



DENTONIA RESOURCES LTD.

**FORM 51-102F1 – MANAGEMENT’S DISCUSSION AND ANALYSIS
For the Second Quarter Ended February 28, 2005
(Unaudited Financial Statements)**

Prepared as at April 15, 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 directly 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 copper-molybdenum property, these properties are 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 and its Management’s Discussion and Analysis (MD&A) should be read in conjunction with its unaudited financial statements for the quarters ended February 28, 2005 and 2004 and the audited financial statements for the fiscal years ended August 31, 2004 and 2003.

OVERALL PERFORMANCE

As of February 28, 2005 the Company had a total working capital of \$922,230, \$343,876 were flow through funds (for definition see below), compared with a working capital of \$227,444 as of August 31, 2004, the fiscal year end, and \$5,718 at the end of the same period in the prior fiscal year.

For the first six months ended February 28, 2005, the Company recorded a net loss of \$150,514 or \$0.01 per share, compared to net loss of \$72,281 or \$0.01 per share for the same period in the prior fiscal year.

The Company, through its 1/3 equity interest in DHK, entered into option and farm-out agreement with Peregrine Diamonds Ltd. (“Peregrine”) to mini bulk test, at Peregrine’s cost, the Southern Lobe of the DO27 kimberlite at Lac de Gras, NWT, which began on February 25, 2005 and subsequently agreed to participate in extending the mini bulk test to April 30, 2005 and to a NQ core drill program of approximately 600m, by committing to contribute pro rata costs to the extension of the sampling program and to the NQ drill program.

Peregrine also completed a gravity survey over the Pellatt Lake claim block in which the Company has a direct (7 claims) and an indirect interest through DHK (6 claims). This survey indicated that this claim block may be prospective for the occurrences of kimberlites and requires follow-up ground exploration this summer.

The Company began a line cutting and ground geophysical survey at its Atkinson Gold Prospect, Ontario, in March 2005 and is currently seeking bids for a drill program to test geophysical targets identified on this prospect to be carried out this summer.

The Company may acquire, under option, a 100% interest in the Thomlinson copper-molybdenum prospect, near Hazelton, BC. Historical data is currently being compiled and reviewed preparatory to an exploration program on the Thomlinson Creek Property during this coming summer.

Subsequent to February 28, 2005, the end of the 2nd Quarter, the Company completed an option agreement with Phelps Dodge for the acquisition of a 100% interest in the HY Gold Prospect, located in the Tintina Gold Belt, Southeastern Yukon, and retained the services of Aurum Geological Consultants Inc., Whitehorse, Yukon, to design an exploration program consisting of a minimum of 300m of core drilling, setting up of a camp at the site, and concurrently carry out a program of prospecting, ground geophysics and mapping.

During the 2nd Quarter, a non brokered private placement of 1,821,666 units at \$0.12 (non-flow-through) and at \$0.15 (flow-through) per unit was completed and 10,000 warrants at \$0.10 and 800,000 warrants at \$0.10, expiring on January 13, 2006, were exercised (400,000 warrants expired unexercised on January 13, 2005) to provide total funds of \$329,900, less a finder’s fee \$24,790, to the Company, \$146,391.74 of these funds were designated as flow-through funds (for definition see below) and deposited in the Company’s exploration account.

On February 28, 2005, a brokered private placement was completed.

This brokered private placement raised gross proceeds of \$603,025.50 from the sale of 804,034 units at a price of \$0.75 per unit. Each unit consists of three non-flow-through common shares, two flow-through common shares (the “Flow-Through Shares”) and one non-transferable common share purchase warrant (a “Warrant”). Each Warrant entitles the holder to purchase an additional common share of the Company until February 28,

2007, at a price of \$0.20 per common share on or before February 28, 2006, and at a price of \$0.30 per common share on or before February 28, 2007.

