

THE ATTACHED INTERIM FINANCIAL STATEMENTS FORM AN INTEGRAL PART OF THIS MANAGEMENT DISCUSSION AND ANALYSIS AND ARE HEREBY INCLUDED BY REFERENCE

Management Discussion and Analysis as of February 15, 2010

Certain statements in this report may constitute forward-looking statements that are subject to risks and uncertainties. A number of important factors could cause actual outcomes and results to differ materially from those expressed in these forward-looking statements. Consequently, readers should not place any undue reliance on such forward-looking statements. In addition, these forward-looking statements relate to the date on which they were made. See notes to the consolidated audited financial statements regarding going concern, commitments, contingencies, legal matters, and other matters, which could materially affect the Company's future business, results of operations, financial position and liquidity.

This Management Discussion and Analysis ("MD&A") should be read in conjunction with the consolidated financial statements and corresponding notes for the period ended December 31, 2009 of Rockgate Capital Corp. (the "Company"). This MD&A covers the fiscal period ended December 31, 2009 and the subsequent period up to the date of filing. All financial information is prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and all amounts are expressed in Canadian dollars unless otherwise noted. Readers are encouraged to read the Company's public information filings on SEDAR at www.sedar.com.

Rockgate Capital Corp. ("Rockgate" or the "Company") was incorporated in the Province of British Columbia on November 23, 2004 under the Business Corporations Act of British Columbia. The Company was classified as a Capital Pool Company ("CPC") as defined in the TSX Venture Exchange (the "Exchange") Policy 2.4 and its common shares became listed on the Exchange in October 2005.

Ixtapan

Effective April 25, 2006 Rockgate completed its qualifying transaction consisting of an option to earn up to a 65% undivided interest in the Ixtapan gold project from Oro Gold Resources ("Oro"). Upon completion of this transaction the Exchange reclassified the Company as a Tier 2 listed company under the trading symbol RGT.

Under the terms of the Oro option agreement, the Company could earn a 51% interest by issuing 100,000 shares to Oro and incurring US\$200,000 in expenditures on the property within one year ("Ixtapan Phase One"). The Company could earn an additional 9% interest by incurring a further US\$300,000 in expenditures on the property and by issuing a further 100,000 shares to Oro by the second anniversary. The Company could earn an additional 5% interest by incurring a further \$500,000 in expenditures on the property and by issuing a further 150,000 shares to Oro by the third anniversary.

Prior to the fiscal year end at June 30, 2006 the Company issued the first 100,000 shares to Oro and finalized its first phase work plan for Ixtapan in conjunction with Oro Gold management. During the quarter ended March 31, 2007 the Company completed Ixtapan Phase One and has now earned an undivided 51% interest in the Ixtapan Gold Property. The

Company is continuing to evaluate the results from Ixtapan to date, and at this time the property is under the care of Oro as operator.

Falea

On November 29, 2006 the Company entered into an option agreement to earn a 60% interest in the Falea uranium-silver-copper property in southwestern Mali, West Africa, from Delta Explorations Inc. ("Delta"). The Falea property covers an area of 150 square kilometers. Under the terms of the option agreement, Rockgate could earn a 60% undivided interest in the property from Delta by incurring a total of \$1,500,000 in exploration expenses within two years of the date of receipt of TSX Venture Exchange approval. Rockgate was required to spend \$300,000 by the first anniversary date of the approval date and an additional \$1,200,000 by the second anniversary of the approval date. In addition, Rockgate was required to issue 150,000 shares to Delta within five days of the approval date; and a further 200,000 shares to Delta by the first anniversary date of the approval date.

During June 2007 the Company exercised its option and earned its 60% interest in the property. Effective July 1, 2007 the Company became the operator of the property.

Acquisition of Delta Exploration Inc.

On October 6, 2008 Delta commenced an Arbitration action against the Company pursuant to the joint venture between Delta and the Company regarding the Falea Property. In its Statement of Claim Delta alleged many violations of the Joint Venture Agreement including their share of exploration and drilling expenses owing to the Company. The Company retained litigation counsel to defend against Delta's claims. The Company believed the claims of Delta were without merit.

On October 15, 2008 the Company announced its intention to make a takeover bid to acquire all of the outstanding common shares of Delta.

On November 10, 2008 the Company announced that it had entered into a binding letter agreement dated November 7, 2008 with Delta, pursuant to which Rockgate had agreed to acquire all of the issued and outstanding common shares of Delta. Rockgate and Delta believed that this negotiated transaction offered significant benefits to both companies and their respective shareholders, including:

- Consolidated ownership of the Falea property;
- Enhanced and accelerated development of the Falea property through a dedicated Rockgate team with a proven record of successful African exploration;
- A strengthened balance sheet to support growth strategies;
- An increased management and financial capacity which will allow progress on Delta's grassroots exploration projects.

Pursuant to the Letter Agreement dated November 10, 2008 and the Combination Agreement dated December 17, 2008 (collectively the "Delta Arrangement"), management of Rockgate

and Delta agreed to the acquisition, by Rockgate, of the outstanding common shares of Delta from the Delta shareholders.

Pursuant to a special resolution passed by the shareholders of Delta Exploration Inc. on Jan. 15, 2009, and an order of the Supreme Court of British Columbia granted on January 16, 2009, Delta and Rockgate Capital Corp. completed a plan of arrangement under Section 288 of the Company Act (British Columbia). The plan of arrangement was completed on January 30, 2009, and resulted in 13,873,136 Rockgate shares (subject to adjustment for fractional shares) being issued to the former shareholders of Delta.

In addition, Rockgate assumed outstanding stock options and warrants of Delta, and reserved for issuance up to 1,170,000 shares upon exercise of former Delta stock options and up to 846,687 shares upon exercise of former Delta share purchase warrants.

Effective January 30, 2009 Delta became a wholly-owned subsidiary of Rockgate.

Pursuant to the letter agreement, Delta agreed to settle all legal proceedings (including the outstanding arbitration with respect to the Falea property) against Rockgate on or prior to Nov. 12, 2008. Rockgate was required to pay \$150,000 to Delta as full and final settlement of such claims and Delta released Rockgate and certain related persons from all claims with respect to matters which existed or occurred on or prior to May 31, 2008.

As a result of this settlement, effective September 30, 2008, the Company recorded a recovery of \$460,992 which has been offset against Falea exploration expenses during the year.

