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OFFICE OF INTERNATIONAL  
SECURITIES AND EXCHANGE

FROM THE OFFICE OF Joy Syho  
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FILE NUMBER 67952-00001

June 1, 2009

Office of International Corporate Finance  
c/o Securities and Exchange Commission  
450 - 5th Street N.W.  
Washington, D.C. USA 20549



SUPPL

Dear Sirs:

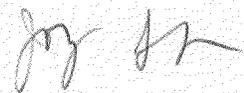
**Re: Paragon Minerals Corporation - Exemption No. 82-35102**

We are solicitors for Paragon Minerals Corporation which was issued an exemption pursuant to Rule 12(g)3-2(b) under the United States Securities Exchange Act of 1934. We enclose the following for filing with you:

1. Index to the documents enclosed; and
2. copies of the documents listed on the Index in the same order with the exemption number noted thereon.

If you have any further requirements, please let us know.

Yours truly,  
**DAVIS LLP**  
Per:

  
Joy Syho  
Paralegal  
jss

Encs.

Davis:5002064.1



Date: June 1, 2009

Exemption No: 82-35102

**PARAGON MINERALS CORPORATION**  
*(the "Company")*

**LIST OF DOCUMENTS BEING SUBMITTED**

1. Material filed with the Director of Corporations as required under the Business Corporations Act (Canada) and regulations thereunder ("Canada"), with the Registrar of Companies as required by the Business Corporations Act (British Columbia) and regulations thereunder ("BC"), with the Registrar of Corporations as required to maintain the Company's extra-provincial registration in Newfoundland and Labrador under the Business Corporations Act (Newfoundland and Labrador) and regulations thereunder ("Newfoundland") and with the Registrar of Corporations as required to maintain the Company's extra-territorial registration in the Nunavut Territory under the Business Corporations Act (Nunavut) and the regulations thereunder ("Nunavut")

	<u>Document Name or Information</u>	<u>Date Filed</u>
(a)	Incorporation Documents	
	(i) Canada	N/A
(b)	Extra-provincial Registration	
	(i) BC	N/A
	(ii) Newfoundland	N/A
	(iii) Nunavut	N/A
(c)	Annual Reports	
	(i) Canada	N/A
	(ii) BC	N/A
	(iii) Newfoundland	N/A
	(iv) Nunavut	N/A
(d)	Notices Filed with Registrar of Companies	
	(i) Canada	N/A

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2009 JUN 15 A 7-9

- (ii) BC N/A
- (iii) Newfoundland N/A
- (iv) Nunavut N/A
- (e) Special Resolution
  - (i) Canada N/A
  - (ii) BC N/A
  - (iii) Newfoundland N/A
  - (iv) Nunavut N/A

2. **Materials filed with the Securities Commissions of British Columbia, Alberta, Quebec and Ontario (the “Securities Commissions”) under the Securities Act (British Columbia), the Securities Act (Alberta), the Securities Act (Quebec), and the Securities Act (Ontario), the regulations under such acts as well as under Canadian Securities Administrators National Instrument 51-102, Continuous Disclosure Obligations (“NI 51-102”), National Instrument 54-101, Shareholder Communications (“NI 54-101”), National Instrument 45-106, Prospectus and Registration Exemptions (“NI 45-106”), National Instrument 52-109, Certification of Disclosure in Issuers’ Annual and Interim Filings (“NI 52-109”), and National Instrument 43-101, Standards of Disclosure for Mineral Projects (“NI 43-101”):**

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<u>Document Name or Information</u>	<u>Date Filed</u>
(a) Annual Report consisting of:	
(i) Audited annual financial statements and auditors’ report thereon and	N/A
(ii) Management’s Discussion and Analysis	
(b) Annual Information Form (not mandatory and not filed)	N/A
(c) Annual CEO and CFO Officer Certifications under NI 52-109	N/A
(d) Quarterly Interim Financial Statements and Management’s Discussion and Analysis	May 29, 2009 for the second quarter ended March 31, 2009
(e) Interim CEO and CFO Officer Certifications under NI 52-109	May 29, 2009 for the second quarter ended March 31, 2009
(f) News Releases	May 25, 2009
(g) Form 51-102F3, Material Change Report	N/A
(h) Notice of Meeting and Record Dates of shareholders’ meeting	N/A
(i) Notice of shareholders’ meeting, Form of Proxy and Management’s Information Circular	N/A
(j) Form 45-106F1, Report of Exempt Distribution	N/A

(k)	Notice of Change in Year End by more than 14 Days	N/A
(l)	Notice of Change in Corporate Structure	N/A
(m)	Notice of Change of Auditors	N/A
(n)	Business Acquisition Report under NI 51-102	N/A
(o)	Copy of any disclosure material sent to securityholders or in the case of a SEC issuer, that is furnished to the SEC including material filed as exhibits to other documents if not previously filed	N/A
(p)	Notice of Change of Status Report	N/A
(q)	Filing of documents Affecting the Rights of Securityholders including:	
(i)	material changes to charter documents	N/A
(ii)	securityholder or voting trust agreements to which the Company has access and that could reasonably be regarded as material to an investor in securities of the Company	N/A
(iii)	any securityholder rights plans or similar plans	N/A
(iv)	any other contract of the Company or subsidiary of the Company that creates or can reasonably be regarded as materially affecting the rights or obligations of the securityholders generally	N/A
(v)	copy of any contract that the Company or its subsidiaries is a party to other than a contract entered into in the ordinary course of business, that is material to the Company and was entered into within the last financial year or before the last financial year but is still in effect, <u>unless</u> an executive officer of the Company has reasonable grounds to believe that disclosure of certain provisions of the contract to be filed would be seriously prejudicial to the interests of the Company or would violate confidentiality provisions, in which case the contract may be filed with those provisions omitted or marked so as to be unreadable; provided however that contracts entered into before January 1, 2002 are not required to be filed.	N/A
(r)	Prospectus	N/A
(s)	Amendment to Prospectus	N/A

(t)	Takeover Bid Circular	N/A
(u)	Notice of Change or Variation to Takeover Bid Circular	N/A
(v)	Issuer Bid Circular	N/A
(w)	Notice of Change or Variation to Issuer Bid Circular	N/A
(x)	Initial Acquisition Report	N/A
(y)	Subsequent Acquisition Reports	N/A
(z)	Technical Reports	N/A

3. **Materials filed with the TSX Venture Exchange (“Exchange”) (as required by its rules and policies) :**

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	<u>Document Name or Information</u>	<u>Date Filed</u>
(a)	Exchange Filing Statement	N/A
(b)	Annual Report consisting of:	
	(i) Audited annual financial statements and auditors’ report thereon and	N/A
	(ii) Management’s Discussion and Analysis	
(c)	Annual Information Form (not mandatory and not filed)	N/A
(d)	Quarterly Interim Financial Statements and Management’s Discussion and Analysis	May 29, 2009 for the second quarter ended March 31, 2009
(e)	News Releases	May 25, 2009
(f)	Form 51-102F3, Material Change Report	N/A
(g)	Notice of Meeting and Record Dates of shareholders’ meeting	N/A
(h)	Notice of shareholders’ meeting, Proxy and Information Circular	N/A
(i)	Prospectus	N/A
(j)	Amendment to Prospectus	N/A
(k)	Takeover Bid Circular	N/A
(l)	Notice of Change or Variation to Takeover Bid Circular	N/A
(m)	Issuer Bid Circular	N/A
(n)	Notice of Change or Variation to Issuer Bid Circular	N/A

(o)	Initial Acquisition Report	N/A
(p)	Subsequent Acquisition Reports	N/A
(q)	Notice of Intention to Sell by a Control Person	N/A
(r)	Notice of Dividends	N/A
(s)	Exchange Bulletins announcing certain transactions:	
	(i) Promotional Investor Relations and Market-Making Activities	N/A
	(ii) Dividend/Distribution Declaration	N/A
	(iii) Private Placement	N/A
	(iv) Warrant Amendments	N/A
	(v) Shares for Debt	N/A
	(vi) Short Form Offering	N/A
	(vii) Acquisitions/Dispositions	N/A
	(viii) Notice of Intention to Make a Normal Course Issuer Bid	N/A
	(ix) Name Change without Consolidation or Split	N/A
	(x) Name Change and Consolidation/Split	N/A
(t)	Listing Application	N/A

**4. Materials distributed to security holders as required by the Business Corporations Act (Canada) and regulations thereunder and the Securities Acts of British Columbia, Alberta, Quebec and Ontario and regulations thereunder, NI 54-101 and the rules and policies of the TSX Venture Exchange:**

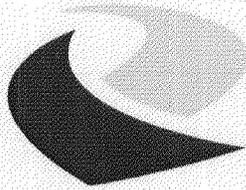
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	<u>Document Name or Information</u>	<u>Date Filed</u>
(a)	Annual Report consisting of:	
	(i) Audited annual financial statements and auditors' report thereon and	N/A
	(ii) Management's Discussion and Analysis	
(b)	Quarterly Interim Financial Statements and Management's Discussion and Analysis	N/A
(c)	Notice of shareholders' meeting, Proxy and Information Circular	N/A
(d)	Prospectus	N/A
(e)	Amendment to Prospectus	N/A
(f)	Issuer Bid Circular	N/A
(g)	Notice of Change or Variation to Issuer Bid Circular	N/A

Exemption No. 82-35102

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2009 JUN 15 A 7-7



**PARAGON MINERALS CORPORATION**

Financial Statements

Second Quarter ended March 31, 2009

*(Unaudited)*

*These financial Statements have not been reviewed by the Company's auditors.*

# PARAGON MINERALS CORPORATION

Balance Sheets

(Unaudited - Stated in Canadian Dollars)