The Company paid the Agent a cash commission equal to 7.5% of the gross proceeds raised by this offering, or \$45,226.91. In addition, a total of 104,524 agent's options were issued, each agent's option being exercisable on or before February 28, 2007 at a price of \$0.75 per agent's option to purchase one unit consisting of five non-flow-through common shares of the Company and a common share purchase warrant having the same terms as a warrant. The Company also issued 150,000 common shares to the Agent as a corporate finance fee. A finder's fee of 5% of the gross proceeds derived from the Agent only, but not from other participating brokers, was paid to Jim Hitchie.

All securities issued under this financing are subject to a four-month hold period expiring July 1, 2005.

As of April 15, 2005, the Company had a total working capital of \$850,000, \$343,000 are flow-through funds, to be expended on "Canadian Exploration Expenditures" as defined by the "Canadian Income Tax Act".

PROPERTY SUMMARIES

Diamonds

The Company and DHK are currently being carried to production, at the option of Peregrine, at Pellatt Lake, and for part of the mini bulk test 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, up to a 10 hole drill program for bulk sample purposes and the establishment of a 25 person camp, at the DO27 site.

A drill rig, with a diameter of 14 inches has been retained and a mini bulk sample program commenced on February 25, 2005, is in progress, initially, at the sole cost of Peregrine, further exploration with pro rata contributions from all participants having an interest in the SAS 1, 2, 3 mineral lease, which in the case of DHK Diamonds Inc. is 28.80% is required. A drill core program was commenced 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. These programs are estimated to cost between \$4,000,000 to \$5,000,000 of which DHK will contribute 28.8% of approximately \$1,000,000.

At the date hereof approximately 2/3 of the extraction of the mini bulk sample of 200 tonnes has been completed and material from Reverse Circulation (RC) holes 1 to 4 has been shipped to BHP Billiton's Ekati Diamond Mine, for X-Ray Sortex diamond processing and hand picking of diamonds.

RC drill holes #5 and #6 and an NQ drill hole to a depth of 600m was commenced in the second week of April, 2005.

Drilling should be completed by the end of April and all kimberlitic material extracted should be processed by the end of May.

(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, and remains prospective.

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 currently are: DHK 28.8%, Peregrine 38.4%, Archon 16.48%, Aber 9.75%, and SouthernEra 6.5%

After Peregrine completes the mini bulk sample under the Amending Agreement dated September 20, 2004, as modified on April 5, 2005, its interest will increase to 54.47%, the remaining interests 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) Completed – Geophysical Data

The Company has been advised by Peregrine that it has completed a Falcon™ Survey over the Pellatt Lake property (the “Property”) at a cost of \$187,000.

This property is located approximately 40km to the northeast of the Ekati Diamond Mine at Lac de Gras and immediately adjacent to and north of DeBeers Hardy Lake leases.

From various news releases, e.g. Majescor’s news releases, December 21, 2004 and March 30, 2005, DeBeers’ Hardy Lake mineral leases appear to contain 25 kimberlite intrusions, varying in size from 0.2 hectares to 5 hectares, and Majescor commenced a drill program in March, 2005.

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

To quote from the Assessment Report dated January 30, 2005 and filed.

“The property has been the subject of diamond exploration since the early 1990’s. One kimberlite has been discovered on the property and numerous others occurred on the claims to the south and to the west of the property.

A number of high and medium priority geophysical targets, both from earlier flown magnetometer and electromagnetic surveys and from the 2004 Falcon™ gravity gradiometer survey remain to be tested on the property. This, and the fact that there are indicator minerals with no apparent source present on the property suggest that the potential exists for additional kimberlites to be discovered.”

The following program, at the cost of Peregrine, has been recommended and both the Company and DHK have provided a one-year extension to Peregrine’s options.

- a) Additional indicator mineral sampling to verify previous operator’s results.
- b) Ground truthing of land based geophysical anomalies.

- c) Ground geophysical surveys of prospective airborne anomalies.
- d) Drill testing or anomalies as warranted.

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

Peregrine has the option to obtain a 75% interest in any target, if it is taken to production, at its costs.

Gold

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

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

This option has now being extended by one year by the Company agreeing to pay for the current line cutting and geophysical program and committing to a drill program at an estimated cost of \$250,000, before April 15, 2006, an advance of \$20,000 having been made. Currently bids are being requested for a drill program of a minimum of 1,300m, to be carried out this summer.