Bathurst – Turner Lake

In November 2007 the Company signed a binding Letter of Intent with Trade Winds Ventures Inc. whereby the Company could earn up to a 75% interest in the Turner Lake Gold property located near Bathurst Inlet, Nunavut. Under the terms of the Letter of Intent, Rockgate could earn an initial 65% interest in the project by spending \$1,000,000 in exploration expenditures by the first anniversary date of Exchange acceptance and issuing 150,000 shares to Trade Winds within 5 days of receipt of approval. Rockgate could earn an additional 10% interest by spending an additional \$500,000 on exploration prior to the second anniversary of Exchange acceptance and by issuing an additional 250,000 shares to Trade Winds.

In May 2007 the Company announced that it had entered into an agreement to acquire a 100% interest in two existing claims, and completed the staking of additional contiguous lands to total approximately 1,000 square kilometres near Bathurst Inlet, Nunavut, Canada. The acquisition was made pursuant to an arm's-length option and agreement of purchase and sale with the vendor, whereby the company could acquire a 100% interest in the Bathurst project claims for a purchase price, including staking costs, of \$2,000,000. There were no royalties payable or securities issuable in connection with the acquisition. Pursuant to the agreement a total of \$440,000 was paid by the Company towards the option and to finance staking costs. All payments were credited toward the purchase price. In May 2008 the Company exercised its option and completed the purchase of the claims by paying a further \$100,000 to the vendors and issuing a limited recourse promissory note for the balance of the purchase price.

Pursuant to the note, the balance of the payments due to the vendors would be payable over a six-year period and the vendor's recourse in the event of a default under the note would be limited to the recovery of the Bathurst project claims. Purchase price payments would be made by the Company from its working capital.

In March 2008 the Company formalized a plan for reorganization of its mineral properties. The reorganization involved the spin-off of all of the Canadian mineral properties and a portion of its cash into its wholly-owned subsidiary Northrock Resources Inc. via a plan of arrangement (the "Northrock Arrangement") under the *Business Corporations Act* (British Columbia). Rockgate continues to hold its Falea, Mali uranium assets and the Ixtapan gold project following completion of the Northrock Arrangement.

On July 31, 2008, at the special general meeting of shareholders of Rockgate, the shareholders overwhelmingly approved the Northrock Arrangement. On August 6, 2008, the Northrock Arrangement was approved by the Supreme Court of British Columbia.

Under the Northrock Arrangement, the share capital of Rockgate was altered to create a new class of Class A common shares, and every Rockgate shareholder exchanged their existing common shares of Rockgate on the basis of one new Class A common share for each common share of Rockgate held, and one unit of Northrock for every three common shares of Rockgate held on the effective date. Each Northrock unit was composed of one Northrock common share and one transferable warrant to purchase an additional common share of Northrock at an exercise price of \$0.75 for a period of two years. Outstanding convertible warrants of Rockgate will be entitled to be converted into Rockgate shares and Northrock units on the basis of the same exchange ratio. On August 29, 2008 the Northrock Arrangement became effective. The net book value of the Northrock assets distributed to the shareholders of the Company effective August 29, 2008 have been recorded as a charge to the Company's deficit in the period totaling \$2,353,508. For all periods presented, the consolidated results of the Company present the results of Northrock as discontinued operations which, for the period from July 1, 2008 to the date of disposal on August 29, 2008 was a loss of \$1,499,021. In addition, for all periods presented, the cash flows from operations for Northrock have been disclosed separately as cash flows from discontinued operations.

Private Placements

On July 28, 2009, the Company completed a non-brokered private placement of 12,222,222 units at \$0.45 per unit for gross proceeds of \$5,500,000. Each unit consisted of one common share of the Company and one-half of a non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at \$0.55 per share until July 28, 2010. In connection with the transaction, the Company paid \$274,502 in cash as a finder's fee.

On March 27, 2008 the Company completed a brokered private placement of 4,000,000 flow-through units at \$0.75 per unit for proceeds of \$3,000,000; each unit contained one common share and one-half share purchase warrant, with each full warrant entitling the holder to purchase one additional common share (non-flow-through) of the company for a period of two years ending March 27, 2010, at a purchase price of \$1.25 per warrant share. In consideration

for acting as agent, the Company has paid the agent a commission of 7%, paid as to 72,000 commission units and the balance of \$156,000 in cash. The commission units have the same terms as the flow-through units except that they are non-flow-through. In addition, the agent has been issued agent's options for the purchase of up to 280,000 common shares at a price of \$0.75 per share, exercisable for a period of 24 months.

Regarding the flow-through shares - in accordance with the recommendations relating to accounting for flow-through shares, the Company will reduce the flow-through share proceeds and recognize a future tax liability at an amount approximating the tax effect of the timing difference resulting from renouncing exploration expenditures using currently enacted tax rates. This reduction is now recognized upon completion of the renunciation documentation with the tax authorities which has occurred as of the year end. Concurrently the Company has recognized a future income tax recovery from the utilization of available tax losses of prior periods to offset the future tax liability recognized. The Company has not previously recognized tax benefits relating to losses of prior periods as the criteria for recognition has not been met.

Mineral Property Disclosure

The Company's accounting policy for the treatment of mineral property acquisition costs requires that these costs are capitalized as incurred. Management judges that this policy provides reliable and relevant information because it results in a transparent treatment of mineral property costs and is consistent with local industry practice, making the Company's financial statements more comparable. Expenditures related to the exploration and development of the properties are expensed as incurred.