	March 31, 2009	September 30, 2008
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents (note 5)	\$ 517,430	\$ 1,593,028
Amounts receivable	81,302	347,103
Prepaid expenses	22,265	12,638
	<u>620,997</u>	<u>1,952,769</u>
<b>Equipment (note 4)</b>	42,577	56,782
<b>Marketable securities (note 6)</b>	24,884	24,041
<b>Mineral property costs (note 7)</b>	11,241,535	10,492,773
	<u>\$ 11,929,993</u>	<u>\$ 12,526,365</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities	\$ 17,648	\$ 334,982
<b>Future income taxes</b>	137,525	218,911
	<u>155,173</u>	<u>553,893</u>
<b>Shareholders' equity</b>		
<b>Accumulated comprehensive loss</b>		
Deficit	(3,452,742)	(3,179,974)
Accumulated other comprehensive loss (note 9)	(129,889)	(116,232)
	<u>(3,582,631)</u>	<u>(3,296,206)</u>
<b>Share capital (note 8(a))</b>	14,058,649	14,054,149
<b>Contributed surplus (note 8(b))</b>	1,298,802	1,214,529
	<u>11,774,820</u>	<u>11,972,472</u>
	<u>\$ 11,929,993</u>	<u>\$ 12,526,365</u>

Nature and continuance of operations (note 1)

See accompanying notes to the financial statements

Approved by the Board of Directors:

*"Michael Vande Guchte"*

Michael Vande Guchte  
Director

*"David Adamson"*

David Adamson  
Director

# PARAGON MINERALS CORPORATION

## Statements of Operations and Deficit

(Unaudited - Stated in Canadian Dollars)

	For the three months ended March 31,		For the Six months ended March 31,	
	2009	2008	2009	2008
<b>Expenses</b>				
Amortization	\$ 4,950	\$ 4,987	\$ 10,443	\$ 9,085
General mineral exploration	-	240	-	3,347
Investor relations	2,255	32,960	4,886	63,546
Office and miscellaneous	17,184	19,963	38,087	43,088
Part XII.6 flow-through tax	1,855	35,000	1,855	38,809
Professional fees	26,504	59,573	35,199	66,807
Salaries and benefits	45,820	103,901	172,961	188,418
Stock-based compensation	1,715	60,217	47,193	145,646
Shareholder information	6,171	2,862	9,665	2,862
Transfer agent and filing fees	12,295	19,239	13,119	29,865
Travel and accommodation	396	4,224	6,535	9,964
<b>Loss before other items</b>	(119,145)	(343,166)	(339,943)	(601,437)
Write-off of mineral properties	(23,758)	-	(23,758)	-
Interest income	2,211	39,763	8,144	62,992
Other (loss) income	(288)	-	1,403	-
Future income tax (expense) recovery	223,319	126,805	81,386	149,117
<b>Net income (loss) for the period</b>	82,339	(176,598)	(272,768)	(389,328)
Deficit, beginning of the period	(3,535,081)	(1,188,980)	(3,179,974)	(976,250)
<b>Deficit, end of the period</b>	\$ (3,452,742)	\$ (1,365,578)	\$ (3,452,742)	\$ (1,365,578)
Basic and diluted income (loss) per common share	\$ 0.00	\$ (0.01)	\$ (0.01)	\$ (0.02)
Weighted average number of common shares outstanding	26,024,523	25,924,081	25,981,837	24,166,150

See accompanying notes to the financial statements

## PARAGON MINERALS CORPORATION

### Statements of Comprehensive Loss

For the second quarter ended March 31, 2009

(Unaudited - Stated in Canadian Dollars)

	For the three months ended March 31,		For the six months ended March 31,	
	2009	2008	2009	2008
<b>Net income (loss) for the period</b>	82,339	(176,598)	(272,768)	(389,328)
Other comprehensive loss				
Unrealized gains (losses) on available for sale instruments:				
Cash and cash equivalents	-	172	-	(85)
Marketable securities	(1,200)	(36,357)	(13,657)	(26,964)
	(1,200)	(36,185)	(13,657)	(27,049)
<b>Comprehensive income (loss) for the period</b>	\$ 81,139	\$ (212,783)	\$ (286,425)	\$ (416,377)

*See accompanying notes to the financial statements*

## PARAGON MINERALS CORPORATION

### Statements of Cash Flows

For the second quarter ended March 31, 2009

(Unaudited - Stated in Canadian Dollars)

	For the three months ended March 31,		For the Six months ended March 31,	
	2009	2008	2009	2008
<b>Operating activities</b>				
Net income (loss) for the period	\$ 82,339	\$ (176,598)	\$ (272,768)	\$ (389,328)
Items not involving cash:				
Amortization	4,950	4,987	10,443	9,085
Loss (gain) on sale of equipment	288	-	(153)	-
Other Income	-	-	(1,250)	-
Stock-based compensation	1,715	60,217	47,193	145,646
Future income tax expense (recovery)	(223,319)	(126,805)	(81,386)	(149,117)
Write-off of mineral properties	23,758	-	23,758	-
Fair value adjustment to cash equivalents	-	172	-	(85)
	(110,269)	(238,027)	(274,163)	(383,799)
Changes in non-cash working capital items:				
Amounts receivable	112,595	(155,587)	193,956	18,449
Prepaid expenses	6,792	(2,526)	(9,627)	(45,786)
Accounts payable and accrued liabilities	(75,580)	(28,109)	(91,146)	4,090
	(66,462)	(424,249)	(180,980)	(407,046)
<b>Investing activities</b>				
Mineral property costs	(138,800)	(765,593)	(927,281)	(2,013,193)
Proceeds on sale of equipment	1,075	-	3,915	-
Purchase of equipment	-	(10,093)	-	(19,969)
	(137,725)	(775,686)	(923,366)	(2,033,162)
<b>Financing activities</b>				
Common shares issued for cash	-	-	-	3,758,850
Share issue costs	-	(4,995)	-	(28,874)
Recovery of property costs incurred	1,677	335,525	26,573	541,684
Property management fees received	134	18,206	2,175	28,228
	1,811	348,736	28,748	4,299,888
(Decrease) increase in cash and equivalents	(202,376)	(851,199)	(1,075,598)	1,859,680
Cash and cash equivalents, beginning of period	719,806	3,952,440	1,593,028	1,241,561
<b>Cash and cash equivalents, end of period</b>	<b>\$ 517,430</b>	<b>\$ 3,101,241</b>	<b>\$ 517,430</b>	<b>\$ 3,101,241</b>

During the period the Company received \$2,211 (2008 -\$32,960) in interest and paid \$nil (2008-\$nil) in interest.

Supplemental Disclosure of Non-Cash Investing and Financing Activities – Refer to Note 13.

See accompanying notes to the financial statements

# PARAGON MINERALS CORPORATION

## Statement of Mineral Property Costs

(Unaudited - Stated in Canadian Dollars)

GOLD PROPERTIES	Gross			Balance, September 30, 2007	Gross Expenditures/ (Recoveries)	Balance, March 31, 2008
	Balance September 30, 2008	Expenditures/ (Recoveries)/ (Write-off)	Balance March 31, 2009			
<b>JBP Linear</b>						
Plan of arrangement acquisition costs (1)	\$ 1,625,276	-	\$ 1,625,276	\$ 1,625,276	\$ -	\$ 1,625,276
Option payments (2)	33,333	525	33,858	15,000	58,333	73,333
Exploration costs						
Geological and geochemical	253,911	42,961	296,872	139,738	80,683	220,421
Drilling	580,230	-	580,230	229,487	278,921	508,408
Geophysical	96,320	-	96,320	87,320	9,000	96,320
Travel	2,136	250	2,386	1,161	975	2,136
Other	7,275	100	7,375	7,275	-	7,275
Stock-based compensation	94,405	7,062	101,467	61,976	6,148	68,124
	2,692,886	50,898	2,743,784	2,167,233	434,060	2,601,293
Recoveries (3)	(366,016)	(1,463)	(367,479)	(54,069)	(260,390)	(314,459)
Project management fees	(34,114)	(386)	(34,500)	-	(14,465)	(14,465)
Option payments received	(6,250)	-	(6,250)	-	-	-
	2,286,506	49,049	2,335,555	2,113,164	47,554	2,160,718
<b>Golden Promise</b>						
Plan of arrangement acquisition costs (1)	374,829	-	374,829	374,829	-	374,829
Option payments (2)	55,000	-	55,000	35,000	-	35,000
Exploration costs						
Geological and geochemical	55,827	6,947	62,774	19,143	34,400	53,543
Drilling	707,451	-	707,451	524,424	180,136	704,560
Travel	8,789	-	8,789	5,506	3,283	8,789
Other	24,775	-	24,775	24,775	-	24,775
Stock-based compensation	56,364	4,216	60,580	45,073	-	45,073
	1,283,035	11,163	1,294,198	1,028,750	217,819	1,246,569
Recoveries (3)	(848,689)	(6,769)	(855,458)	(606,432)	(200,545)	(806,977)
Project management fees	(52,377)	(541)	(52,918)	(37,799)	(11,519)	(49,318)
Option payments received	(60,400)	-	(60,400)	(52,800)	-	(52,800)
	321,569	3,853	325,422	331,719	5,755	337,474
<b>Other Gold Properties</b>						
Plan of arrangement acquisition costs (1)	1,556,739	-	1,556,739	3,518,620	-	3,518,620
Option payments (2)	366,550	-	366,550	345,380	87,667	433,047
Exploration costs						
Geological and geochemical	311,353	63,618	381,063	122,600	73,256	195,856
Drilling	709,655	1,383	711,039	352,951	238,862	591,813
Geophysical	435	-	435	-	435	435
Travel	6,656	1,551	8,208	789	2,568	3,357
Other	12,300	5,400	20,333	17,025	1,625	18,650
Stock-based compensation	74,783	5,594	80,378	50,707	9,025	59,732
	3,038,471	77,546	3,124,770	4,408,072	413,438	4,821,510
Recoveries (3)	(986,717)	(18,341)	(1,005,058)	(359,725)	(60,020)	(419,745)
Project management fees	(60,403)	(1,248)	(61,651)	(25,356)	(1,000)	(26,356)
Option payments received	(21,250)	(13,250)	(34,500)	-	-	-
	1,970,101	44,707	2,021,368	4,022,991	352,418	4,375,409

# PARAGON MINERALS CORPORATION

## Statement of Mineral Property Costs

(Unaudited - Stated in Canadian Dollars)