The current line cutting and ground geophysics survey on the Horner claim will consist of 15.5km of line cutting and a Max Min II survey and on the Lipton claims of 16.6km of line cutting and 15.6km of magnetometer and induced polarization (IP) surveys.

The program of line cutting, magnetometer, and Max Min II surveys on the Horner claims are designed to delineate the east west trending of an Airborne EM anomaly with a co-incident 300-gamma magnetic anomaly.

This program is aimed at defining targets for diamond drilling on the Horner claims.

On the Lipton claims the current grid is to be extended to cover potential targets defined by the airborne survey in three areas as follows: a) to the north 300 metres to define strong conductors (1.9km of line cutting; 1.6km Induced Polarization and magnetometer surveys), b) to west 1,000 metres between line 300N and 900N to delineate strong conductors (7.0km of line cutting, Induced Polarization and magnetometer surveys), and c) to the south 700 metres to 1,200S (500W to 500E) to cover the southern strike extension of a favorable chemical sedimentary horizon (7.7km of line cutting; 7.0km of Induced Polarization and magnetometer

surveys). These surveys should define additional drill targets on the Lipton claims where previous work has already defined as total of 11 priority targets for diamond drilling.

These programs as planned, are to be completed in two (2) phases, the first phase as outline above, the second phase, consisting of about 1,300m of diamond drilling on the Lipton, Horner, and Atkinson West groups of claims.

It should be noted that Noranda staked to the east and adjacent to the Lipton claims and to the east and adjacent to Atkinson West claims of the Company and has commenced an exploration program.

Under the Option Agreement the Company has the right to earn a 100% in the Atkinson Gold Prospect, subject to a 2% royalty.

Location and General Observation

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 Noranda and 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.

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 Home) 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 the HY Gold Prospects, Tintina Gold Belt, South Eastern, Yukon

On March 16, 2005, the Company, finally signed an option agreement with Phelps Dodge Corporation of Canada Limited (“Phelps Dodge”) for the acquisition of 100% interest in the HY Gold Prospect.

Terms are: \$20,000 upon signing of the agreement (paid) and an exploration commitment of \$100,000 during the first year with total payments, over 7 years,

of \$110,000, and exploration expenditures of \$750,000. The property is subject to sliding scale royalty of between 2% to 4%, depending on the price of gold, with buy-back rights of \$1,000,000 per point.

Property Description and Access

The HY Property consists of 56, two-post mineral claims, 48 claims are recorded in the name of Phelps Dodge and 8 claims were staked by the Company and are recorded in the name of a director of 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. All these claims are part of the Option Agreement.

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.

Recommended Exploration Program

A helicopter-supported program of ground geophysics combined with mappings prospecting and diamond core drilling is recommended. The ground geophysics would better define the extent of structural controls on mineralization at the East and West Gold Zones. The older Phelps Dodge grid would probably require rehabilitation for this program. Mapping and prospecting would be designed to

ground-truth this survey as well as follow-up highly anomalous rock sampling from the 2000 program on the newly-staked claims in the northeast corner of the property (staked by the Company). This fieldwork should be carried out concurrently, and not contingently, with two drill holes totaling 300 metres, one each at the East and West gold Zones. These holes would test anomalous soil and rock geochemistry, in mineralized quartzite and outcrops and associated northwest and north-striking faults.

The cost of this program is estimated roughly at \$150,000 and Aurum Geological Consultants Inc. of Whitehorse has been retained to effect this program.

Copper Molybdenum

Thomlinson Creek Copper Molybdenum Property, near Hazelton, British Columbia

The Company entered into an Option Agreement with Ronald Blusson and Ronald McMillan (the "Optionors"), on Friday February 25, 2005 for the acquisition of Thomlinson Creek Prospect. Ronald McMillan Ph.D., P.Geo., one of the Optionors is a director and vice president of exploration of the Company.

The salient terms of the Option Agreement are:

- \$10,000 down payment (paid)
- 1,005,000 option payments over 11 years
- 2% net smelter return royalty
- \$30,000 minimum exploration during the first year.