Mineral Property acquisition costs are reflected on the consolidated balance sheets as follows:

	June 30, 2008	Additions during the year	Reductions during the year	June 30, 2009	Reductions during the period	December 31, 2009
	\$	\$	\$	\$	\$	\$
Falea Uranium-Silver-Copper Property, Mali						
Acquisition costs - shares	552,000	-	-	552,000	-	552,000
Delta acquisition - allocation (Note 3)	-	3,771,112	-	3,771,112	-	3,771,112
	552,000	3,771,112	-	4,323,112	-	4,323,112
Ixtapan Gold Property, Mexico						
Acquisition costs - shares	40,000	-	-	40,000	-	40,000
	40,000	-	-	40,000	-	40,000

	June 30, 2008	Additions during the period	Disposals during the period	June 30, 2009	Reductions during the period	December 31, 2009
	\$	\$	\$	\$	\$	\$
Manalo, Mali						
Delta acquisition - allocation (Note 3)	-	200,000	-	200,000	-	200,000
Option payments received from Appleton - cash	-	-	(31,023)	(31,023)	(26,768)	(57,791)
Option payments received from Appleton – units at carrying value	-	-	(72,500)	(72,500)	-	(72,500)
	-	200,000	(103,523)	96,477	(26,768)	69,709
Koninko, Mali						
Delta acquisition - allocation (Note 3)	-	60,000	-	60,000	-	60,000
	-	60,000	-	60,000	-	60,000
Telwa Gada Project, Niger						
Delta acquisition - allocation (Note 3)	-	100,000	-	100,000	-	100,000
	-	100,000	-	100,000	-	100,000
Other Properties, Mali, Guinea & Niger						
Acquisition costs - cash	-	12,518	-	12,518	-	12,518
Delta acquisition - allocation (Note 3)	-	20,892	-	20,892	-	20,892
	-	33,410	-	33,410	-	33,410
Bathurst Property, Canada						
Acquisition costs - cash	540,000	-	-	540,000	-	-
Acquisition costs - debt obligation	1,056,199	-	-	1,056,199	-	-
Spin-out to Northrock (Note 4)	-	-	(1,596,199)	(1,596,199)	-	-
	1,596,199	-	(1,596,199)	-	-	-
Turner Lake Property, Canada						
Acquisition costs - shares	85,500	-	-	85,500	-	-
Spin-out to Northrock (Note 4)	-	-	(85,500)	(85,500)	-	-
	85,500	-	(85,500)	-	-	-
Totals	2,273,699	4,164,522	(1,785,222)	4,652,999	(26,768)	4,626,231

Expenditures on exploration and drilling can be broken down as follows:

	Exploration and Drilling		
	Six months ended Dec 30, 2009	Year ended June 30, 2009	Year ended June 30, 2008
	\$	\$	\$
Falea	1,043,490	1,731,830	4,906,203
Falea - recovery	-	(460,992)	-
Ixtapan	-	-	-
Koninko	-	404	-
Manalo	39,301	39,920	-
Telwa-Gada	133,090	207,668	-
Other	23,816	65,034	-
Total for the period	\$1,239,697	\$1,583,864	\$4,906,203

Trend Analysis

The business of the Company entails significant risks. Any analysis of the trend of the company's activities would reveal this. And there is nothing to suggest that these trends will change.

The Company's sole activity is its search for a viable, economic mineral resource. Exploring for such a resource is inherently risky. There is no assurance that a resource will be located and/or if it is located it can be produced on a commercially viable basis.

Selected Financial Data [Annual]

(Expressed in Canadian Dollars)

		Year Ended June 30		
		2009	2008	2007
Interest Revenues	\$	66,777	186,403	91,778
Loss from Continuing Operations	\$	(2,386,223)	(6,378,990)	(4,349,098)
Loss from Discontinued Operations	\$	(1,499,021)	(347,676)	-
Net income (loss)	\$	(3,885,244)	(6,726,666)	(4,349,098)
Loss per share from Continuing Operations	\$	(0.05)	(0.22)	(0.30)
Loss per share from Discontinued Operations	\$	(0.03)	(0.01)	-
Loss per share	\$	(0.08)	(0.23)	(0.30)
Share capital per Canadian GAAP	\$		14,062,504	9,564,492
Common shares issued		55,127,936	33,610,284	25,281,857
Weighted average shares outstanding per Canadian GAAP		46,251,458	29,110,317	14,293,555
Total Assets	\$	9,161,644	7,845,203	8,287,009
Net Assets	\$	8,071,310	6,228,323	6,646,065

Cash Dividends Declared per Common Shares	\$	0	0	0
Exchange Rates (Cdn\$ to U.S.\$) Period Average	\$	0.9271	0.9897	0.8830

Overview

Falea Uranium-Silver-Copper Property

The Falea uranium-silver-copper property covers an area of 150 square kilometres of the Falea – North Guinea – Senegal Neoproterozoic Basin, overlying older Birimian metasedimentary and metavolcanic rocks

A total of 86 widely spaced diamond drill holes were completed by Cogema in the early 1980s to evaluate the prospectivity of a 100-square-kilometre portion of the Falea basin. Uranium and copper mineralization were found to occur in the lower portion of the basin, in the Kania sequence of interbedded conglomerates, sandstones and black sulphide and stromatolite-rich argillites. Down-hole radiometric surveys from Cogema's diamond drilling program confirmed that all radiometric anomalies occur within the Kania sequence, which is up to 26 meters thick.

In February 2007 Delta signed a contract with BLY Mali SA, a subsidiary of Boart Longyear Inc., to provide diamond drilling services on the Falea uranium-copper property. During the quarter ended March 31, 2007 mobilization of the drilling equipment and technical team to Falea was completed and diamond drilling commenced immediately thereafter on the Central Zone. The Central Zone represents an area where Cogema focused its drilling to at least 200 X 200 metre patterns once uranium mineralization was discovered in this area. Rockgate has drill tested the zone over a 1000 X 700 metre area and remains open in several directions.

All drilling has targeted the Kania Formation, a favorable stratigraphic horizon for uranium, copper and silver mineralization as indicated by historical results and observations obtained by Cogema in the late 1970s and early 1980s. Until June 30, 2007 Delta was the operator of the Falea project. Effective July 1, 2007 the Company took over as operator having earned its 60% interest in the project.

The ongoing drilling in Falea continues to yield promising results, mainly from the North Zone, which was first discovered in November 2007 and within two months was known to contain uranium mineralization over a strike length of 1,700 metres by 400 metre width. Bonanza grade silver mineralization was later identified to occur in at least two areas of the North Zone and through polished thin section work the silver mineralization was confirmed to be native silver.

Upon completion of an induced polarization survey on the eastern flank of the North Zone in mid-February 2009 additional diamond drilling was undertaken from February 18 to March 30, focusing mainly of the North Zone with two diamond drill holes also completed in the East Zone area. Assay results from this program were released on September 1, 2009.

Golder Associates provided a resource letter report outlining the resources on the Central, North and Bodi Zones only. The Company's news releases of May 14 and May 15, 2009

summarized the results of the report. The final report which conforms to Canadian National Instrument 43-101, Standards of Disclosure for Mineral Projects was received from Golder and on June 26, 2009.