<b>BASE METAL PROPERTIES</b>	<b>Balance September 30, 2008</b>	<b>Gross Expenditures/ (Recoveries)/ (Write-off)</b>	<b>Balance March 31, 2009</b>	<b>Balance, September 30, 2007</b>	<b>Gross Expenditures/ (Recoveries)</b>	<b>Balance, March 31, 2008</b>
<b>South Tally Pond</b>						
Plan of arrangement acquisition costs (1)	\$ 206,558	\$ -	\$ 206,558	\$ 206,558	\$ -	\$ 206,558
Option payments (2)	518,500			282,160	234,000	516,160
Exploration costs						
Geological and geochemical	613,756	173,792	787,548	58,739	115,057	173,796
Drilling	1,542,015	334,892	1,876,907	214,502	893,542	1,108,044
Geophysical	496,284	9,925	506,209	235,996	37,683	273,679
Travel	7,117	4,463	11,580	1,702	2,500	4,202
Other	6,872	9,500	16,372	3,738	1,659	5,397
Stock-based compensation	143,774	11,396	155,170	33,805	58,175	91,980
	3,534,876	543,968	4,078,844	1,037,200	1,342,616	2,379,816
Recoveries (3)	(37,779)	-	(37,779)	(37,779)	-	(37,779)
	3,497,097	543,968	4,041,065	999,421	1,342,616	2,342,037
<b>Lake Douglas</b>						
Plan of arrangement acquisition costs (1)	267,720	-	267,720	267,720	-	267,720
Option payments	214,000	29,500	243,500	95,000	119,000	214,000
Exploration costs						
Geological and geochemical	386,706	18,021	404,727	327,299	45,750	373,049
Drilling	322,390	-	322,390	3,552	318,704	322,256
Geophysical	193,281	-	193,281	165,291	27,990	193,281
Travel	1,593	956	2,549	1,593	-	1,593
Other	750	-	750	-	750	750
Stock-based compensation	111,026	8,306	119,332	90,146	25,164	115,310
	1,497,466	56,783	1,554,249	950,601	537,358	1,487,959
Recoveries (3)	(141,773)	-	(141,773)	(41,773)	-	(41,773)
	1,355,693	56,783	1,412,476	908,828	537,358	1,446,186
<b>Other Base Metal Properties</b>						
Plan of arrangement acquisition costs (1)	905,059	-	905,059	986,701	-	986,701
Option payments (2)	87,020	-	87,020	86,427	593	87,020
Exploration costs						
Geological and geochemical	49,810	49,357	99,167	36,157	12,571	48,728
Drilling	13,792	-	13,792	13,657	(150)	13,507
Geophysical	197,582	-	197,582	80,909	59,698	140,607
Travel	574	540	1,114	574	-	574
Other	23,541	-	23,541	16,174	(2,631)	13,543
Stock-based compensation	6,754	505	7,259	-	-	-
	1,284,132	50,402	1,334,534	1,220,599	70,081	1,290,680
Recoveries (3)	(222,975)	-	(222,975)	(106,701)	(24,534)	(131,235)
Project management fees	(8,102)	-	(8,102)	(1,125)	(1,244)	(2,369)
	1,053,055	50,402	11,241,535	1,112,773	44,303	1,157,076
	10,492,773	748,762	11,241,535	\$ 9,488,896	2,330,004	\$ 11,818,900

- Properties acquired pursuant to the Rubicon Plan of Arrangement were valued at their carrying amounts on Rubicon's books, which consisted of historical acquisition and exploration expenditures.
- Option payments include cash and share payments made pursuant to various property agreements.
- Recoveries represent exploration and acquisition costs funded by partners, exploration grants received and option payments received.

See accompanying notes to the financial statements

# **PARAGON MINERALS CORPORATION**

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

*(Unaudited - Stated in Canadian Dollars)*

## **1. NATURE AND CONTINUANCE OF OPERATIONS**

The Company was incorporated in Canada under the Canada Business Corporations Act on July 4, 2006 and is in the business of acquiring and exploring mineral property interests in Canada. The Company was incorporated to be the recipient of the Newfoundland portfolio of mineral exploration properties previously owned by Rubicon Minerals Corporation ("Rubicon") as part of Rubicon's re-organization under a Plan of Arrangement. The Plan of Arrangement became effective on December 8, 2006.

At the date of these financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its Canadian properties and the ability of the Company to recover the costs it has incurred to date on these properties is dependent upon the Company being able to identify a commercial ore body, to finance its exploration and development costs and to resolve any environmental, regulatory, or other constraints which may hinder the successful development of the property. The Company is in the exploration stage.

These financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and has an accumulated operating deficit of \$3,452,742 at March 31, 2009. The ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate equity financing to fund its exploration and administrative expenses. The current financial and economic crises have made access to financing through the equity markets more difficult, and this has created additional uncertainty as to the Company's ability to fund future operations and participation in joint venture arrangements.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Accounting**

These financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP") in Canada. Summarized below are those policies considered particularly significant to the Company.

### **Use of Estimates**

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenues earned and expenses incurred during the period. Actual results could differ from those estimates.

### **Mineral Property Costs**

The Company records its interest in mineral properties at cost. Acquisition, option payments and direct exploration costs are deferred until the properties are placed into production, sold or abandoned, at which time these deferred costs will be amortized on a unit-of-production basis, charged to operations if sold, or written-off.

Mineral property cost includes any cash consideration and advance royalties paid, and the fair market value of shares issued, if any, on the acquisition of mineral property interests. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts when the payments are made. The recorded amounts of property claim acquisition, option payments and direct exploration costs represent actual expenditures incurred and are not intended to reflect present or future values.

The Company's management reviews capitalized costs on its property interests on a periodic and annual basis for impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from the property or from the sale of the property. Management's assessment of the property's estimated current fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review.

## **PARAGON MINERALS CORPORATION**

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

*(Unaudited - Stated in Canadian Dollars)*

### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

Administration and management fees earned, which generally range from 8% to 10% of the allowable expenditures associated with exploration on certain properties, are offset against the historical costs deferred on those properties. Administrative costs are expensed as incurred.

#### **Financial Instruments and Financial Risk**

The Company's financial instruments consists of cash, temporary investments, amounts receivable, accounts payable and accrued liabilities, the fair values of which approximate their carrying amounts due to the short-term nature of these instruments.

#### **Share Capital**

Common shares issued for non-monetary consideration are recorded at their fair market value based upon the lower of the trading price of the Company's shares on the TSX Venture Exchange on the date of the agreement to issue the shares or the date of share issuance. Shares issued as property option payments are valued at their fair market value on the date of issuance. Flow-through shares are common shares which are issued under an agreement that, as provided for in the Canadian Income Tax Act, the Company transfers to the purchaser of the shares the benefits of the exploration expenditures that are financed by the proceeds of the share issue.

#### **Stock-based Compensation**

The Company follows the Standards of the Canadian Institute of Chartered Accountants ("CICA") in connection with accounting for stock option-based compensation. The standard requires that all stock option-based awards made to consultants and employees be recognized in these financial statements and measured using a fair value-based method.

Consideration received on the exercise of stock options and compensation options and warrants is recorded as share capital and the related contributed surplus, originally recognized when the options were granted, is transferred to share capital.

#### **Income Taxes**

The Company accounts for the tax consequences of the differences in the carrying amounts of assets and liabilities and their tax bases using tax rates expected to apply when these temporary differences are expected to be settled. When the future realization of income tax assets does not meet the test of being more likely than not to occur, a valuation allowance in the amount of the potential future benefit is taken and no net asset is recognized.

#### **Flow-through Shares**

The Company has adopted the guidance of the CICA provided in Abstract #146 issued by its Emerging Issues Committee. Canadian tax legislation permits a company to issue securities referred to as flow-through shares whereby the investor may claim the tax deductions arising from the related resource expenditures. When resource expenditures are renounced to the investors and the Company has reasonable assurance that the expenditures will be completed, a future income tax liability is recognized and shareholders' equity is reduced.

If the Company has sufficient unused tax loss carry-forwards to offset all or part of this future income tax liability and no future income tax assets have been previously recognized for these carry-forwards, a portion of such unrecognized losses is recorded as income up to the amount of the future income tax liability that was previously recognized on the renounced expenditures.

## **PARAGON MINERALS CORPORATION**

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

*(Unaudited - Stated in Canadian Dollars)*

### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** *(continued)*

#### **Asset retirement obligation**

The Company recognizes the fair value of an Asset Retirement Obligation ("ARO") in the period in which it is incurred when a reasonable estimate of the fair value can be made. The fair value is determined through a review of engineering studies, industry guidelines and managements estimate on a site-by-site basis. The fair value of the ARO is recorded as a liability, with a corresponding increase in the amount of the related asset. The capitalized amount is depleted on the unit-of-production method based on proven and probable reserves. The liability amount of accretion is expensed in the period. Actual costs incurred upon the settlement of the ARO are charged against the liability. At March 31, 2009 the Company does not have any asset retirement obligations.

### **3. CHANGES IN ACCOUNTING POLICIES**

#### **Capital Disclosures**

Effective October 1, 2007, the Company adopted new CICA Handbook section 1535 which requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance (note 15).

#### **Financial Instruments - Disclosure and Presentation**

Effective October 1, 2007, the Company adopted new CICA Handbook sections 3862 and 3863 which replace CICA Handbook Section 3861, Financial Instruments - Disclosure and Presentation. These standards increase the disclosures currently required, which will enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk (note 14). The quantitative disclosures must provide information about the extent to which the entity is exposed to risk, based on information provided internally to the entity's key management personnel.

The Company's financial instruments, at March 31, 2009, consist of cash equivalents, amounts receivable, investments in public companies, accounts payable and accrued liabilities. Cash equivalents, amounts receivable and investments in public companies have been classified as available for sale. The carrying values of cash equivalents and amounts receivable approximate their fair values due to their short term nature. Investments in public companies are revalued to market, based on quoted market prices, on acquisition and are re-valued to market at each succeeding period end. Unrealized changes in fair value are recorded as other comprehensive income and included in shareholders' equity. Accounts payable and accrued liabilities are classified as other financial liabilities, measured at amortized cost using the effective interest rate method, however due to their short term nature, their carrying amounts approximate fair value.