This is an early stage exploration prospect and the Company has retained Don McIntyre, Ph.D., P. Eng. to compile all existing historical data. His services will include property visits, sampling, geological mapping and the writing of a technical report at an estimate costs \$12,000.

As a general comment, molybdenum, MoS₂, is the principal ore of molybdenum and is found in pegmatite dykes, quartz veins, stock work of quartz veins or disseminated in porphyries. (Thomlinson Creek?)

The mineralization at the Thomlinson Creek property is associated with an exceptional strong soil geochemical anomaly, extending over 5km, with a width of up to 600m, with values of up to 10,200ppm Cu and 600ppm Mo.

This anomaly is covered by transported overburden, but one out crop assayed 0.89% Cu, 0.04% Mo, and 60 ppb Au, and a drill hole in 1982, at the western end of this anomaly, intersected 6m, grading 0.17% Cu and 0.236 Mo. To date, this anomaly is unexplained.

Prices of copper and molybdenum are currently at over US\$1.40 per pound and in excess of US\$30 per pound, respectively, making the Thomlinson Creek Property an extractive exploration target.

To quote from featured article in the Financial Post, April 14, 2005 titled Moly's Reach:

“The construction of a multibillion-dollar gas pipeline through the Canadian north would have massive economic implications, right down to the raw materials that go into the steel.

That's one of the reasons molybdenum, better known as moly, is selling for more than US\$30 a pound up more than tenfold from two years ago. A silvery metal able to withstand extreme temperatures and pressures, moly is needed to make the high-value steel alloys used in natural gas pipelines.

The possible construction of the \$7-billion MacKenzie Valley pipeline or the monster \$20-billion Alaska Highway project may suggest higher prices in the future,”

To quote further:

“--- when one of these pipelines deals announced, you might see spike of moly up to US\$60 a pound.”

RESULTS OF OPERATIONS

Six Months Ended February 28, 2005

The Company experienced a net loss of \$150,514 or \$0.01 per share for the first half of Fiscal 2005, compared to a net loss of \$72,114 or \$0.01 per share for the first half of Fiscal 2004. Of these amounts, general and administrative expenses accounted for \$150,514 in the first half of Fiscal 2005, compared \$72,114 in the first half of Fiscal 2004.

Promotion and investor relations expenses increased by \$12,333 to \$22,204 due to the hiring of an investor relations employee at a rate of \$3,000 per month and the commencement of a communications campaign in the first quarter of Fiscal 2005. Investor relations activities generally consisted of the dissemination of news releases, the mailing of brochures, maintaining a corporate website at www.dentonia.net and meetings with shareholders, brokers and investors and dissemination of information through publications in Stockwatch and Stockgroup.

Wages, benefits and legal fees increased by \$26,893 during the first half of Fiscal 2005 due to an increase of corporate activities and the completion of three private placements.

Amounts capitalized for resource properties during the first half of Fiscal 2005 was \$62,243, comprised of stock based option payment of 50,000 shares at a deem price of \$0.10 for an extension of the Atkinson Gold Prospect Option Agreement and the commence of a line cutting program (\$22,500 paid), and concluding the HY property option.

SECOND QUARTER RESULTS

The net loss for the second quarter ended February 28, 2005 was \$85,884 representing general and administrative expenses of \$85,884. Comparatively, in the same quarter in the preceding year, general and administrative expenses were lower by \$45,013 (2004 - \$39,971). The net loss for the second quarter ended February 28, 2005 was \$85,884. General and administrative costs increased during the second quarter as compared to the same period the prior year. This increase coincides with much higher levels of corporate activity, the hiring of staff at the end of the prior fiscal year and some stock-based compensation.

Promotion and investor relations costs were \$12,184 while in the second quarter in the prior fiscal year, promotion and investor relations expenses were \$4,654 and consisted of web-site maintenance and mailing costs. Management, consulting and administration fees increased by \$38,383 to \$73,700 (2004 - \$35,317) due to greater corporate activities.