An additional 11 hole drilling program was completed in May and for the first time the majority of the holes were drilled to an approximate depth of 175 metres using a reverse circulation drill followed by a diamond drill core tail for approximately 45 metres. The core tail tested the favorable Kania Sandstone unit. Eight of the drill holes were completed on the south-east flank of the North Zone, five of which were infill holes contained within the current resource area. Three holes were placed along the southern boundary of the resource area and were successful in extending the zone to the south. This zone remains open. Results of this program were released on September 8, 2009.

The success of the drilling program, the drill plan of which was based on new geological models relating mineralization to north-west trending structures, prompted three exploration holes to be placed between the North Zone and Bodi area. These diamond drill holes were successful in discovering high grade uranium mineralization, results for which were released on September 15, 2009.

Field crews returned to site on October 16, 2009 in anticipation of diamond drilling commencing on October 28, 2009. The October to December 2009 diamond drill program consisted of 22 diamond drill holes targeting the North Zone area. Assay results are pending for most of the 22 holes. Further metallurgical studies to test for the recovery of Uranium, Silver and Copper from the North Zone commenced in December 2009. Results of this study are not yet available and anticipated to take until April 2010 to receive the final report from SGS laboratories.

Field crews mobilized to Falea on January 14, 2010 to continue the 15,000-metre drilling program started in October 2009. The program is expected to take until the middle of 2010 to complete. Foraco has been awarded the drill contract for this work, and will use one diamond drill and one combination drill (RC and Diamond) to complete this work. Further drilling will be proposed once this phase is completed.

Geological mapping of the north flank of the plateau continues with detailed structural analysis now focusing in a recently discovered structure of similar orientation to the Road Fault. The new structure now labeled as the Zhang Fault is located approximately 4 kilometres west of the North Zone. Highly anomalous scintillometre readings have now been recorded in this area from the mapping program.

The current drilling program main objectives are:

- Define and expand the North zone, in particular to the north towards the Bodi zone. The Bodi zone is situated approximately 1.6 kilometres north of the North zone;
- Test historical drilling by Cogema (Areva) in the Bodi area where uranium mineralization was discovered at surface;
- Test numerous downhole radiometric anomalies identified by Cogema located across the Falea licence.

Upon completion of this phase of drilling, Rockgate will initiate another resource study to be followed by a scoping study. Baseline environmental studies are expected to begin in early 2010.

Work is also under way to expand the current 20-man camp and engineering studies of the construction of a bridge to accommodate year-round drilling.

Properties acquired with Delta Transaction

Manalo

On June 2, 2005, Societe Delta Exploration Mali SARL (Delta Mali) was granted an exploration permit valid for a period of three years, renewable twice, on the Manalo mineral property interest. The license area covered 150 square kilometres. The Manalo mineral property interest is located in south-western Mali, West Africa.

The Manalo exploration permit expired on June 2, 2008. On December 31, 2008, Delta Mali was granted the 50% (75 sq km) of the original exploration permit pursuant to the terms of the exploration permit, and to Mali's mining code. Delta Mali has reapplied for the 50% of the original permit area that was dropped.

In February 2009 Delta granted an option to Appleton Exploration Inc. ("Appleton") whereby Appleton could earn up to a 100% interest, subject to a 2% Net Smelter Return retained by Delta, in the Manalo property (permits and pending permits).in two stages. An initial 65% interest by making cash payments of US\$25,000 on March 31, 2009 (received), US\$25,000 by September 30, 2009 (received); and by issuing 500,000 units of Appleton in April 2009 (received), 500,000 units of Appleton by March 31, 2010 and 500,000 units of Appleton by March 2011; and by completing US\$2,500,000 in exploration over the next three years.

The Appleton units consist of one common share of Appleton and one warrant with expiry date of 24 months from date of issuance. Each warrant is exercisable at 200% of the 10-day average closing price of the shares ending on the trading day preceding the date of issuance of the units (April 2009 warrants priced at \$0.27), subject to any minimum price requirements of the TSX Venture Exchange. The first-year exploration commitment is US\$500,000. Appleton may earn the remaining 35% interest by making a one-time cash payment of \$1,500,000 to Delta. At Delta's sole discretion, Delta may elect to receive the payment in the equivalent value of Appleton units. Appleton must also deliver an independent feasibility study or arrange for production financing prior to March 31, 2018. Appleton also has the option to purchase one-half of the 2% net smelter return for \$1,000,000 within the first 12 months of production.

Delta is the operator of the project and is entitled to charge an exploration management fee to Appleton equivalent to 10% of the exploration expenditures on the project.

In April 2009, pursuant to the option granted to Appleton by Delta, the Company has received 500,000 units of Appleton. Each unit consisted of one share and one warrant to purchase an additional share of Appleton at \$0.27 until the warrant expires on April 1, 2011.

The Appleton units will be reflected as Marketable Securities under current assets on the consolidated balance sheets of the Company.

In the spring of 2009, 13 RC holes tested the northern segment of the Dialafara Prospect where recent artisanal mining covers a strike length of approximately 200 metres. The objective of this drilling was to demonstrate zone and grade continuity from the isolated successful RC intercepts. Drilling at the north end of the northern segment confirmed the presence of gold mineralization discovered in 2008. Drilling between these sites shows some degree of zone continuity although gold grade is variable. Core tails of some of these holes provided some structural information.

Five RC drill holes tested a 250 metre strike length of a northwest-trending structure identified in new artisanal workings at the southern segment of Dialafara, adjacent to the areas tested by drilling in 2007 and 2008. The objective of this drilling was to demonstrate zone and grade continuity. All 5 holes were successful in delineating a northwest-trending mineralized structure in the coarse quartz sandstone to micro-conglomerate immediately west of the variably graphitic mudstones.

Five fences of angled aircore drill holes were spaced at 200 metre intervals across the southern portion of Dialafara soil geochemical anomaly with the objective of identifying new gold-bearing structures and developing a geological context to improve zone correlations. Fifty-four holes totalling 3227 metres, averaging almost 60 metres per hole. Multiple zones of quartz veining were intersected but with only a few anomalous gold values. Unfortunately, the northwest-trending structure identified in RC drilling appears to trend to the west of the three northern fences.