#### **New Canadian Accounting Pronouncements**

##### **International Financial Reporting Standards ("IFRS")**

In February 2008 the Canadian Accounting Standards Board announced 2011 as the changeover date for publicly-listed companies to use IFRS, replacing Canada's own generally accepted accounting principles. The specific implementation is set for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of October 1, 2011 will require restatement for comparative purposes of amounts reported by the Company for the year ended September 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 reasonably estimated at this time.

## PARAGON MINERALS CORPORATION

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

(Unaudited - Stated in Canadian Dollars)

### 4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents, at the end of the period, consists of the following:

	Six Month Period Ended March 31, 2009	Year Ended September 30, 2008
Cash held in treasury accounts	\$ 23,290	\$ 749,796
Bankers acceptances with under 3 month maturity	-	638,480
Term deposits	494,140	204,752
	\$ 517,430	\$ 1,593,028

### 5. EQUIPMENT

The Company's equipment at the end of the period is summarized as follows:

	Six Month Period Ended March 31, 2009			Year Ended September 30, 2008
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Furniture and office equipment	\$ 5,186	\$ 1,096	\$ 4,090	\$ 5,984
Computer equipment	55,815	29,435	26,380	35,177
Software	25,302	13,195	12,107	15,621
	\$ 83,303	\$ 43,726	\$ 42,577	\$ 56,782

### 6. MARKETABLE SECURITIES

The Company's marketable securities at the end of the period are summarized as follows:

	Six Month Period Ended March 31, 2009	Year Ended September 30, 2008
Opening Balance	\$ 24,041	\$ 59,800
Additions at Cost	14,500	46,037
Unrealized Loss	(13,657)	(81,796)
Market Value	\$ 24,884	\$ 24,041

Market values of public company shares have been determined from the quoted price of the shares on the exchange where they are listed, as of the end of the year. Unrealized losses are included as a component of Other Comprehensive Loss.

### 6. MINERAL PROPERTIES

The following is a summary of the Company's property transactions and holdings since its inception in 2006.

#### GOLD PROPERTIES

##### JBP Linear Property

Pursuant to the Plan of Arrangement, the Company acquired a 100% interest in the JBP Linear property, subject to advance royalties of \$15,000 per year commencing in 2007 and Net Smelter Return (NSR) royalties of up to 3%, of which up to 2% can be re-purchased by the Company. On November 15, 2007, the Company optioned the JBP Linear property (and Appleton Linear property) to Sprott Resource Corp. ("Sprott"). Under the terms of the Agreement, Sprott was able to earn up to a 70% interest in the property.

## **PARAGON MINERALS CORPORATION**

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

(Unaudited - Stated in Canadian Dollars)

### **7. MINERAL PROPERTIES** *(continued)*

On December 11, 2008, Sprott notified the Company that it elected to withdraw from the JBP-Appleton Linear Property Option Agreement. As a result, both the JBP Linear property and Appleton Linear property reverted 100% back to the Company.

#### **Golden Promise Property**

Pursuant to the Plan of Arrangement, the Company acquired a 100% interest in the Golden Promise Property subject to a final option payment of \$15,000 in 2007 (paid), advance royalties of \$20,000 per year commencing in 2007, Net Smelter Return (NSR) royalties of up to 2%, of which 1% can be re-purchased by the Company, and an option agreement with Crosshair Exploration & Mining Ltd ("Crosshair"). Under the terms of the option agreement Crosshair could earn a 60% interest in the property, by spending \$4.0 million over four years (\$1.4 million spent) and make share payments totaling 80,000 shares (40,000 paid).

On June 4<sup>th</sup> 2008, the Company entered into an agreement to sell its interest in the Golden Promise property and its 40% interest in the South Golden Promise gold property, Victoria Lake property, and Victoria Lake 10118M property (collectively, the "Properties") to Crosshair and Gemini Metals Corp. ("Gemini"). Gemini was Crosshair's proposed spinout company to be formed to further explore its gold and base metal projects in Newfoundland. The Properties are all located in central Newfoundland and are all under option to or have been earned into by Crosshair. Since the announcement of this agreement, significant changes in the financial markets affecting the resource sector has resulted in the termination of this sale agreement.

On April 8, 2009, the Company entered into a joint venture agreement with Crosshair on the Golden Promise property as follows:

#### **Golden Promise Joint Venture Agreement – Crosshair Exploration & Mining Ltd.**

Under the terms of the joint venture agreement Crosshair will issue to the Company 2,655,000 of its common shares to earn a 60% interest in the Golden Promise project. Crosshair will provide the Company with a \$2.0 million carried interest in exploration expenditure to be completed prior to May, 2013. Crosshair can extend this time frame by one year upon issuing a further 250,000 common shares to the Company.

On completion of the initial \$2.0 million in exploration expenditures, Crosshair can elect to earn an additional 10% interest (to 70%) by providing the Company with an additional \$1.0 million carried interest in exploration expenditures within a one year period. Crosshair can extend this time frame by one year upon issuing a further 100,000 common shares to the Company. If Crosshair does not complete the additional exploration expenditures, it can purchase the 10% interest by paying to the Company the difference between the incurred additional exploration expenditures and the \$1.0 million or retain a 60% interest. The new joint venture agreement has resulted in the termination of the original property option earn-in agreement and the property purchase and sale agreement entered into on June 4, 2008.

#### **Other Gold Properties**

Pursuant to the Plan of Arrangement, the Company acquired a portfolio of 15 other gold properties. As of April 30, 2009, the Company retains an interest in five of these gold properties which includes a 100% interest in four of the gold properties (Huxter Lane, Long Pond, Glenwood, Maritec) and a 40% interest in one gold property (South Golden Promise). These gold properties are subject to varying NSR royalties of up to 3%, of which up to 2% can be re-purchased by the Company.

During the period ended March 31, 2009, the Company held the option to earn a 100% interest the Linear property and the Bowater property that collectively, along with the 100%-owned Appleton property and 100%-owned Golden Bullet property, formed the Appleton Linear property. The Company has terminated the options and returned all four properties to their respective vendors. The Company retains no interest in these properties. Management is reviewing the costs associated with the four properties which will be written off in the following quarter.

## **PARAGON MINERALS CORPORATION**

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

*(Unaudited - Stated in Canadian Dollars)*

### **7. MINERAL PROPERTIES** *(continued)*

During the period ended March 31, 2009, the Company held the option to earn a 100% interest the Huxter Lane SW property, which formed part of the Huxter Lane property. The Company terminated the option in early January and retains no interest in the Huxter Lane SW property.

The Company has granted property options to acquire interest in three of its Other Gold Properties as follows:

#### **Victoria Lake Option Agreement (South Golden Promise property) – Crosshair Exploration & Mining Ltd.**

Crosshair has acquired a 60% interest in one of the Company's other gold properties (South Golden Promise property) and two of the Company's base metal properties (Victoria Lake property and Victoria Lake 10188M property – see Other Base Metal Properties). Under the terms of the agreement, Crosshair spent \$1.75 million over a four-year period and issued a total of 400,000 shares (issued previously to Rubicon).

On June 4<sup>th</sup> 2008, the Company entered into an agreement to sell its interest in the South Golden Promise property (see Gold Properties – Golden Promise Property for details). With the termination of the sale agreement in April 2009, the three properties in the Victoria Lake Option Agreement are pending a formal Joint Venture agreement.

#### **Huxter Lane Option Agreement (Huxter Lane property) – Golden Dory Resources Corp.**

On December 10, 2008 Yamana Gold Inc. notified the Company that it was withdrawing from the Huxter Lane Joint Venture as part of its plans to refocus its exploration efforts. As a result, the Huxter Lane property reverted 100% back to the Company with Yamana retaining no interest in the property.

On February 17, 2009, the Company entered into an option agreement with Golden Dory Resources Corp. whereby Golden Dory may earn a 60% interest in the Huxter Lane property by funding \$2,000,000 in exploration expenditures over a four year period (\$250,000 firm commitment in the first year) and make cash and share payments of \$50,000 and 350,000 shares to the Company. On completion of the 60% earn-in commitment, Golden Dory may then elect to earn an additional 10% interest (to 70%) by issuing an additional 150,000 shares to the Company and completing a bankable feasibility study. Golden Dory will be the operator during the earn-in period.

#### **Long Pond Option Agreement (Long Pond property) – Metals Creek Resources Corp.**

On August 14, 2008, the Company optioned its 100%-owned Long Pond gold property (2 mineral licenses, 63 claims) located in the Baie Verte area of north central Newfoundland to Metals Creek Resources Corp.. Under the terms of the agreement Metals Creek must spend \$500,000 over four years, including \$50,000 firm in the first year, and make share issuances totaling 300,000 shares (including 50,000 shares firm in the first year) to earn a 60% interest in the project. The property is subject to an underlying 0.5% NSR agreement that can be purchased by the Company at any time for \$500,000. Metals Creek will be the operator during the earn-in period.

### **BASE METAL PROPERTIES**

#### **South Tally Pond Property**

On September 1, 2006 the Company signed an option to acquire a 100% interest in 2 mineral licenses (249 claims) located in central Newfoundland. The property is subject to a 2% NSR royalty. In order for the Company to acquire the interest in the property it must:

- a) Issue 250,000 shares on December 15, 2006, the option effective date (issued);
- b) Issue 250,000 shares on December 15, 2007 (issued);

## PARAGON MINERALS CORPORATION

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

(Unaudited - Stated in Canadian Dollars)

### 7. MINERAL PROPERTIES (continued)

- c) Issue 500,000 shares on the earlier of December 15, 2014 or the completion of a bankable feasibility study;
- d) Fund exploration expenditures of \$30,951 incurred by the option or prior to the option effective date (paid).

#### Lake Douglas Property

Pursuant to the Plan of Arrangement, the Company acquired an option to earn a 100% interest in the Lake Douglas property, pursuant to two agreements, by issuing 450,000 common shares and paying \$500,000 in cash over 5 years. On January 10, 2008 the agreement was amended to decrease the aggregate cash option payments from \$500,000 to \$350,000 by January 2012 (\$150,000 paid) and to increase the number of common shares to be issued from 450,000 common shares to 600,000 common shares by January, 2012 (200,000 shares issued).

The property is subject to a 2% NSR royalty, of which the Company may purchase 1% for \$1,000,000 and a right of first refusal on the remaining 1% NSR royalty.