WARRANTS EXERCISED

On January 13, 2005, 1,200,000 share purchase warrants exercisable at a price of \$0.10 per share, either expired or were exercised in the amount of 800,000, providing the Company with \$80,000. In addition 10,000 warrants at \$0.10 were exercised on February 16, 2005, and 40,000 warrants at \$0.10 on April 4, 2005, providing a further \$5,000 to the Company.

FINANCINGS

During the 6 month period expiring on February 28, 2005, the Company completed two non-brokered private placements.

- a) 4,535,000 units at \$0.06 per unit netting the Company \$272,000. A unit consisting one share and one share purchase warrant exercisable over two years at \$0.10 or \$0.20 per share.
- b) On December 29, 2005, a second non brokered private placement of 2,797,666 units was completed, grossing \$247,440 less a finder's fee of 10% or \$24,744, and netting the Company \$146,400 flow-through funds and \$76,296 non flow through funds. A total of 1,821,666 non-flow-through units and 976,000 flow-through units were issued, respectively, at \$0.15 and \$0.12 per unit.

Each of the Flow Through and Non Flow Through Units consists of one share and one non-transferable warrant. One warrant entitles the holder to purchase an additional share exercisable for a period of one year to expire on December 29, 2005, at an exercise price of \$0.16 for the Flow-Through, and \$0.13 for the Non-Flow-Through warrants. All securities under this non brokered financing are subject to a four month hold period expiring April 29, 2005.

- c) On February 28, 2005, the Company completed a brokered private placement, netting the Company \$546,208.54. Research Capital Corporation (the "Agent") was the agent for this financing which raised gross proceeds of \$603,025.50 from the sale of 804,034 units at a price of \$0.75 per unit. Each unit consists of three non flow through common shares, two flow through common shares (the "Flow-Through Shares") and one non-transferable common share purchase warrant (a "Warrant"). Each warrant entitles the holder to purchase an additional common share of the Company until February 28, 2007, at a price of \$0.20 per common share on or before February 28, 2006, and at a price of \$0.30 per common share on or before February 28, 2007.

The Company paid the Agent a cash commission equal to 7.5% of the gross proceeds or \$45,226.90 raised in this offering. In addition, a total of 104,524 agent's options were issued, each agent's option being exercisable on or before February 28, 2007 at a price of \$0.75 per agent's option to purchase one unit consisting of five non flow through common shares of the Company and a common share purchase warrant having the same terms as a Warrant. The company also issued 150,00 common shares to the Agent as a corporate finance fee. A finder's fee of 5% of the gross proceeds derived from the Agent only, but not from other participating brokers, in the amount of \$25,276.28, was paid to Jim Hitchie.

All securities issued under the financing are subject to a four month hold period expiring July 1, 2005.

The funds raised by these three private placements will be used for general corporate purposes, the financing of the sampling of the Southern Lobe of the DO27, and the flow-through funds in the amount of \$363,846 for "Canadian Exploration Expenditures" on the Atkinson and HY gold prospects and the Thomlinson Creek copper molybdenum prospect.

EIGHT MOST RECENTLY COMPLETED QUARTERS WITH LAST QUARTER ENDED FEBRUARY 28, 2005

<u>Fiscal Year 2005/2004</u>				
	Feb. 28, 2005	Nov. 30, 2004	Aug. 31, 2004	May 31, 2004
Total Revenue	Nil	\$Nil	\$Nil	\$7,413
General and administrative expenses	85,884	64,238	36,128	55,477
Write off of exploration costs on outside properties and properties abandoned	Nil	5,000	Nil	Nil
Income (Loss) from continuing operations:				
- In total	(85,884)	(69,238)	(36,128)	(48,064)
- Basic and diluted loss per Share	(0.01)	(0.01)	(0.01)	(0.01)
Total Assets	1,083,232	339,356	305,175	74,938
Total Long Term Financial Liabilities	Nil	Nil	Nil	Nil
Cash Dividends Declared per share	Nil	Nil	Nil	Nil
<u>Fiscal Year 2004/2003</u>				
	Feb. 28, 2004	Nov. 30, 2003	Aug. 31, 2003	May 31, 2003
Total Revenue	\$Nil	\$167	\$6,021	\$1,144
General and administrative expenses	39,971	32,310	31,955	27,191
Write off of exploration costs on outside properties and properties abandoned	Nil	Nil	Nil	Nil
Income (Loss) from continuing operations:				
- In total	(39,971)	(32,143)	(54,607)	(26,047)
- Basic and diluted loss per Share	(0.01)	(0.01)	(0.01)	(0.01)
Total Assets	72,316	46,116	53,258	107,125
Total Long Term Financial Liabilities	Nil	Nil	Nil	Nil
Cash Dividends Declared per share	Nil	Nil	Nil	Nil