An east facing fence of aircore drilling consisting of 582 metres in 11 angled aircore drill holes tested the northern projection of mineralization from the northern segment of the Dialafara Prospect. Strong soil geochemical anomalies mark the projection. Anomalous gold values were intersected in the western drill holes. Several kilometres to the east, two more aircore fences were totalling 806 metres in 30 drill holes tested an area of relatively anomalous soil geochemistry called the Dialafara NE Anomaly. A few interesting values were intersected in the easternmost holes on both lines.

In November 2009, another 15 RC holes totalling 1806 metres tested both the northern and southern segments of the Dialafara Prospect. The objective of this drilling was to demonstrate zone and grade continuity along several potentially mineralized subparallel vein structures.

In the Dialafara northern segment, drill holes MDL-09-059, MDL-09-061 and MDL-09-063 were focused around the high-grade intercept in MDL-09-056. The drilling helped extend the zone laterally and vertically albeit with low grade values. Holes MDL-09-060, MDL-09-062 and MDL-09-067 were drilled to help define sub parallel gold zones adjacent to the two intercepts in MDL-08-036. Multiple sub parallel gold-bearing zones are apparent across a 55 metre wide northwest trend in this area. Holes MDL-09-064 through MDL-09-066 were drilled under the centre of a 200 metre long northwest trending zone of artisanal workings.

In the Dialafara southern segment, drilling was completed in three areas of artisanal workings along a strike length of 700 metres. The multiple veins at these sites demonstrate blow-out clusters of northeast trending gold-bearing veins linked by a northwest trending dominant mineralized structure. MDL-09-068 explored one area under a series of northeast trending subparallel veins that have been shallowly mined at surface across a 67 metre wide trend. MDL-09-069 was drilled below MDL-09-054 across the dominant mineralized structure in that area. MDL-09-070 through MDL-09-073 were drilled under southern artisanal workings covering a 130 metre by 90 metre area dominated by a series of northeast-trending veins.

Balandougou

On January 18, 2006, the Balandougou exploration permit was granted to a third party, Societe EURL Diawara, valid for a period of three years, renewable twice. This permit was to be assigned to Delta Mali, but expired January 18, 2009. Pursuant to the terms of the exploration permit and the Mali Mining Code, EURL Diawara reapplied for the west half of the original Balandougou permit early in 2009. Delta Mali has reached an agreement with EURL Diawara to have the latter transfer the new Balandougou permit to Delta Mali. Delta Mali has also applied for the ceded eastern half of the original permit, called Balandougou Sud. The Balandougou and Balandougou Sud exploration permits will cover 46 square kilometres each, adjacent to the Manalo property in south-western Mali, West Africa.

Koninko

By agreement dated January 22, 2004, Delta Mali acquired a 100% interest from GIE Comptoir Aurifere du Mali (GIE Comptoir) in the Koninko mineral property located in south-western Mali, West Africa.

In consideration, the Company has agreed to pay \$60,583 (US\$55,000) (paid); pay the sum of US\$0.50 per ounce of gold contained in reserves established in a feasibility study conforming to standards laid out in National Instrument 43-101; and upon production, to pay an additional \$1.00 U.S. per ounce produced where the average official London gold price for the quarter is less than US\$300 per ounce. The royalty increases to US\$1.50 per ounce when the London gold price is between US\$300 and US\$450 per ounce and to US\$2.00 per ounce when the London gold price exceeds US\$450 per ounce.

The exploration permit dated December 30, 2002 covering the Koninko mineral property interest was granted for a three year term, renewable twice. The license area covers 200 square kilometres. On April 11, 2008, the west half of the original permit, called Filamana, was granted to GIE Comptoir and subsequently transferred to Delta Mali on July 28, 2008. Filamana covers 100 square kilometres. The east half of the original permit (Koninko) is under application by Delta Mali.

Winza North

On January 18, 2006, an exploration permit for a three year term renewable twice was granted in the name of Delta Mali. The permit area covered 33 square kilometres adjacent to the original Koninko exploration permit in south-western Mali, West Africa. The Winza North permit expired on January 18, 2009 and was not renewed.

Telwa Gada

On August 9, 2007 the Company was granted four prospective uranium exploration permits in Niger, West Africa. The permits, Telwa 2, Telwa 3, Gada 3 and Gada 4 cover 1,941 square kilometres of the southern portion of the Tim Mersoï sedimentary basin. The exploration permits are located near the city of Agadez approximately 800 kilometres northeast of Niamey, the capital of Niger. Each of the permits is granted for a period of three years, and may be renewed twice for a three year period in each case. In order to maintain the permits the Company is required to spend US\$235,000 (completed) on exploration in the first year, US\$590,000 in the second year and US\$1,180,000 in the third year on each permit and file appropriate quarterly and annual reports with Government of Niger. Management has been informed that those obligations, which had been suspended due to instability in northern Niger, commenced January 1, 2009.

Tamekouré and Niambala

On September 28, 2007, Delta entered into two mining option agreements with Continental Trading and Industrial Company ("Contico") and its principals ("Optionors"), pursuant to which the Delta was granted options to acquire a 100% interest in each of the Tamekouré and Niambala uranium mineral property interests located in Guinea, West Africa.

In consideration for the signing of the option agreement on the Niambala mineral property interest, the Company paid the Optionors the amount of US\$5,000 and on the first anniversary date of the option agreement (September 7, 2008), pay the Optionors the sum of US\$10,000 (paid in March 2009). The Niambala permit was granted to Contico March 15, 2007, for a period of 2 years, renewable according to the Guinea Mining Code. Contico has reapplied for the license, subject to a 50% reduction in area. The original license covered 203 square kilometres.

In consideration for the execution of the option agreement on the Tamekouré mineral property interest, the Company was required to pay the Optionors the amount of US\$5,000 (due pending title verification) and on the first anniversary of the date of the option agreement, being April 2008, pay the Optionors the sum of US\$10,000 (due pending title verification). The original Contico license (Tamekoure), covering 253 square kilometres, was issued to Contico on February 6, 2006 and lapsed 2 years later. Contico has not reapplied for the license

Ixtapan Gold Property

Prior to the fiscal year end at June 30, 2006 the Company issued the first 100,000 shares to Oro and finalized its first phase work plan for Ixtapan in conjunction with Oro Gold management. During the quarter ended March 31, 2007 the Company completed Ixtapan Phase One and has now earned an undivided 51% interest in the Ixtapan Gold Property. The Company is continuing to evaluate the results from Ixtapan to date, and at this time the property is under the care of Oro as operator.