#### Other Base Metal Properties

Pursuant to the Plan of Arrangement, the Company acquired a portfolio of 9 other base metal properties. As of March 31, 2009, the Company retains an interest in five of these other base metal properties which includes a 100% interest in two properties (Harpoon, Winterhill), a 51% interest in one property (Seal Bay) and 40% interest in two properties (Victoria Lake and Victoria Lake 10188M). The properties are subject to NSR royalties of up to 2.5% of which up to 50% can be re-purchased by the Company.

The Victoria Lake and Victoria Lake 10188M properties (collectively, the Victoria Lake project) were subject to an option agreement with Crosshair, described earlier in these notes and in which Crosshair has earned a 60% interest in these properties (see Other Gold Properties – Victoria Lake Option Agreement). The Seal Bay property is pending a formal joint venture agreement with Xstrata Zinc.

During the quarter ended March 31, 2009, the Barren Lake property was returned to the property vendor with the Company retaining no further interest in property. The Company also allowed the Lewis Lake property to lapse during the quarter. Management is reviewing the costs associated with these properties which will be written off in the following quarter.

Subsequent to the quarter ended March 31, 2009, the Company granted a property option to acquire interest in one of its Other Base Metal Properties as follows:

#### Winterhill Option Agreement (Winterhill property) – GFE Capital Corp.

On May 15, 2009, the Company signed an option agreement with GFE Capital Corp. ("GFE Capital") on the 100%-owned Winterhill project. Under terms of the option agreement, GFE Capital may earn a 70% interest in the property by funding \$700,000 in exploration expenditures over a four-year period (\$100,000 firm in first year) and making cash payments of \$60,000 to Paragon. The terms of the option agreement are subject to regulatory approvals. The property is subject to a 0.5% net smelter return royalty held by a third party and can be purchased by the Company for \$500,000. The Company will be the operator during the option earn-in period.

## PARAGON MINERALS CORPORATION

Notes to the Financial Statements  
March 31, 2009 and September 30, 2008  
(Unaudited - Stated in Canadian Dollars)

### 7. SHARE CAPITAL

- a) Authorized share capital consists of an unlimited number of common shares without par value.

The following is a summary of changes in issued share capital:

	Six month period Ended March 31, 2009		Year Ended September 30, 2008	
	Number of Shares		Number of Shares	
Balance, beginning of the year	25,940,079	\$ 14,054,149	21,162,940	\$ 10,883,983
Private placements – non-flow-through	-	-	1,391,214	973,850
Private placements – flow-through	-	-	2,785,000	2,785,000
Mineral property acquisition	100,000	4,500	375,000	292,500
Options exercised	-	-	29,166	13,709
Fair value of options exercised	-	-	-	11,257
Finders' fee shares	-	-	196,759	143,634
Future taxes related to flow through renunciation	-	-	-	(877,275)
Other share issuance costs	-	-	-	(172,509)
<b>Balance, end of the year</b>	<b>26,040,079</b>	<b>\$ 14,058,649</b>	<b>25,940,079</b>	<b>\$ 14,054,149</b>

- b) The following is a summary of changes in contributed surplus, which consist entirely of stock based compensation transactions.

	Six months ended March 31, 2009	Year ended September 30, 2008
Balance at beginning of year	\$ 1,214,529	\$ 745,520
Stock-based compensation - operations	47,193	268,318
Stock-based compensation - properties	37,080	211,948
Fair value of options exercised	-	(11,257)
<b>Balance at end of year</b>	<b>\$ 1,298,802</b>	<b>\$ 1,214,529</b>

- c) Stock Options

The Company has adopted an incentive stock option plan authorizing the issue of up to 20% of the amount of shares issued as at the initial listing date on the TSX Venture Exchange, 4,014,581 options. Under the plan, options may only be issued to directors, officers, employees and consultants of the Company and must be subject to a vesting period as required under TSX Venture Exchange policies. The term of each grant shall be no greater than 5 years from the date of grant. The option price shall be no less than the fair market value of the Company's shares on the date of the grant. The following is a summary of the changes in the Company's outstanding stock options.

	Six months ended March 31, 2009		Year ended September 30, 2008	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Beginning balance	2,618,847	\$ 0.60	1,943,013	\$ 0.68
Granted	-	-	1,121,000	0.45
Exercised	-	-	(29,166)	0.48
Expired or forfeited	(565,415)	0.50	(416,000)	0.72
<b>Ending balance</b>	<b>2,053,432</b>	<b>0.61</b>	<b>2,618,847</b>	<b>0.60</b>

The weighted average grant date fair value of options granted during the period was \$0.40.

## PARAGON MINERALS CORPORATION

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

(Unaudited - Stated in Canadian Dollars)

### 8. SHARE CAPITAL (continued)

Summary of stock options outstanding:

March 31, 2009			
Stock Options	Number Outstanding	Price \$	Weighted Average Life in Years
	172,500	0.28	4.19
	60,000	0.30	4.14
	75,000	0.30	4.18
	16,666	0.38	1.42
	25,000	0.42	1.45
	33,333	0.49	1.71
	415,000	0.61	3.85
	183,331	0.67	0.85
	58,333	0.67	0.91
	3,333	0.67	4.56
	35,936	0.69	0.75
	945,000	0.70	2.92
	30,000	0.70	3.07
Total stock options	2,053,432	0.61	2.97

The fair value of options, including options granted pursuant to the Rubicon Plan of Arrangement, has been estimated using the Black-Scholes Option Pricing Model based on the following weighted average assumptions:

	Year Ended September 30, 2008
Risk-free interest rate	2.88% to 3.48%
Expected life	5.00 years
Expected volatility	117% to 148%
Expected dividend yield	0%

Option pricing models require the input of highly subjective assumptions, particularly as to the expected price volatility of the stock. Changes in these assumptions can materially affect the fair value estimate and therefore it is management's view that the existing models do not necessarily provide a single reliable measure of the fair value of the Company's stock option grants.

#### d) Summary of warrants outstanding:

March 31, 2009				
Warrants	Expiry Date	Number Outstanding	Weighted Average Price (\$)	Weighted Average Life (years)
	December 6, 2009	695,607	1.05	0.93
Total warrants		695,607	1.05	0.93

## PARAGON MINERALS CORPORATION

Notes to the Financial Statements  
March 31, 2009 and September 30, 2008  
(Unaudited - Stated in Canadian Dollars)

### 8. ACCUMULATED OTHER COMPREHENSIVE LOSS

	Six months ended March 31, 2009	Year ended September 30, 2008
Accumulated other comprehensive loss, beginning of year	\$ (116,232)	\$ (34,718)
Other comprehensive loss for the year	(13,657)	(81,514)
Accumulated other comprehensive loss, end of year	\$ (129,889)	\$ (116,232)
Components of accumulated other comprehensive loss are:		
Unrealized losses on temporary investments	\$ -	\$ 282
Unrealized losses on public company shares	(13,657)	(81,796)
Other comprehensive loss	\$ (13,657)	\$ (81,514)

### 9. RELATED PARTY TRANSACTIONS

In the period ending March 31, 2009, there were no related party transactions.

During the year ended September 30, 2008, the Company paid or accrued to Rubicon \$214,809 for shared and reimbursable costs. During the year-ended September 30, 2008 the Company also invoiced Rubicon \$18,229 for reimbursable costs. As at September 30, 2008, the Company owed Rubicon \$nil and was owed \$nil by Rubicon. Rubicon ceased to be a related party on June 1, 2008

#### (a) NRD Agreement

Pursuant to an agreement with Rubicon, the Company has received the following as proceeds from the optioning of certain uranium mineral property interests in Newfoundland, where the optionees elect to continue the options.

- (i) 125,000 shares of Ucore Uranium Inc. over 2 years (125,000 received).
- (ii) 30,020 shares of Ucore Uranium Inc as option payments on 3 properties (5,840 shares received). All three options were terminated in March 2008.

### 10. FINANCIAL INSTRUMENT RISKS

The Company's financial instruments are exposed to the following risks:

*Credit Risk* - The Company's primary exposure to credit risk is the risk of illiquidity of cash and cash equivalents, amounting to \$517,430 at March 31, 2009. As the Company's policy is to limit cash holdings and near cash investments to instruments issued by major Canadian banks, or investments of equivalent or better quality, the credit risk is considered by management to be negligible.

Amounts receivable at March 31, 2009, includes amounts due from joint venture partners for exploration managed by the Company on the Company's joint-ventured properties, in the amount of \$7,310. The Company evaluates the credit worthiness of its partners and has the right to request cash advances for all work done on their behalf. Amounts receivable also includes a GST receivable of \$9,772 due from the Canadian government.

*Liquidity Risk* - Liquidity risk is the risk that the Company will not be able to pay financial instrument liabilities as they come due. The Company's only liquidity risk from financial instruments is its need to meet operating accounts payable requirements. The Company maintains sufficient cash balances to meet these needs.

## **PARAGON MINERALS CORPORATION**

Notes to the Financial Statements

March 31, 2009 and September 30, 2008

(Unaudited - Stated in Canadian Dollars)

### **10. FINANCIAL INSTRUMENT RISKS (continued)**

*Foreign Exchange Risk* - The Company has virtually no foreign exchange risk as all its activities are carried out in Canada and all its financial assets and liabilities are denominated in Canadian dollars.

*Interest Rate Risk* - The Company is exposed to interest rate risk on its cash equivalent and temporary investments. The majority of these investments are in discounted instruments with pre-determined fixed yields. Interest rate movements will affect the fair value of these instruments so the Company manages maturity dates of these instruments to match cash flow needs, enabling realization at no loss in almost all cases. Unrealized gains and losses are reported in other comprehensive income.

*Price Risk* - The Company is exposed to price risk on its holdings of public company shares. Although prices for these shares are extremely volatile, the small investment means the overall risk of value change is not significant. The Company has no specific policy to manage this risk. Unrealized gains and losses are reported in other comprehensive income.

