DECADE RESOURCES LTD.
MANAGEMENT DISCUSSION AND ANALYSIS ("MD&A")
for the six months ended October 31, 2009

Introduction

Decade Resources Ltd. ("the Company") is a TSX Venture Exchange ("TSX-V") listed company. The Company is in the exploration stage and is engaged in the acquisition and exploration of mineral properties in British Columbia. The Company also holds an oil and gas drilling licence in British Columbia.

This discussion and analysis of financial position, results of operations and cash flows of Decade Resources Ltd. for the six months ended October 31, 2009 includes information up to and including December 10, 2009 and should be read in conjunction with the Company's interim financial statements for the six months ended October 31, 2009 and the Company's annual audited financial statements for the year ended April 30, 2009. The interim financial statements for the six months ended October 31, 2009 have been prepared in accordance with accounting policies consistent with those used in the audited financial statements for the year ended April 30, 2009. All dollar figures are in Canadian dollars.

For additional information, the reader is encouraged to review the Company's statutory filings on www.sedar.com or to visit the Company's website www.decaderesources.ca.

Disclosure Controls and Procedures & Internal Controls Over Financial Reporting

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The audit committee meets with management to review the financial statements and the MD&A, and to discuss other financial, operating and internal control matters.

Cautionary Statement Regarding Forward-Looking Statements

Certain statements contained in this MD&A 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 be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Readers are cautioned not to 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 and uncertainties set forth in this MD&A.

The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company or on its behalf, except in accordance with applicable securities laws.

Overall Performance

Mineral Properties:

Red Cliff

On November 19, 2008, the Company entered into an option agreement with Mountain Boy Minerals Ltd. ("Mountain Boy"), a company with directors in common with the Company to acquire up to a 60% interest in the Red Cliff property. In order to earn the 60% interest the Company must incur exploration expenditures on the property of $500,000 in the first year, $500,000 in the second year and $250,000 in the third year.

On September 3, 2009, the Company announced that pursuant to a second agreement, Mountain Boy had granted the Company the right to earn an additional 20% in the Red Cliff property, increasing the Company's interest to up to 80%. In order to earn the additional 20% interest, the Company will issue 250,000 common shares on signing of the second agreement, spend $3,000,000 in the two years subsequent to its 60% earn-in, pay $100,000 within 6 months of signing the second agreement and pay $500,000 upon earn-in of the 80% interest. The second agreement has been conditionally approved subject to Mountain Boy providing the TSX-V with evidence of value and receiving disinterested shareholder approval at a special meeting of its shareholders.

The Red Cliff is a gold/copper property consisting of eight mineral claims situated in the Skeena Mining division north of the town of Stewart, British Columbia. Seven known zones of copper-gold and/or gold mineralization occur on the property. The two main zones include the Red Cliff and the Montrose/Waterpump zones. The Red Cliff zone contains 2,300 metres of underground development on 5 levels over a height of several hundred meters with limited Cu-Au production reported in 1910-12 and 1973. From 1910 to 1912, production from the Red Cliff zone amounted to approximately 1,136 tonnes estimated to average 5% Cu. In 1972, some 3,776 tonnes of ore was sent to a local mill. The only reserve estimate reported for the Red Cliff zone was in 1912 showing a total of 18,900 tonnes averaging 3.19% Cu and 2.86 grams per tonne gold. This estimate was only for broken mineralized material within a stope on one of the levels in the mine. This estimate is historical and is not 43-101 compliant and is used for reference purposes only.

On the Montrose zone, in 1939 – 1941, there were 65 tons mined averaging 69.27 grams/tonne gold, (2.45 ounces per ton Au (opt)), 83.4 grams/tonne silver (2.95 opt Ag), 0.91% Cu, 3.5% lead and 4.41% zinc. Work in this area during a previous operator's surface sampling programs yielded 19.31 g/t Au over 2.43 m and 7.93g/t Au over 3.81 m. In 1988, the Waterpump zone, which represents the south fault extension of the Montrose Zone was sampled. It is located approximately 50 meters south of the 1939-1941 mining area. A trench over the zone gave values consisting of 21.37 g/t Au over 4.2 m and 6.89 g/t Au over 3.3 m with 2.0 m of dyke between the values. Across the entire zone including the dyke, the sampling yielded an average of 12.07 g/t Au over 8.5 m.

In the spring of 2009, the Company commenced surface exploration on the Red Cliff property and received the necessary government permits to commence drilling on the property. A drill program was planned which was designed to extend the Montrose zone both north and south of its defined strike length.