Bathurst Inlet and Turner Lake properties

Effective May 1, 2008 the Company transferred all right and title to these properties to its then wholly-owned subsidiary Northrock in consideration for Units of Northrock. During the period,

in connection with the Northrock Arrangement and as described herein, the Units of Northrock, were disposed of by way of spin out to the shareholders of the Company. The carrying value of these properties was included in the amount distributed to the shareholders.

Pursuant to the Northrock Arrangement, effective August 29, 2008 with the spin-out of Northrock Resources Inc. Rockgate no longer has any interest in the Bathurst Inlet or Turner Lake properties.

Results of Operations

During the period ended December 31, 2009 the Company has incurred expenses of \$2,654,029 [2008: credit of \$90,675]. The bulk of the expenses in the current period were related to the non-cash charge of \$816,295 for stock based compensation in conjunction with the August, 2009 grant of stock options; and exploration and drilling expense of \$1,319,037. Additionally, non-cash Amortization expense increased to \$21,476 [2008: \$3,545] reflecting the depreciation of the additional fixed assets acquired with the Delta Arrangement. In the period the Company generated interest income of \$15,683 [2008: \$64,252] on its cash reserves.

Related to the spin-out of Northrock, the results of Northrock have been reflected as discontinued operations.

The Company will to use its available resources to pursue its operations at Falea, and its other properties as applicable.

Fluctuations in Results

Comparison to the prior period is difficult since during the prior year's equivalent period Rockgate's sole exploration focus was on Falea development; those operations were reduced to care and maintenance during the rainy season. In the 2009 period a similar shut down incurred however, advanced planning was underway for the most recently commenced programs, and operations were underway at some of the other properties acquired in the Delta Arrangement. During all periods head office and consulting expenses continued at normal pace. Additionally, in 2009 a significant non-cash expense for stock based compensation was recorded relating to the August grant of stock options; while in 2008 the Company recorded a non-cash recovery of exploration expenses due to the settlement with Delta. The income changes reflect the lower interest-bearing cash balances held by the Company during the year, the lower interest rate environment and the strengthening of the Canadian dollar.

During the period office, telephone and rent expenses increased to \$199,050 (2008: \$67,992) due to a rise in management travel expenses, tradeshow attendance and communications and marketing efforts. As well Management services increased to \$210,000 (2008: \$180,000) related to an increase in the contract cost of management. Conversely, expenses related to Professional fees decreased to \$47,844 (2008: \$195,466) related to the return to normal corporate activity in 2009 after the increased audit, accounting and legal work required in 2008 to complete both the Northrock Arrangement and the Delta Arrangement..

Liquidity and Capital Resources

Since the Company is organized in Canada, Rockgate's December 31, 2009 financial statements have been prepared in accordance with Canadian generally accepted accounting principles.

During the period the Company recorded the receipt of \$5,182,258 (net) while in 2008 all 7,094,516 share purchase warrants set to expire on July 10, 2008, were exercised for total proceeds to Rockgate of \$4,218,175.

As at December 31, 2009 the Company had accumulated losses totaling \$20,233,243 and had working capital of \$6,280,666 compared with \$2,871,916 at the June 30, 2009 year-end. As at December 31, 2009 Rockgate had cash and equivalents on hand of \$6,458,332.

Selected Financial Data [Quarterly - unaudited]

(Expressed in Canadian Dollars)

		Quarter Ended							
		12/31/2009	9/30/2009	6/30/2009	3/31/2009	12/31/2008	9/30/2008	6/30/2008	3/31/2008
Net Revenues	\$	41,063	9,067	58,976	14,224	24,783	25,316	35,373	37,196
Net income (loss) from continuing operations	\$	(1,114,778)	(1,531,569)	(990,656)	(1,592,360)	(137,722)	334,515	(2,063,255)	(2,379,760)
Net income (loss) from discontinued operations	\$	0.00	0.00	0.00	0.00	0.00	(1,499,021)	(347,676)	0.00
Net income (loss)	\$	(1,114,778)	(1,531,569)	(990,656)	(1,592,360)	(137,722)	(1,164,506)	(2,410,931)	(2,379,760)
Income (loss) per share from continued operations	\$	(0.02)	(0.02)	(0.02)	(0.03)	(0.00)	0.01	(0.07)	(0.08)
Share capital per Canadian GAAP	\$	27,282,807	27,282,807	22,100,549	22,100,549	18,911,090	18,911,090	14,473,337	13,635,927
Common shares issued		67,350,158	67,350,158	55,127,936	55,127,936	41,004,800	41,004,800	33,610,284	32,905,284
Weighted average shares outstanding per Canadian GAAP		67,350,158	63,630,351	55,127,936	50,286,891	41,004,800	40,159,001	29,110,317	28,689,399
Total Assets	\$	11,801,869	13,036,527	9,161,644	9,993,659	7,062,225	6,991,425	7,441,402	9,624,096
Net Assets (liabilities)	\$	11,401,016	12,515,794	8,071,310	9,069,955	6,415,794	6,553,516	5,824,522	7,402,536
Cash Dividends Declared per Common Shares	\$	0	0	0	0	0	0	0	0

Additional Disclosure for Venture Issuers Without Significant Revenue

- (a) Rockgate has a short history in commercial operations. It has no history of earnings, and shall not generate earnings or pay dividends in the foreseeable future;*
- (b) the directors and officers of the Company will only devote a portion of their time to the business and affairs of Rockgate and some of them are or will be engaged in other projects or businesses such that conflicts of interest may arise from time to time;*
- (c) there can be no assurance that an active and liquid market for the Company's Common Shares will develop and an investor may find it difficult to resell its Common Shares;*
- (d) there is no assurance that the exploration work disclosed herein will be successful in its quest to find a commercially viable quantity of mineral resource;*
- (e) Rockgate has only limited funds with which to explore its properties and to identify and evaluate other opportunities there can be no assurance that the Company will be able to complete either with the funds on hand;*
- (f) The Company has a history of operating losses and may have operating losses and a negative cash flow in the future;*
- (l) the Company's commercial efforts may be financed in all or part by the issuance of additional securities by the Company and this may result in further dilution to the investor, which dilution may be significant and which may also result in a change of control of Rockgate;*

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Critical Accounting Estimates

The amount recorded for amortization of equipment, marketable securities and valuation of mineral properties are based on estimates of futures costs, market conditions and other relevant assumptions. By their nature, these estimates are subject to uncertainty and the effect on the financial statements of changes and estimates in future periods could be significant.