### **11. CAPITAL MANAGEMENT**

The Company's objectives for the management of capital are to safeguard its ability to continue as a going concern including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its cash and short term investments to be its manageable capital. The Company's policy is to maintain sufficient cash and investment balances to cover operating and exploration costs over a reasonable future period, generally one to one and a half years. The Company accesses capital markets through equity issues as necessary and may also acquire additional funds where advantageous circumstances arise.

Excess cash investments are restricted to bankers' acceptances of major Canadian banks or instruments of equivalent or better quality. No investments in asset-backed commercial paper are permitted.

The Company currently has no externally-imposed capital requirements except to maintain sufficient cash and investment balances to meet exploration commitments entered into pursuant to flow-through share purchase agreements.

### **12. SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES**

During the six months ended March 31, 2009, the Company issued 100,000 (2008 - 375,000) common shares at a value of \$4,500 (2008 - \$292,500) for mineral properties. The Company recorded stock based compensation of \$nil (2007 - \$98,511) as mineral property costs. Included in accounts payable and accrued liabilities at March 31, 2009 is \$2,039 (2008 - \$556,369) of mineral property costs. Included in accounts receivable at March 31, 2009 is \$70,246 (2008 - \$251,693) of mineral property recoveries.

### **13. COMPARATIVE FIGURES**

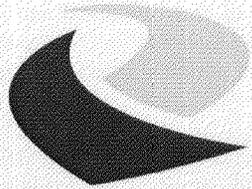
The comparative figures have been reclassified where necessary to conform to the presentation of the current period.

**Exemption No. 82-35102**

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**PARAGON MINERALS CORPORATION**  
**MANAGEMENT DISCUSSION & ANALYSIS**  
**SECOND QUARTER ENDED MARCH 31, 2009**

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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**INTRODUCTION**

The following Management Discussion and Analysis (“MD&A”) of the financial position and results of operations of Paragon Minerals Corporation (“Paragon” or the “Company”) dated May 29, 2009, should be read in conjunction with the unaudited interim financial statements for the three month period ended March 31, 2009, the audited financial statements for the year ended September 30, 2008, and the annual MD&A for the year ended September 30, 2008. All dollar figures stated herein are expressed in Canadian dollars, unless specified. Additional information about the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com)

Paragon is a Canadian-based junior exploration company engaged in the acquisition, exploration and development of gold and base metal projects in the Province of Newfoundland and Labrador. The Company has a significant portfolio of gold and base metal exploration properties in Newfoundland, which it is exploring through a combination of Company-funded exploration and partner-funded exploration. The Company is listed on the TSX Venture Exchange under the symbol “PGR”.

The Company’s head office and principal business address is Suite 1500, 701 West Georgia Street, Vancouver, British Columbia, V7Y 1C6 and its registered and records office is located at 2800 Park Place, 666 Burrard Street, Vancouver, BC, V6C 2V6.

**OVERVIEW**

The Company was incorporated as “Paragon Minerals Corporation” under the Canadian Business Corporations Act (“CBCA”) on July 4, 2006 in order to facilitate a Plan of Arrangement under which Rubicon Minerals Corporation (“Rubicon”), a public company whose shares are listed on the Toronto Stock Exchange and NYSE Amex, would proceed with a reorganization which would have the result of dividing its mineral assets between three separate public companies: the then existing Rubicon and two newly created companies, namely the Company and CopperCo Resource Corp (“CopperCo”). Upon completion of the Plan of Arrangement on December 8, 2006, the Company acquired the exploration assets held by Rubicon in the Province of Newfoundland & Labrador and the Territory of Nunavut. For additional details on the Arrangement, please refer to the Rubicon Management Information Circular dated July 7, 2006 and filed on SEDAR at [www.sedar.com](http://www.sedar.com).

During the three month period ended March 31, 2009, the Company spent \$159,354 on exploration of which \$4,167 was funded by partners. Net profit for the period ended March 31, 2009 was \$82,339 after giving affects to the change in Future Income Tax recoveries. The Company continued to advance its key gold and base metal properties through partner-funded and company-funded exploration to the end of 2008. As part of its flow-through expenditure commitment, the Company has met its required expenditures to December 31, 2008.

In light of the downturn in the financial markets and resource sector, and in order to conserve its cash, the Company has reduced its company-funded exploration activities for 2009. The Company has reduced its staff and will continue to reduce its non-core property portfolio as necessary to conserve cash. The Company has sufficient funds to maintain its operations through 2009 and is reviewing its core assets and assessing new opportunities. The Company’s priority will be to maintain and secure additional partners for several of its 100%-owned gold and base metal projects, to evaluate new opportunities for the Company, and to secure new financings for future exploration programs.

The Company currently has four joint venture partners including Crosshair Exploration & Mining Ltd. (“Crosshair”), Golden Dory Resources Corp. (“Golden Dory”), Metals Creek Resources Corp (“Metals Creek”) and Xstrata Zinc (“Xstrata”). Subsequent to March 31, 2009, the Company optioned its Winterhill property to GFE Capital Corp (“GFE Capital”). The terms of the Winterhill option agreement are still subject to regulatory approvals.

**MINERAL PROPERTIES**

Pursuant to the December 2006 Rubicon Plan of Arrangement, Rubicon transferred to the Company its twenty-seven gold and base metal mineral properties located in the Province of Newfoundland & Labrador and the Territory of Nunavut. As of March 31, 2009, the Company has fourteen exploration properties including 7 gold projects and 7

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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base metal projects all of which are located in Newfoundland. Seven of the properties (4 gold and 3 base metal properties) are under option to partners or subject to joint venture agreements with partners.

**EXPLORATION UPDATE**

During the three month period ended March 31, 2009 the Company focused on the reviewing, compiling and reporting on the results of its projects, specifically the South Tally Pond base metal property, the Lake Douglas base metal property, the JBP Linear gold property and the Huxter Lane gold property. Two new property JV option agreements were completed during the quarter on the Golden Promise and Huxter Lane gold properties. Results of the quarter ending March 31, 2009 are summarized below with additional project information available on the Company website.

**Gold Properties**

***JBP Linear Property***

The Company reviewed the results of all exploration work completed to date and is evaluating plans for continued exploration on the 100%-owned JBP Linear property in 2009. A trenching program, aimed at exposing and sampling the gold-bearing quartz vein zones along surface at some of the higher-grade gold drill intercepts is being planned. The goal of the trenching program would be to 1) provide a better understanding of any structural controls guiding the gold mineralization along the mineralized trend, and 2) to better define the gold grade distribution at surface (larger sample size) versus the nearby drillholes (smaller sample size). The mineralized quartz vein system at JBP Linear (H-Pond to Pocket Pond) is characterized by coarse-grained gold with 20 of the 50 holes containing visible gold. The Company completed no exploration fieldwork during the quarter ended March 31, 2009.

***Golden Promise JV Property***

On April 8, 2009 the Company entered into a Joint Venture Agreement with Crosshair whereby Crosshair can acquire up to a 70% interest in the Golden Promise property. The new agreement will result in the termination of the original property option earn-in agreement with Crosshair and the property purchase and sale agreement that the Company entered into on June 4, 2008.

Under the terms of the new joint venture agreement Crosshair will issue to the Company 2,655,000 of its common shares to earn a 60% interest in the Golden Promise project. Crosshair will provide the Company with a \$2.0 million carried interest in exploration expenditure to be completed prior to May 2013. Crosshair can extend this time frame by one year upon issuing a further 250,000 common shares to the Company.

On completion of the initial \$2.0 million in exploration expenditures, Crosshair can elect to earn an additional 10% interest (to 70%) by providing the Company with an additional \$1.0 million carried interest in exploration expenditures within a one year period. Crosshair can extend this time frame by one year upon issuing a further 100,000 common shares to the Company. If Crosshair does not complete the additional exploration expenditures, it can purchase the 10% interest by paying to the Company the difference between the incurred additional exploration expenditures and the \$1.0 million or retain a 60% interest.

The Company anticipates Crosshair will plan a drill program for 2009.

**Other Gold Properties**

***Huxter Lane JV Property***

On February 17, 2009, the Company entered into an option agreement with Golden Dory Resources Corp. whereby Golden Dory may earn a 60% interest in the Huxter Lane property by funding \$2,000,000 in exploration expenditures over a four year period (\$250,000 firm commitment in the first year) and make cash and share payments of \$50,000 and 350,000 shares to the Company. On completion of the 60% earn-in commitment, Golden Dory may then elect to earn an additional 10% interest (to 70%) by issuing an additional 150,000 shares to the Company and completing a bankable feasibility study. Golden Dory will be the operator during the earn-in period.

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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Golden Dory began a 12-hole, 2,000 metre drill program on the property in late April, 2009.

***Appleton Linear Property***

The Appleton Linear property consists of four optioned mineral properties including the Golden Bullet property (100% owned), Bowater property (option to earn 100% interest), Appleton property (option to earn 100% interest), and Linear property (option to earn 100% interest). The four contiguous properties are located near Gander, NL. During and subsequent to the quarter ended March 31, 2009, the Company returned all four properties to the respective property vendors.

***Maritec Property***

The Company completed no further exploration fieldwork during the quarter ended March 31, 2009. Geological mapping and prospecting is planned for the summer 2009.

**Base-Metal Properties**

***South Tally Pond Property***

The South Tally Pond Property is situated in the same volcanic belt and has strong similarities to the rocks that host Teck Resources Limited's Duck Pond Mine (5.48 million tonnes of 3.3% copper, 5.8% zinc, 0.9% lead, 59 g/t silver and 0.86 g/t gold). The Company has a significant land position covering approximately 26,100 hectares immediately southwest with the Duck Pond Mine. In 2007, the Company made a significant base metal discovery at the Lemarchant Prospect (20 km southwest of the Duck Pond Mine), where massive sulphides grading up to 9.46% zinc, 2.13% lead, 0.81% copper, 73.44 g/t silver, 1.85 g/t gold were intersected over 14.6 metres. The Lemarchant mineralization is hosted within a 4,000 metre long and 700 metre wide sequence of highly altered felsic volcanic rocks.

During the quarter ended March 31, 2009, data from the South Tally Pond property was further compiled and assessed in advance of any upcoming programs. A review of the geology, airborne geophysics, borehole EM geophysics, Titan 24 geophysics, and lithochemical data was completed by Peter Manojlovic, P. Geo, an independent consultant to the Company.