Fully diluted loss per share is not been presented.

General and administrative expenses increased in the first six-month of this fiscal period primarily due to greater corporate activities, e.g. optioning the Thomlinson Creek Copper Molybdenum prospect, the retaining of a shareholders' relation employees, the paying of finder's fees and legal fees due to the completion of the non brokered private placements and a brokered private placement.

LIQUIDITY

All of the 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 sales of equity securities to raise capital. Fluctuations in the Company's share price may affect its ability to obtain future financing and the rate of dilution to existing shareholders.

The Company had working capital of \$5,718 at February 28, 2004 compared to working capital of \$950,994 at February 28, 2005.

CAPITAL RESOURCES

The Company sees the exercise of stock options and warrants as a source of capital and as of the date of this Report part of the stock options and warrants outstanding are in-the-money. See Note 6(b) of the interim financial statement for a list of the stock options and warrants outstanding at February 28, 2005 and page 16 and 17 of this MD&A.

RISKS AND UNCERTAINTIES

The risks and uncertainties affecting the Company remain substantially unchanged from those disclosed in the Annual MD&A, with the exception of financing. In the six month period ended February 28, 2005, the Company completed 3 private placements for proceeds of \$916,841. It is management's opinion that the proceeds from this financing should be sufficient to carry out the Company's planned exploration programs and to meet the Company's ongoing administrative expenses for a period of at least twelve months.

FORWARD-LOOKING STATEMENTS

Certain statements contained in the MD&A and elsewhere constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth in this MD&A.

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 lease application is pending. 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.

The Company, in addition to the above advances, made a direct payment to Peregrine on March 15, 2005, in the amount of \$7,445.98 as a pro rata down payment to Connors drilling for the planned core drilling program at the Southern Lobe of the DO27.

TRANSACTIONS WITH RELATED PARTIES

See Note 7 of the interim financial statement for a list of transactions with related parties.

PROPOSED TRANSACTIONS

The board of directors is not aware of any proposed transactions involving an 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.

DISCLOSURE OF OUTSTANDING SHARES, WARRANTS AND OPTIONS AS OF THE DATE OF THE REPORT

Total Issued and Outstanding shares: 31,249,044 common shares

As of the Date of the Report, the following Directors' and Employees' 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 of the Date of the Report, the following Agent's option is outstanding:

Name	No. of Shares	Exercise Price	Expiration Date
Research Capital Corporation	522,620	0.15	February 28, 2007

As of the date of this Report, the following warrants are outstanding:

Number of Warrants	Price	Expiry
4,485,000	\$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
804,034	\$0.20 per share if exercised on or before February 28, 2006. \$0.30 per share if exercise after February 28, 2006 and on or before February 28, 2007.	February 28, 2007
*104,524	\$0.20 per share if exercised on or before February 28, 2006. \$0.30 per share if exercise after February 28, 2006 and on or before February 28, 2007.	February 28, 2007
TOTAL: 8,895,224		

*The warrants at the date hereof have not been issued but shall be issued to the Agent, Capital Research, if and when it exercises its Agent's option.

INVESTOR RELATIONS

The Company during the six-month period under review retained additional staff to disseminate press releases and other material to the media, interested shareholders, investors, and brokers, and advertised through Stockwatch and Stockgroup.

APPROVAL

The Board of Director of Dentonia Resources Ltd. has approved the disclosures contained in this Interim MD&A. A copy of this MD&A and unaudited financial statements ended February 28, 2005 will be provided to anyone who requests this information.

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.