The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of the grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, not necessarily provide a reliable single measure of the fair value of the Company's share purchase options.

Changes in Accounting Policies

There were no changes in accounting policies during the period.

Accounting Changes

Section 1506, Accounting Changes, prescribes the criteria for changing accounting policies, together with the accounting treatment and disclosure of changes in accounting policies, changes in accounting estimates and corrections of errors. This Section allows for voluntary changes in accounting policies only if they result in the consolidated financial statements providing reliable and more relevant information. In addition, this Section requires entities to disclose the fact that they did not apply a primary source of GAAP that have been issued but not yet effective. This Section had no impact on the financial position or results of operations for the period ended December 31, 2009.

New Accounting Pronouncements

International Financial Reporting Standards (“IFRS”)

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada’s own generally accepted accounting principles. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company will adopt IFRS effective July 1, 2011 and will be required to restate, for comparative purposes, amounts reported by the Company for its year ended June 30, 2011.

In 2009 the Company began a preliminary assessment regarding the impact of the adoption of IFRS. The Company believes the skills and resources exist within the Company to manage the transition to IFRS with limited external assistance. The Company has begun to assess the impacts of the adoption of IFRS on its financial statements and is in the process of developing an IFRS changeover and implementation plan. Based on its *preliminary* assessment including the analysis of accounting policy choices available under IFRS and considering the current operations of the Company, the conversion is currently expected to have limited impact on the substance of the financial statements. The Company also plans to utilize the exemptions allowed under IFRS 1. The Company anticipates a significant increase in disclosure resulting from the adoption of IFRS as well as certain presentation differences. During 2009 and 2010 further work will be done to assess selections of IFRS policies, first-time adoption elections under IFRS 1 and the potential impact on IT and on the business activities of the Company.

Goodwill and Intangible Assets

In February 2008, the CICA Accounting Standards Board (“CICA”) issued Handbook Section 3064, “Goodwill and Intangible Assets”, which replaces Section 3062, “Goodwill and Intangible Assets”, and Section 3450, “Research and Development Costs”. Section 3064 establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. This new standard is effective for the Company’s interim and annual financial statements for its fiscal year commencing on July 1, 2009. Effective July 1, 2009, the Company adopted this Section and the adoption of this Section did not have a significant impact on the financial statements.

Business Combinations

In January 2009, the CICA issued Section 1582 “Business Combinations” to replace Section 1581. Prospective application of the standard is effective January 1, 2011, with early adoption permitted. This new standard effectively harmonizes the business combinations standard under Canadian GAAP with International Financial Reporting Standards (“IFRS”). The new standard revises guidance on the determination of the carrying amount of the assets acquired and liabilities assumed, goodwill and accounting for non-controlling interests at the time of a business combination. The CICA concurrently issued Section 1601 “Consolidated Financial Statements” and Section 1602 “Non-Controlling Interests,” which replace Section 1600 “Consolidated Financial Statements.” Section 1601 provides revised guidance on the preparation of consolidated financial statements and Section 1602 addresses accounting for

non-controlling interests in consolidated financial statements subsequent to a business combination. These standards are effective January 1, 2011, unless they are early adopted at the same time as Section 1582 "Business Combinations." The adoption of this standard is not expected to have a material effect on the Company's financial statements.

Consolidated Financial Statements and Non-Controlling Interests

In January 2009, the CICA issued Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-controlling Interests", which together replace the existing Section 1600, "Consolidated Financial Statements", and provide the Canadian equivalent to International Accounting Standard 27, "Consolidated and Separate Financial Statements (January 2008)". The new sections will be applicable to the Company on July 1, 2011. Section 1601 establishes standards for the preparation of consolidated financial statements, and Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The Company is assessing the impact, if any, of the adoption of these new sections on its financial statements.

Financial Statement Concepts

Effective for financial statements relating to fiscal years beginning on or after October 1, 2008, CICA Handbook Section 1000 "Financial Statement Concepts" was revised to remove material that permitted the recognition of assets that might not otherwise meet the definition of an asset and to add guidance from the International Accounting Standards Board's (IASB) "Framework for the Preparation and Presentation of Financial Statements" that helps distinguish assets from expenses. The Company is currently in the process of evaluating the impact of this new standard for adoption.

Financial Instruments and Other Instruments

Capital Disclosure

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

Financial Instrument Risk Exposure

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to cash and cash equivalents, receivables and loan receivable. The Company manages credit risk by investing its cash and cash equivalents with Canadian Chartered banks. The Company has no significant concentration of credit risk arising from operations. The receivables include primarily goods and services tax due from the Federal Government of Canada. Management believes that the credit risk concentration with respect to its receivables and loan receivable is remote.

Liquidity risk

Liquidity risk is the risk that the Company is not able to meet its financial obligations as they fall due. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. The Company may seek additional financing through equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2009, the Company has working capital of \$6,280,666. All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company believes it has adequate cash flows and cash on hand to discharge its financial obligations.

Market risk

(a) Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. As at December 31, 2009, the Company has cash and cash equivalents of \$6,458,332, a one percentage increase or decrease in the interest rate would have an approximately \$16,145 impact to the consolidated statements of operations for the period.

(b) Foreign currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars: therefore, foreign currency risk is minimal.

Foreign currency exchange rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in foreign exchange rates. As at December 31, 2009, cash of \$6,458,332 includes US\$1,523,482 (2008: cash of \$5,357,118 includes US\$488,639), receivables of US\$67,347 and an exploration advance of US\$275,000. Assuming all other variables remain constant, a fluctuation of one cent in the exchange rate of the US dollar to the Canadian dollar would result in an annual increase (decrease) on profit or loss of approximately

\$18,658. The Company considers this risk to be somewhat significant and therefore does hedge its foreign exchange risk accordingly.