The Company completed the drill program in the fall of 2009. To October 31, 2009, the Company has incurred exploration expenditures on the Red Cliff property totalling $1,378,626.

Diamond drilling has intersected wide zones of gold mineralization in an extension to the bonanza gold bearing Montrose zone on the Red Cliff property. Locally fine visible gold is associated with a stockwork of quartz-chalcopyrite-pyrite stringers occurring along a 30 meter wide shear zone. Strong disseminated and fracture filled pyrite mineralization as well as galena-sphalerite-visible gold form an envelope to the above stockwork mineralization. The only surface exposures of the Montrose zone occurring along the canyon walls of Lydden Creek are up to 30 meters wide. The area of drilling was 500 meters north of this exposed zone that was high graded during previous activities and was extended along strike to the north. True width of the zone is unknown at present as gold values are related to both east-west and north-south stringers within the overall north trending zone that is at least 30 meters wide.

The Company completed 36 diamond drill holes on the Montrose zone within the Waterloo and Little Pat Fraction Crown granted claims of the Red Cliff property.

Based on this drilling, the two main mineral zones, Montrose and Red Cliff appear to be part of one big mineralizing event. This large mineralized zone includes the following dimensions:

1. Mineralization has been outlined over 1.5 kilometers of strike. This distance extends from the area of DDH-Mon-2009-1 to DDH-Mon-2009-11 to the portals at the south end of the property along Lydden Creek. At the south end of the claims, parallel copper-gold zones are indicated in the portal area of the original Red Cliff mine workings. To date, exploration has only tested a very small portion of this system.

2. Mineralization extends from at least 200 meters above sea level at the portal area to over 725 meters above sea level in the area of DDH-Mon-2009-1 to DDH-Mon-2009-11.

3. Mineralization occurs in zones that are up to 30 meters wide.

Based on this drilling, three separate mineralizing events appear to be present in the Montrose zone. These are as follows:

1. An early stage of chlorite-sericite alteration followed by silicification. This altered rock was subsequently brecciated with minute fractures filled by up to 15 to 20 % pyrite.

2. A second stage of mineralization where quartz-chalcopyrite-pyrite-visible gold was emplaced as a stockwork zone along fractures in the silicified, pyritic rock.

3. Late stage galena-sphalerite-chalcopyrite-pyrite-visible gold mineralization along the eastern edge of the Montrose zone. Massive galena-pale yellow sphalerite form veins up to 3-4 cm wide in a 3-5 meter thick zone. Sulphides may form up to 15-20 % of the galena rich portions.

The drilling from a wooden drill deck within Lydden Creek was completed in order to provide gold tenor across the indicated 30 meter wide Montrose zone as well provide information on continuity and depth extent of the mineralization. This will test an area approximately 100 meters in length along the valley floor as well as 200-300 meters of depth.

Core logging and cutting is progressing with the insertion of blanks and standards to ensure quality control in the assaying. Complete assay results are available in the Company's news releases or on the Company's website.

The Company's recent fieldwork has identified premier porphyry rocks on the property. The premier porphyry rocks are associated with the mineralization of the Silbak Premier mine located eight kilometres from Red Cliff on the west side of the Bear River Ridge. The Red Cliff property is on the east side of the ridge. The Silbak-Premier mine has produced over two million ounces of gold.

Ed Kruchkowski, P. Geo., a qualified person under National Instrument 43-101, is in charge of the exploration program on the Red Cliff property.

Silver Crown

During the six months ended October 31, 2009, the Company received B.C. mining tax credit refunds for its 2007 and 2008 taxation years totalling $94,207 in respect to exploration and development work done on the Silver Crown property in those years. No exploration work was done on the Silver Crown property during the six months ended October 31, 2009.

On December 1, 2006, the Company entered into an option agreement with Silver Grail Resources Ltd. and Teuton Resources Corp. to earn a 100% interest in the Silver Crown Property. The Company can earn a 100% interest in the Silver Crown Property by spending up to $1,500,000 on exploration expenditures on the property within five years of the date of the agreement, by making cash payments totalling $100,000 ($70,000 paid) within five years of the date of the agreement, by issuing 100,000 common shares of the Company at the date of signing the agreement (issued) and by issuing an additional 200,000 common shares on or before November 17, 2010. On commencement of commercial production the Silver Crown Property will be subject to a 2% net smelter return royalty in favour of the optionors.

The Company has completed drill 9 holes totalling over 4,500 ft. on the Silver Crown property. Total exploration and development costs incurred on the Silver Crown property to October 31, 2009 are $464,266.

Kitimat

On October 16, 2009, the Company acquired a 100% interest in three mineral claims located near Kitimat, British Columbia for $100,000. The claims are subject to a 2% net smelter return royalty.