The data review indicates that there is considerable room to develop increased tonnages at the Lemarchant Prospect, not only within the confines of the known intersected mineralization, but also along strike to the north and at depth, where both airborne and borehole EM anomalies remain to be tested. Drilling to-date on this prospect has been completed at relatively wide drill spacing (100 metre plus step outs) over a 600-metre strike length. The sulphide mineralization intersected to date is intimately associated with strong hydrothermally altered rhyolite breccias.

From a regional perspective, at least 54 short strike length untested airborne EM anomalies have been identified in the property area, many of which have strong associated alteration zones in favourable felsic volcanic stratigraphy. Four areas in particular have been identified as high priority targets including Beaver Lake, Spencers Pond, Rogerson Lake, and Bindons Pond areas. Approximately 30% of the property area remains to be flown with airborne geophysics.

Follow-up prospecting, mapping and sampling of the airborne EM targets is planned for early summer 2009.

***Lake Douglas Property***

During the quarter ended March 31, 2009, the Company completed a further review of the available data on the Lake Douglas Property. The Company has completed airborne geophysics, geological mapping/prospecting, limited trenching and drilling (7 holes, 2,062 metres) which led to the massive sulphide discovery at the Lake Douglas Prospect.

At the newly discovered Lake Douglas prospect, the massive sulphide mineralization appears to be closely associated with a regional scale argillite horizon that can be traced for a considerable distance to the southwest. This argillite marker horizon may represent a depositional hiatus on top of a hydrothermally active volcanic substrate.

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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Local, strong alteration signatures found along the argillite horizon suggest that hydrothermal activity has been ongoing and there is potential for some significant sulphide pooling in these areas. Geophysically, it is a challenge to differentiate between argillite and sulphide as both have similar conductivities. However, there are some considerable variations in conductivity along the horizon and at least two areas where the conductivity increases sharply for short intervals.

Perhaps the most compelling geophysical target on the property is an area about 700 metres north of the Lake of the Woods. Here, a new airborne EM anomaly (~ 200 metres in length) has been detected by the AeroTEM survey. This anomaly occurs at a felsic/mafic contact and is associated with altered rhyolite anomalous in copper and zinc. Historically, Noranda has focused some effort here because of anomalous lake and sediment samples; however, no drilling was conducted since no EM target had been detected at that time.

Along the east side of Lake Douglas (eastern part of the project area) is a felsic volcanic belt that has been explored in the past by Falconbridge. The belt is known to contain voluminous felsic fragmental rocks that are variably altered. The airborne EM survey has outlined a number of short strike length anomalies that have not been tested. Many of these have been assumed to be graphite-related, however, most have interesting alteration zones associated with them. As was found at Lemarchant, isolated graphitic horizons can quickly turn into massive sulphides as they represent small isolated basins where sulphides can pool. One such conductor is also associated with highly anomalous copper (up to 240 ppm), zinc (up to 410 ppm) and lead (up to 670 ppm) soil geochemistry.

The geology at Lake Douglas is somewhat dissimilar to that found in the nearby Tally Pond volcanic belt, where proximal felsic volcanic rocks dominate the stratigraphy. The stratigraphy within the Lake Douglas area compares more closely with sediment-rich VMS settings like the neighboring Tulks Belt, the Bathurst Mining Camp and Iberian Pyrite Belt. In these types of environments the alteration is likely to be conformable to stratigraphy, will be more widespread and may provide a larger alteration target than in environments with a focused "pipe-like" alteration. In terms of exploration it becomes important to identify zones that have focused hydrothermal fluids along synvolcanic structures such as increased intensity of dyking or abrupt changes in sediment thicknesses.

Follow-up prospecting and mapping of the airborne EM targets is planned for early summer 2009.

The Company renegotiated the option terms on the Lake Douglas property subsequent to the period end. See Note 7 in the Interim Financial Statements ended March 31, 2009 for details.

### **Other Base Metal Properties**

#### ***WinterHill Property***

During the quarter ended March 31, 2009, the Company completed a review of the available data from the Winter Hill Property. The property is underlain by Neoproterozoic-aged volcanic rocks similar to that of the Arabian-Nubian Shield which hosts numerous large tonnage and high-grade VMS deposits. The property covers a 3.5 kilometre long zone of altered felsic volcanic and calcareous sedimentary rocks that host a number of base metal prospects including Winterhill, Winterhill East and Winterhill West prospects. Previous drilling by Noranda at these prospects (18 holes, 3,872 metres) intersected massive sulphide mineralization with assays of 1.41% copper over 6.0 metres and 10.1 % zinc over 4.0 metres.

A recent airborne survey completed by the Company has identified a least four priority short strike length airborne EM conductors that require follow-up prospecting and drill testing. One of the priority conductors is located below a small lake and coincides with a changing conductive trend that continues on surface through the Winterhill East prospect. A historic drill hole at the Winterhill East prospect intersected 9.6 metres of semi-massive to massive pyrite mineralization (no assays reported). The best section of this conductor occurs over about 700 metres making it a potentially large target. Other priority target areas include the Olive Cove prospect which is underlain by mineralized felsic volcanic rocks assaying up to 6.4% zinc. This prospect has not been drill tested and is associated with a short strike length airborne EM conductor (~200 metre long) and a 900-metre long multi-element soil anomaly.

On May 15, 2009, the Company signed an option agreement with GFE Capital Corp. ("GFE Capital") on the 100%-owned Winterhill project. Under terms of the option agreement, GFE Capital may earn a 70% interest in the

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

property by funding \$700,000 in exploration expenditures over a four-year period (\$100,000 firm in first year) and making cash payments of \$60,000 to Paragon. The terms of the option agreement are subject to regulatory approvals. Paragon will be the operator during the option earn-in period.

***Barren Lake Property***

During the quarter ended March 31, 2009, the Company returned the Barren Lake property to the property vendors.

***Lewis Lake Property***

During the quarter ended March 31, 2009, the Company allowed the Lewis Lake property to lapse.

**EXPLORATION OUTLOOK**

In light of the downturn in the financial markets and resource sector, and in order to conserve its cash, the Company has reduced its company-funded exploration activities in 2009 to the maintenance of its key properties. The Company has significantly reduced its exploration staff and will also continue to reduce its non-core property portfolio as necessary to conserve cash. The Company has sufficient funds to maintain its operations through 2009 and is reviewing its core assets and assessing new opportunities. The Company's priority will be to maintain and secure joint venture partners on several of its 100%-owned gold and base metal projects, to evaluate new project opportunities for the Company, and to secure new financings for future exploration programs.

The Company currently has four exploration JV partners including Crosshair Exploration & Mining Ltd., Metals Creek Resources Corp., Golden Dory Resources Corp., and Xstrata Zinc. With the exception of Golden Dory, partner exploration plans for 2009 were undetermined at the quarter ended March 31, 2009. The Company is looking for additional joint venture partners with respect to several of the Company's 100%-owned properties. Subsequent to the quarter ended March 31, 2009, the Company signed a new option agreement with GFE Capital on the Company's 100%-owned Winterhill project. The Winterhill option agreement is subject to regulatory approvals.

**MANAGEMENT CHANGES**

There were no management changes during the period.

**RESULT OF QUARTERLY OPERATIONS**

The Company's financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP") in Canadian dollars.

	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>
	<b>Mar</b>	<b>Dec</b>	<b>Sept</b>	<b>Jun</b>	<b>Mar</b>	<b>Dec</b>	<b>Sept</b>	<b>Jun</b>
	<b>31</b>	<b>31</b>	<b>30</b>	<b>30</b>	<b>31</b>	<b>31</b>	<b>30</b>	<b>30</b>
	<b>2009</b>	<b>2008</b>	<b>2008</b>	<b>2008</b>	<b>2008</b>	<b>2007</b>	<b>2007</b>	<b>2007</b>
	\$	\$	\$	\$	\$	\$	\$	\$
Interest income	2,211	5,933	15,684	10,688	39,763	23,229	16,155	2,5300
Net (loss) income	82,339	(355,107)	(1,827,536)	13,140	(176,598)	(212,730)	(169,343)	(282,809)
Basic and diluted (loss) income per share	0.00	(0.01)	(0.07)	0.00	(0.01)	(0.01)	(0.01)	(0.01)

For the three month period ended March 31, 2009, the Company recorded a profit of \$82,339 (\$0.00 per share) compared to a net loss of \$176,598 (\$0.01 per share) incurred in the three month period ended March 31, 2008, a change of \$258,937. Causes of variances were as follows:

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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- Investor relations were lower by \$30,705 due to the reduction of staffing costs and investor conferences for the period.
- Professional fees were lower by \$33,069 due to reduced Company activities.
- Salaries and benefits expenses were lower by \$58,081 related to the reduction of staffing due to economy.
- Stock based compensation was lower by \$61,932 due to fewer options being granted and vested.
- Future income tax (expenses) recoveries, arising from favorable imbalances in tax return pools, increased by \$96,514 due to adjustments to tax pool balances.

Income/loss is not affected by seasonality but can fluctuate considerably due to events such as mineral property write-offs, new stock option grants, flow-through share renunciations and corporate re-organizations.

**Liquidity and Capital Resources**

As at March 31, 2009, the Company had cash and cash equivalents and short-term money market investments of \$517,430 compared to \$1.59 million at September 30, 2008. The decrease in cash is mainly due to flow-through expenses being incurred and no financings being done. Working capital for the period ended March 31, 2009 was \$603,349 as compared to \$1.62 million at September 30, 2008.

Other sources of funds, during the three-month period ended March 31, 2009, included recovery of exploration costs, property management fees and option payments from optionees of the Company's properties of \$17,750.

The Company has sufficient funds to maintain its operations through 2009, but it will not be able to maintain the same level of company-funded exploration that it has in previous two years without further financings. The Company's priority in 2009 will be to maintain its current partners, secure additional partners for several of its 100%-owned gold and base metal projects, evaluate new opportunities for the Company, and secure new financings for future exploration programs.

**Financing Details**

No financings were completed during the period ending March 31, 2009

**Off-Balance Sheet Arrangements**

The Company does not have any off-balance sheet arrangements other than that which is disclosed under note 10(a) "NRD Agreement" of the financial statements.