(c) Price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Disclosure Controls and Procedures

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited financial statements and that (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the audited financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal controls over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing Venture Issuer Basic Certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of the Company to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Table of Contractual Obligations

<i>Contractual Obligations:</i>	<i>Payments Due by Period:</i>
<p>Management Contract with</p> <p>Pursuant to a Management Services Agreement dated September 22, 2008, effective as of November 1, 2007 and as amended as of October 1, 2009, the Company has engaged Pacific Equity Management Corporation ("PEMC") for management services. PEMC is a management services company controlled by Karl Kottmeier and Douglas E. Ford, each of whom is a director and/or officer of the Company, and Kirk Gamley, an officer of the Company. The monthly management fee payable under the Agreement is \$40,000, plus GST. The services provided by PEMC include the provision of the services of the following officers and employees: President, Chief Financial Officer; Vice President-Corporate Development; Vice President-Finance, Administrator and Receptionist. The Agreement may be terminated by either party on six months notice. In the event there is a change of effective control of the Company, PEMC has the right to terminate the Agreement and in such event the Company shall pay PEMC a severance payment equal to twenty-four (24) months management fees. For purposes of the Agreement, "change of effective control" of the Company shall be deemed to have occurred when voting shares of the Company are acquired by any one person or group of persons acting in concert, through one transaction or a series of transactions, which when added to the number of voting shares previously owned by such person or group of persons acting in concert, would equal at least twenty percent (20%) of the total issued voting shares of the Company from time to time.</p>	<p>Pacific Equity Management Corp.</p> <p>\$40,000 per month</p>
<p>Management Contract with</p> <p>Pursuant to a Management Services Agreement dated September 22, 2008, effective as of November 1, 2007, the Company has engaged Geocon Enterprises Inc. ("Geocon") for management services. Geocon is a management services company controlled by Lorne Warner a director and officer of the Company. The monthly management fee payable under the Agreement is \$10,000, plus GST. The services provided by Geocon include the provision of the services of the Vice President-Exploration. The Agreement may be terminated by either party on six months notice. In the event there is a change of effective control of the Company, Geocon has the right to terminate the Agreement and in such event the Company shall pay Geocon a severance payment equal to twelve (12) months management fees. For purposes of the Agreement, "change of effective control" of the Company shall be deemed to have occurred when voting shares of the Company are acquired by any one person or group of persons acting in concert, through one transaction or a series of transactions, which when added to the number of voting shares previously owned by such person or group of persons acting in concert, would equal at least twenty percent (20%) of the total issued voting shares of the Company from time to time.</p>	<p>Geocon Enterprises Inc.</p> <p>\$10,000 per month</p>
<p>Management Contract with</p> <p>Pursuant to a Consulting Agreement dated as of March 1, 2009, the Company has engaged Wildrock Resources Consulting and Drafting</p>	<p>Wildrock Resources Consulting and Drafting,</p> <p>\$10,000 per month</p>

<p>("Wildrock") for consulting services. Wildrock is services company controlled by Christopher J. Wild a director of the Company. The monthly management fee payable under the Agreement is \$10,000, plus GST. The services provided by Wildrock include the provision of the services of Christopher J. Wild as Delta's exploration manager. The Agreement has a one year term and may be terminated by either party on three months notice.</p>	
<p>Rent & Office Services Contract with</p> <p>Pursuant to a Services Agreement dated as of March 1, 2007, the Company has agreed to pay to Contact Financial Inc. ("Contact") \$30,000 per annum, payable monthly, plus GST for the provision of office space, office equipment and associated administrative services. The Agreement may be terminated by either party on six months notice.</p>	<p>Contact Financial Inc.</p> <p>\$30,000 per annum</p>

Related Party Transactions

a) Included in accounts payable and accrued liabilities as at December 31, 2009 is \$2,608 (2008: \$7,408) owing to directors of the Company for the recovery of expenses paid on behalf of the Company. This amount is unsecured, non-interest bearing and due on demand.

b) During the period ended December 31, 2009, the Company paid \$15,000 (2008: \$15,000) for rent and office services to a private company controlled by an officer of the Company and in which a second officer and director is a significant shareholder. Pursuant to the services agreement, the Company is required to pay \$30,000 per year and the agreement can be terminated by either party with six months notice.

c) During the period ended December 31, 2009, the Company paid a total of \$210,000 (2008: \$180,000) to a company controlled by officers of the Company for management services; and \$14,000 (2008: \$nil) to the independent directors of the Company as Directors' fees.

d) Included in exploration and drilling expense is \$120,000 (2008: \$60,000) paid to two private companies controlled by two directors of the Company for geological and engineering services.

e) Included in exploration and drilling expense is \$nil (2008: \$24,000) paid to a private company controlled by a director of the Company for equipment rental.

f) During the period ended December 31, 2009, the Company reimbursed \$295,119 (2008: \$61,581) to directors and to private companies controlled by certain directors and officers, for expenses they paid on behalf of the Company. Included in the above amount is \$13,271 (2008: \$21,475) paid to a related party for general liability insurance and directors' & officers' liability insurance that they paid on behalf of the Company.

The above transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

Share Capital Data

The following table sets forth the Company's share capital data as at February 15, 2010:

Common Shares -issued & outstanding	67,350,158		
Warrants ⁽¹⁾	2,036,000	Expiry: 03/27/2010	Exercise price: \$1.25
Warrants ⁽¹⁾	280,000	Expiry: 03/27/2010	Exercise price: \$0.75
Warrants	6,111,111	Expiry: 07/28/2011	Exercise price: \$0.55
Share Purchase Options	500,000	Expiry: 11/28/2011	Exercise price: \$0.40
Share Purchase Options	950,000	Expiry: 01/18/2012	Exercise price: \$0.35 ⁽²⁾
Share Purchase Options	375,000	Expiry: 01/02/2013	Exercise price: \$0.35 ⁽²⁾
Share Purchase Options	3,100,000	Expiry: 03/05/2014	Exercise price: \$0.35
Share Purchase Options	1,500,000	Expiry: 08/12/2014	Exercise price: \$0.55
Share Purchase Options	150,000	Expiry: 01/04/2015	Exercise price: \$0.66

(1) Further to the Northrock Arrangement, any of these warrants that are exercised will receive the common shares of the Company underlying the warrants, plus one unit of Northrock for each three common shares of the Company received. The Company is required to pay 25% of any warrant exercise proceeds to Northrock.

(2) Adjusted pursuant to March 6, 2009 re-set of exercise prices.

Subsequent Events

Pursuant to the Company's 2006 Stock Option Plan, options to purchase 150,000 common shares at \$0.66 per share were granted to a recently appointed director. The options will expire on January 4, 2015.

Further Information

Additional information about the Company is available at the Company's website www.rockgatecapital.com and/or the Canadian disclosure website www.sedar.ca