On November 23, 2009, the Company entered into an agreement to purchase thirty five mineral claims located near Kitimat, British Columbia for $5,000 and 200,000 common shares. Regulatory approval for the agreement was received on December 2, 2009 and the 200,000 common shares were issued at $0.28 per share being the closing price of the Company's shares on that date.

The Company plans to immediately conduct a program including soil sampling and mapping using existing logging roads in the area. The Company is applying for the necessary permits to conduct a drill program on the properties.

Wollaston Lake

By a purchase agreement dated April 27, 2007, the Company purchased a 100 % interest in eight mineral claims located in the Wollaston Lake area of Saskatchewan in consideration of the issuance of 450,000 common shares of the Company valued at $45,000. The value was determined by the market price of the shares when issued. The Company has paid $17,400 in staking costs and incurred exploration and development costs of $46,536 on the Wollaston Lake claims. During the year ended April 30, 2009, the Company wrote off all costs incurred on these claims totalling $108,936.

Oil and Gas Property:

Pink Mountain

The Company acquired a 100% interest in an oil and gas license located in British Columbia from a company with directors in common with the Company for $153,858 and the possible future issuance of 1,000,000 common shares. The shares are to be issued if and when the property is placed into commercial production of more than 50 barrels of oil per day, including barrels of oil equivalent in natural gas, for 30 consecutive days. The licence will expire on September 13, 2013. During the year ended April 30, 2009, the Company incurred exploration and development expenditures of $60,466 on the Pink Mountain property. These expenditures included an airborne gas detection survey over the property. No exploration work was done on the Pink Mountain property during the six months ended October 31, 2009.

Selected Annual Information

The following financial data is selected information for the most recently completed fiscal years:

		April 30, 2009		April 30, 2008		April 30, 2007
Total revenues	$	-	$	-	$	-
Net loss for the year	$	(359,112)	$	(405,455)	$	(15,776)
Basic loss per share	$	(0.03)	$	(0.05)	$	(0.01)
Total assets	$	1,078,281	$	876,006	$	533,599
Total long-term liabilities	$	-	$	-	$	20,264
Cash dividends per share	$	-	$	-	$	-

Results of Operations

The following discussion should be read in conjunction with the financial statements and related notes thereto for the six months ended October 31, 2009.

The Company incurred a net loss of $326,439 for the six months ended October 31, 2009 compared to a net loss of $179,746 for the six months ended October 31, 2008.

General and administrative expenses for the six months ended October 31, 2009 were $327,678 compared to $213,378 for the six months ended October 31, 2008. Expenses were generally higher in comparison to the prior period as the activity level of the Company increased substantially in the current quarter. The Company completed three private placements for gross proceeds of $2,100,500 to fund the drilling program on the Red Cliff property.

As a result of the increased activity, accounting fees, consulting fees, filing fees, legal fees, management fees and transfer agent fees were all higher than in the prior period. In addition, the Company incurred several new costs such as shareholder communications costs and rent for the Company's new Vancouver office.

Cash provided by operations for the six months ended October 31, 2009 was $184,801 compared to cash used in operations of $171,308 for the six months ended October 31, 2008. The 2009 figure was higher due to the $525,564 increase in accounts payable of which $421,686 was owed to Mountain Boy Minerals Ltd and was paid subsequent to the quarter. Cash used in investing activities for the six months ended October 31, 2009 was $1,120,915 compared to $58,857 during the six months ended October 31, 2008 due to increased exploration primarily on the Red Cliff property.

Summary of Quarterly Results

The following summary of quarterly results is derived from the Company's unaudited interim financial statements:

	Q2 Oct. 31, 2009	Q1 July 31, 2009	Q4 Apr. 30, 2009	Q3 Jan. 31, 2009
Total revenues	$ -	$ -	$ -	$ -
Net income (loss) for the quarter	$ (195,073)	$ (131,366)	$ (234,595)	$ 55,229
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.01)	$ 0.00

	Q2 Oct. 31, 2008	Q1 Jul. 31, 2008	Q4 Apr. 30, 2008	Q3 Jan. 31, 2008
Total revenues	$ -	$ -	$ -	$ -
Net income (loss) for the quarter	$ (76,946)	$ (102,800)	$ (175,341)	$ (159,439)
Basic and diluted loss per share	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.02)

Liquidity and Capital Resources

At October 31, 2009, the Company had working capital of $1,151,274. The Company's working capital increased by $1,148,751 during the six months ended October 31, 2009. To date, the Company has been able to fund operations and resource property exploration through equity financings. The current financial equity market conditions and the inhospitable funding environment make it difficult to raise capital through the private placements of shares. The junior resource industry has been severely affected by the world economic situation as it is considered speculative and high-risk in nature, making it even more difficult to fund. While the Company is using its best efforts to achieve its business plans by examining various financing alternatives, there is no assurance that the Company will be successful with its financing ventures.

