation (the "Agent"), whereunder the Agent proposed, on a best effort basis, to sell a minimum of 750,000 Units up to a maximum of 900,000 unit, at a price of \$0.75 per unit, for an aggregate gross proceeds of a minimum of \$562,500 and up to a maximum of \$675,000.

Each unit consists of 3 non-flow-through and 2 flow-through common shares and 1 warrant, the warrants are exercisable at \$0.20 during the first year and at \$0.30 during the second year from the date of distribution.

Upon completion of the Private Placement, a commission of 7.5% of the gross proceeds and the issuance of 150,000 non-flow-through common shares are payable and issuable to the Agent, plus a Broker's Option of 13% of the Private Placement Units is to be granted to the Agent, exercisable for a period of 2 years at \$0.75 per unit. In addition a finder's fee of 5% of the gross proceeds is payable.

This Private Placement was conditionally accepted by the TSX Venture Exchange on December 31, 2004 and the approval to this Private Placement will expire 60 days after the date of a press release announcing this Private Placement, on December 16, 2004. To date no funds have been received.

All of Company's properties are at the exploration stage. The Company does not expect to generate any revenues in the near future and will have to continue to rely upon the sale of equity securities to raise capital. Fluctuations in the Company's share price may affect the Company's ability to obtain future financing and the rate of dilution to existing shareholders.

The Company sees the exercise of stock options and warrants as a source of capital, all of the stock options and warrants outstanding are currently in-the-money, see outstanding options and warrants.

TRANSACTIONS WITH RELATED PARTIES

See Note 7 of the Interim Financial Statements.

PROPOSED TRANSACTION

The board of directors is not aware of any proposed transactions involving a proposed asset or business or business acquisition or disposition which may have an effect on financial condition, results of operations and cash flows, other than those in the normal course of the company's business and disclosed in this Interim Report.

ADMINISTRATION EXPENSES

The Company is reporting a net loss for the Quarter, ended November 30, 2004 of \$69,238, its administrative expenses were \$64,238 and expenditures on the acquisition and investigation of mineral properties were nil.

SELECTED ANNUAL AND QUARTERLY INFORMATION

The following tables summarize selected financial data for each of the three most recently completed fiscal years and the most recently completed eight Quarters with last Quarter ended November 30, 2004.

Three Most Recently Completed Fiscal Years

	August 31, 2004	August 31, 2003	August 31, 2002
Total Revenue	\$7,580	\$7,363	\$2,869
General and administrative expenses	163,886	119,046	109,023
Write off of exploration costs on outside properties and properties abandoned	Nil	Nil	Nil
Income (Loss) from continuing operations:			
- In total	(156,306)	(162,556)	(106,154)
- Basic and diluted loss per Share	(0.01)	(0.01)	(0.01)
Total Assets	305,175	53,258	11,998
Total Long Term Financial Liabilities	Nil	Nil	Nil
Cash Dividends Declared per share	Nil	Nil	Nil

Eight Most Recently Completed Quarters
With Last Quarter Ended November 30, 2004

<u>Fiscal Year 2005/2004</u>				
	Nov. 30, 2004	Aug. 31, 2004	May 31, 2004	Feb. 28, 2004
Total Revenue	\$Nil	\$Nil	\$7,413	\$Nil
General and administrative expenses	64,238	36,128	55,477	39,971
Write off of exploration costs on outside properties and properties abandoned	5,000	Nil	Nil	Nil
Income (Loss) from continuing operations:				
- In total	(69,238)	(36,128)	(48,064)	(39,971)
- Basic and diluted loss per Share	(0.01)	(0.01)	(0.01)	(0.01)
Total Assets	339,356	305,175	74,938	72,316
Total Long Term Financial Liabilities	Nil	Nil	Nil	Nil
Cash Dividends Declared per share	Nil	Nil	Nil	Nil
<u>Fiscal Year 2004/2003</u>				
	Nov. 30, 2003	Aug. 31, 2003	May 31, 2003	Feb. 28, 2003
Total Revenue	\$167	\$6,021	\$1,144	\$Nil
General and administrative expenses	32,310	31,955	27,191	34,606
Write off of exploration costs on outside properties and properties abandoned	Nil	Nil	Nil	Nil
Income (Loss) from continuing operations:				
- In total	(32,143)	(54,607)	(26,047)	(56,606)
- Basic and diluted loss per Share	(0.01)	(0.01)	(0.01)	(0.01)
Total Assets	46,116	53,258	107,125	133,172
Total Long Term Financial Liabilities	Nil	Nil	Nil	Nil
Cash Dividends Declared per share	Nil	Nil	Nil	Nil

OUTSTANDING SHARE DATA

Dentonia's authorized capital consists of 100,000,000 common shares without par value and unlimited number of Class "A" Preference shares without par value. As at January 24, 2005, there are 27,028,874 common shares issued and outstanding and no Class "A" Preference shares are issued and outstanding.

By Special Resolution of Shareholders, dated December 10, 2004, the Company altered its authorized capital by eliminating the Class "A" Preference Share and increase its authorized common share to an unlimited number. Filings with the Registrar of Companies, British Columbia, are pending.

Outstanding Options and Warrants

As at January 24, 2005, the following options are outstanding:

Name	No. of Shares	Exercise Price	Expiration Date
Adolf A. Petancic	206,250	0.10	January 22, 2006
Adolf A. Petancic	238,750	0.10	March 26, 2007
Brian E. Weir	50,000	0.10	January 22, 2006
Brian E. Weir	200,000	0.10	March 26, 2007
Gerald Carlson	200,000	0.10	January 22, 2006
H. Martyn Fowlds	100,000	0.10	January 22, 2006
H. Martyn Fowlds	300,000	0.10	March 26, 2007
Dorothy S.H. Chin	200,000	0.10	January 22, 2006
Max Braden	60,000	0.10	April 22, 2006
Robert Culbert	100,000	0.12	October 1, 2006
Peter Aven	10,000	0.12	October 1, 2006
Ronald McMillan	250,000	0.10	March 26, 2007
TOTAL:	1,915,000		

As at January 24, 2005, the following warrants are outstanding:

Number of Warrants	Price	Expiry
4,535,000	\$0.10 per share if exercise on or before September 7, 2005. \$0.20 per share if exercise after September 7, 2005 and on or before September 7, 2006	September 7, 2006
1,680,000	\$0.10 per share if exercise on or before October 7, 2005. \$0.20 per share if exercise after October 7, 2005 and on or before October 7, 2006	October 7, 2006
976,666	\$0.16 per share for a period of one year to expire on December 29, 2005.	December 29, 2005
845,000	\$0.13 per share for a period of one year to expire on December 29, 2005.	December 29, 2005
TOTAL: 8,036,666		

OFF BALANCE SHEET ARRANGEMENTS – DHK DIAMONDS INC. (“DHK”)

The Company’s interests in the WO claim block, mineral leases SAS1, 2, 3 and six (6) Pellatt Lake claims, are indirectly held through DHK, a private company incorporated under the laws of NWT, in which the Company has a 1/3 equity position.

To date, the following advances were made, by way of shareholder’s loan and subscription for common shares, the latter at \$100 per share, by the respective shareholders of DHK:

Shareholders' Advances

Dentonia Resources Ltd.	\$137,468
Horseshoe Gold Mining Inc.	\$ 81,612
Kettle River Resources Ltd.	<u>\$ 23,764</u>
	\$242,844

Current Shareholdings And Subscriptions in DHK

<u>Name of Subscribers</u>	<u>Number of Common Shares Held</u>	<u>Amount of Subscription</u>
Dentonia Resources Ltd.	682	\$68,200
Horseshoe Gold Mining Inc.	682	\$68,200
Kettle River Resources Ltd.	682	<u>\$68,200</u>
		\$204,600
TOTAL:		<u>\$432,444</u>

Current cash balance in DHK's bank account is approximately \$15,000 and a deposit of \$25,000 has been made to Sub-Arctic Surveys Ltd., to carry out a land survey in 2005. A rental payment of \$7,822.50 has been made for the year 2004-2005 to the Receiver General (Mining Recorder) with respect to 3 mineral claims within the Pellatt Lake claim block, however, \$162,617 is owed to "Archon" for drill testing the DHK and WI claim blocks in 2001, and the WO claim block in 2003, **these payments are subject to obtaining a "written report", detailing the exploration results; to date no such report has been received.**

INVESTOR RELATIONS

No particular investor relations activities were undertaken by the Company during the Quarter under review except that additional staff has been retained to disseminate press releases and other material the media, interested shareholders, investors, and brokers.

APPROVAL

The Board of Director of Dentonia Resources Ltd. has approved the disclosures contained in this Interim MD&A. A copy of this Interim MD&A will be provided to anyone who requests it.

ADDITIONAL INFORMATION

For press releases and other up-dated information, please contact the Company either by phone (604) 682-1141, fax (604) 682-1144, e-mail at dentonia@telus.net, or refer to the Company's website www.dentonia.net or refer to SEDAR website www.sedar.com.