Financing Activities

On June 24, 2009, the Company completed a private placement of 1,416,666 units at $0.06 per unit for proceeds of $85,000. Each unit contained one common share and one share purchase warrant entitling the holder to purchase an additional common share at $0.10 per share until June 24, 2011. Proceeds from the private placement were used for working capital. There was no commission payable in connection with the private placement.

On July 15, 2009, the Company completed a private placement of 3,000,000 units at $0.05 per unit for proceeds of $150,000. Each unit contained one flow-through common share and one share purchase warrant entitling the holder to purchase an additional common share at $0.10 per share until July 15, 2011. Proceeds from the private placement were used for exploration of the Red Cliff property. There was no commission payable in connection with the private placement.

On October 8, 2009, the Company issued 1,573,034 common shares pursuant to a private placement of 1,573,034 units at $0.89 per unit for gross proceeds of $1,400,000. Each unit contained one flow-through common share and one-half non-flow-through share purchase warrant entitling the holder to purchase an additional common share for each full warrant held at $1.00 until October 8, 2011. The Company paid finder's fees of $137,500 and issued 151,685 agent's compensation units. Each agent's compensation unit is exercisable at $0.89 into one common share and one-half a share purchase warrant entitling the holder to purchase an additional common share for each full warrant held at $1.00 until October 8, 2011. Proceeds from the private placement were used for exploration of the Red Cliff property.

On October 15, 2009, the Company issued 937,500 common shares pursuant to a private placement of 937,500 units at $0.32 per unit for gross proceeds of $300,000. Each unit contained one flow-through common share and one non-flow-through share purchase warrant entitling the holder to purchase an additional common share at $0.43 until October 15, 2011. The Company issued 39,938 units as finder's fees with the same terms as those issued pursuant to the private placement.

On October 20, 2009, the Company issued 450,000 common shares pursuant to a private placement of 450,000 units at $0.89 per unit for gross proceeds of $400,500. Each unit contained one flow-through common share and one-half non-flow-through share purchase warrant entitling the holder to purchase an additional common share for each full warrant held at $1.00 until October 20, 2011. The Company paid finder's fees of $5,000 and issued 11,236 agent's compensation units. Each agent's compensation unit is exercisable at $0.89 into one common share and one-half a share purchase warrant entitling the holder to purchase an additional common share for each full warrant held at $1.00 until October 20, 2011.

During the three months ended October 31, 2009, the Company issued 1,630,032 common shares pursuant to the exercise of share purchase warrants at $0.20 for proceeds of $326,006.

During the three months ended October 31, 2009, the Company issued 3,750 common shares pursuant to the exercise of share purchase options at $0.11 for proceeds of $413.

Off Balance Sheet Arrangements

None.

Transactions with Related Parties

During the six months ended October 31, 2009 and 2008, the Company incurred the following charges from directors of the Company, companies with directors in common with the Company and a company who is a major shareholder of the Company:

	2009	2008
Deferred exploration costs – drilling	$ 731,120	$ -
Deferred exploration costs – equipment rental	119,905	-
Deferred exploration costs – geological	46,200	5,000
Deferred exploration costs – road building	148,912	-
Deferred exploration costs – supervision	68,800	-
Management fees	55,500	24,000
Property investigations	25,600	-
Rent	3,500	-
	$ 1,199,537	$ 29,000

At October 31, 2009, prepaid expenses and advances includes $17,000 (April 30, 2009: $Nil) advanced to a director of the Company and to a company with a director in common with the Company.

At October 31, 2009, the Company had advanced $Nil (April 30, 2009: $300,000) for a drilling program to be undertaken on the Red Cliff property by another public company with directors in common with the Company.

At October 31, 2009, accounts payable and accrued liabilities includes $454,655 (April 30, 2009: $Nil) owed to directors of the Company, to companies with directors in common with the Company and to a company who is a major shareholder of the Company.

Proposed Transactions

None.

Critical Accounting Estimates

Significant accounts that require estimates as the basis for determining the stated amounts include mineral properties and stock-based compensation.

The recoverability of the amounts capitalized for the undeveloped mineral properties and the oil and gas property is dependent upon the determination of economically recoverable reserves, confirmation of the Company's interest in the underlying claims, the ability of the Company to obtain the necessary financing to complete development of the properties and on future profitable production or proceeds from the disposition properties.

At October 31, 2009, management considers that no impairment provision is required to the carrying costs of its remaining mineral properties or the oil and gas property.

The Company uses the Black-Scholes option valuation model to calculate the fair value of share purchase options at the date of 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.

Changes in Accounting Policies

The Company's significant accounting policies are summarized in Note 2 to its April 30, 2009 annual audited financial statements. There were no changes in the Company's accounting policies during the six months ended October 31, 2009.

Adoption of New Accounting Standards

Goodwill and Intangible Assets

The AcSB issued CICA Handbook Section 3064 which replaces Section 3062, Goodwill and Other Intangible Assets, and Section 3450, Research and Development Costs. This new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets. Standards concerning goodwill remain unchanged from the standards included in the previous Section 3062. The section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008. Accordingly, the Company will adopt the new standards for its fiscal year beginning May 1, 2009. It establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062.

Recent Pronouncements

International Financial Reporting Standards ("IFRS")

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 ("GAAP") and 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 GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of May 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended April 30, 2011. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be estimated at this time.

International Financial Reporting Standards ("IFRS")

The Company will be required to report utilizing IFRS effective on May 1, 2011. In order to accomplish this, the Company will need to have a comparative statement prepared utilizing IFRS available for July 31, 2010. Effectively this means that IFRS will need to be implemented May 1, 2010 with an opening balance sheet.

The Company has begun to familiarize itself with IFRS. In addition, the audit committee will determine whether additional training for its directors and officers is necessary. The Company is in the process of determining which International Accounting Standards will affect its financial statements and if there are any choices to be made in the adoption of the new standards.

Financial Instruments and Other Instruments

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The Company's cash is exposed to credit risk. The Company reduces its credit risk on cash and cash equivalents by placing these instruments with institutions of high credit worthiness.

Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Company's accounts payable and accrued liabilities are all current and due within 90 days of the balance sheet date. The Company ensures that it has sufficient capital to meet its short-term financial obligations.

Risks and Uncertainties

In addition to the risks and uncertainties outlined earlier in this management discussion, the Company is also subject to other risks and uncertainties including the following:

General Risk Associated with the Mining Industry

Mining exploration is an inherently risky business with no guarantees that further exploration will result in an economically viable mine. Among the risks faced by the Company are such things as title risk, competition risk, financing risk, permitting risk, commodity price risk and environmental regulation risk.

Mining activities involve risks which careful evaluation, experience and knowledge may not eliminate. The commercial viability of any mineral deposit depends on many factors not all of which are within the control of management. Some of the factors that affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure, government regulation, taxes, royalties, land tenure, land use, environmental protection and reclamation and closure obligations. Management attempts to mitigate its exploration risk through a strategy of possible joint ventures with other companies which balances risk while at the same time allows properties to be advanced.

Dependence on Key Personnel

Loss of certain members of the executive team or key operational leaders of the company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacement is found. Recruiting personnel is time consuming and expensive and the competition for professionals are intense. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

Disclosure of Outstanding Share Data

a) Issued:

	Number	Amount
Balance, October 31, 2009	23,367,525	$ 3,661,998
Balance, December 10, 2009	23,567,525	$ 3,717,998

b) Share Purchase Warrants:

At October 31, 2009 and December 10, 2009, the Company had 9,391,894 share purchase warrants outstanding entitling the holders thereof the right to purchase one common share for each warrant held as follows:

Number of Warrants	Weighted Average Exercise Price	Expiry Date
133,333	$0.20	October 27, 2010
2,852,940	$0.25	December 15, 2010
1,416,666	$0.10	June 24, 2011
3,000,000	$0.10	July 15, 2011
786,517	$1.00	October 8, 2011
977,438	$0.43	October 15, 2011
225,000	$1.00	October 20, 2011
9,391,894	$0.28	

c) Compensation Units:

At October 31, 2009 and December 10, 2009, the Company had 448,215 agent's compensation units outstanding as follows:

Number of Units	Weighted Average Exercise Price	Expiry Date
285,294	$0.17	December 15, 2010
151,685	$0.89	October 8, 2011
11,236	$0.89	October 20, 2011
448,215	$0.43	

d) Share Purchase Options:

At October 31, 2009 and December 10, 2009, the Company had 1,956,250 share purchase options outstanding entitling the holders thereof the right to purchase one common share for each option held as follows:

Number of Options	Weighted Average Exercise Price	Expiry Date
1,550,000	$0.45	May 15, 2012
406,250	$0.11	April 23, 2014
1,956,250	$0.38	