**Related Party Transactions**

The Company has no related party transactions.

**CRITICAL ACCOUNTING POLICIES**

The Company's significant accounting policies are described in Note 2 of the September 31, 2008 financial statements. The Company considers the following policies to be most critical in understanding its financial results:

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting policies requires management of the Company to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. These estimates are based on past experience, industry trends and known commitments and events. By their nature, these estimates are subject to measurement uncertainty and the effects on the financial statements of changes in such estimates in future periods could be significant. Actual results will likely differ from those estimates.

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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Carrying value of mineral property interests

The Company has capitalized the cost of acquiring mineral property interests and on-going exploration and maintenance costs. Capitalized property costs are expensed in the period in which the Company determines that the mineral property interests have no future economic value. Capitalized property costs may also be written down if future cash flow, including potential sales proceeds and option payments, related to the property are estimated to be less than the carrying value of the property. The Company reviews the carrying value of its mineral properties periodically, and whenever events or changes in circumstances indicate the carrying value may not be recoverable, reductions in the carrying value of each property would be recorded to the extent that the carrying value of the investment exceeds the property's estimated fair value.

Stock-based compensation

The Company has adopted the fair value based method of accounting for stock option and compensatory warrant awards granted to directors, employees and consultants. Under this method, the fair value of compensatory warrants or agents stock options are calculated at the grant date and recorded as share issue costs at the date of grant, with the offsetting credit to contributed surplus. Employee and consultant options are expensed over the period in which related services are rendered. If the stock options are exercised, the proceeds are credited to share capital.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock options and compensatory warrants granted. This model is subject to various assumptions and estimates including the Company's future stock volatility, expected life of options granted, and the risk free interest rate. The Company believes its estimates are reasonable under the circumstances.

Flow-through share renunciations

Upon the renunciation of the tax benefits of exploration expenditures to flow-through shareholders, the Company reduces share capital and records a temporary future income tax liability for the amount of the tax deduction transferred to shareholders. In instances where the Company has available tax loss carry forwards or other deductible temporary differences, the benefits of which have not previously been recognized, those benefits will be re-instated and credited to income in the period of renunciation.

**Changes in Accounting Policies including Initial Adoption**

Capital Disclosures, CICA Handbook Section 1535

Effective October 1, 2007, the Company adopted new CICA Handbook section 1535 which requires disclosure of an entity's objectives, policies and processes for managing capital, quantitative data about what the entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance.

Financial Instruments - Disclosure and Presentation, CICA Handbook Sections 3862 and 3863

Effective October 1, 2007, the Company adopted new CICA Handbook sections 3862 and 3863 which replace CICA Handbook Section 3861, Financial Instruments - Disclosure and Presentation. These standards increase the disclosures currently required, which will enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk. The quantitative disclosures must provide information about the extent to which the entity is exposed to risk, based on information provided internally to the entity's key management personnel.

New Accounting Pronouncements

The following pronouncements recently issued by the Canadian Institute of Chartered Accountants ("CICA") will likely impact the Company's future accounting policies:

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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International Financial Reporting Standards (“IFRS”)

In February 2008 the Canadian Accounting Standards Board announced 2011 as the changeover date for publicly listed companies to use IFRS, replacing Canada’s own generally accepted accounting principles. The specific implementation is set for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

**Outstanding Share Data**

As at March 31, 2009, the Company had the following common shares, stock options and warrants outstanding:

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Issued and Outstanding Common shares	26,040,079
Stock options	2,053,432
Warrants	695,607

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Fully diluted shares outstanding	28,789,118
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Additional information on the Company, including other public filings, is available on SEDAR at [www.sedar.com](http://www.sedar.com).

**RISK FACTORS**

Companies operating in the mining industry face many and varied kinds of risk. While risk management cannot eliminate the impact of potential risks, the Company strives to manage such risks to the extent possible and practical. The following are the risk factors most applicable to the company:

Industry

Exploring and developing mineral resource projects bears a high potential for all manner of risks. The Company properties are in the exploration stage and are without a known body of commercial ore. Development of any of the Company’s properties will only follow upon obtaining satisfactory exploration results, mineral exploration and development involve a high degree of risk and few properties which are explored are ultimately developed into producing mines. There is no assurance that Company’s mineral exploration activities will result in the discovery of a body of commercial ore on any of its properties. Several years may pass between the discovery of a deposit and its exploitation. Most exploration projects do not result in the discovery of commercially mineable mineralized deposits

Financing

The Company is in the exploration stage and as such has no significant source of revenue. Its continued operations are dependent upon the ability of the company to obtain additional equity or partner financing. Obtaining further financing may be dependent upon market conditions and results of exploration. There is no assurance that the Company’s exploration efforts will be successful or that market conditions will be favourable. The Company will require additional funding to maintain its mineral properties in good standing. The lack of additional financing could result in delay or indefinite postponement of further exploration and possible, partial or total loss of Paragon’s interest in its mineral properties.

Title

There is no guarantee that title to properties in which Company has a material interest will not be challenged or impugned. The Company’s mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. In addition, certain of the mining claims in which the Company has an interest are not recorded in the name of the Company and cannot be recorded until

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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certain steps are taken by other parties. Before a number of claims under option can be recorded in Company's name, the underlying title holder has to assign title to the Company once the Company satisfies its option agreement obligations. There are no assurances that the underlying title holder will assign title.

Operating Hazards and Risks

Mineral exploration involves many risks. The operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, any of which could result in work stoppages and damage to persons or property or the environment and possible legal liability for any and all damage. Fires, power outages, labour disruptions, flooding, land slides and the inability to obtain suitable or adequate machinery, equipment or labour are some of the risks involved in the conduct of exploration programs.

Environmental Factors

The Company currently conducts exploration activities in the Canadian Province of Newfoundland and Labrador. Such activities are subject to various laws, rules and regulations governing the protection of the environment. In Canada, extensive environmental legislation has been enacted by federal and provincial governments. Such legislation imposes rigorous standards on the mining industry to reduce or eliminate the effects of wastes generated by extraction and processing operations and subsequently deposited on the ground or emitted into the air or water. All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which requires stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed properties and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. The cost of compliance with changes in governmental regulations has the potential to preclude entirely the economic development of a property.

The Company is able to conduct its exploration within the provisions of the applicable environmental legislation without undue constraint on its ability to carry on efficient operations. The estimated annual cost of environmental compliance for all properties held by the Company in the exploration stage is minimal and pertains primarily to carrying out diamond drilling, trenching or stripping. Environmental hazards may exist on the Companies properties, which hazards are unknown to the Company at present, which have been caused by previous or existing owners or operators of the properties.

Governmental Regulation

Exploration activities on the Company's properties are affected to varying degrees by: (i) government regulations relating to such matters as environmental protection, health, safety and labour; (ii) mining law reform; (iii) restrictions on production, price controls, and tax increases; (iv) maintenance of claims; (v) tenure; and (vi) expropriation of property. There is no assurance that future changes in such regulation, if any, will not adversely affect the Company's operations. Changes in such regulation could result in additional expenses and capital expenditures, availability of capital, competition, reserve uncertainty, potential conflicts of interest, title risks, dilution, and restrictions and delays in operations, the extent of which cannot be predicted.

The Company is at the exploration stage on all of its properties. Exploration on the Company's properties requires responsible best exploration practices to comply with company policy, government regulations, maintenance of claims and tenure. The Company is required to be registered to do business and have a valid prospecting license (required to prospect or explore for minerals on Crown Mineral Land or to stake a claim) in any Canadian province in which it is carrying out work.

Mineral exploration primarily falls under provincial jurisdiction. However, the Company is also required to follow the regulations pertaining to the mineral exploration industry that fall under federal jurisdiction, such as the Fish and Wildlife Act.

**PARAGON MINERALS CORPORATION**  
**Management Discussion & Analysis**  
**For the second quarter ended March 31, 2009**

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If any of the Company's projects are advanced to the development stage, those operations will also be subject to various laws and regulations concerning development, production, taxes, labour standards, environmental protection, mine safety and other matters.

**QUALIFIED PERSONS**

Work on the Company properties was carried out by Paragon employees and consultants and supervised by Qualified Person David Copeland, M.Sc., P.Geo.

**FORWARD LOOKING STATEMENTS**

The Company's audited financial statements for year ended September 30, 2008 and this accompanying MD&A contain certain statements that may be deemed "forward-looking statements". All statements in this document, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, joint venture partner participation, and liquidity. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

These statements are based on a number of assumptions, including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of Paragon and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for Paragon's proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

FORM 52-109FV2  
CERTIFICATION OF INTERIM FILINGS  
VENTURE ISSUER BASIC CERTIFICATE

I, Michael Vande Guchte, Director, President & Chief Executive Officer of Paragon Minerals Corporation, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the “interim filings”) of Paragon Minerals Corporation (the “issuer”) for the interim period ended March 31, 2009.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a 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 was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: May 29, 2009

“Michael J. Vande Guchte”

Michael Vande Guchte  
Director, President & Chief Executive Officer

**NOTE TO READER**

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 *Certification of Disclosure in Issuers’ Annual and Interim Filings* (NI 52-109), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in NI 52-109. In particular, the certifying officers filing this 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 issuer’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 a venture issuer 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.

FORM 52-109FV2  
CERTIFICATION OF INTERIM FILINGS  
VENTURE ISSUER BASIC CERTIFICATE

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I, Tom R. Wilson, Chief Financial Officer of Paragon Minerals Corporation, certify the following:

1. **Review:** I have reviewed the interim financial statements and interim MD&A (together, the "interim filings") of Paragon Minerals Corporation (the "issuer") for the interim period ended March 31, 2009.
2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a 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 was made, with respect to the period covered by the interim filings.
3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the interim financial statements together with the other financial information included in the interim filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

Date: May 29, 2009

"Tom R. Wilson"

Tom R. Wilson  
Chief Financial Officer

**NOTE TO READER**

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

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## NEWS RELEASE

# PARAGON MINERALS CORPORATION

TSX Venture Exchange Symbol: PGR

PR09-04 May 25, 2009

### **Paragon Minerals options Winterhill Property to GFE Capital Corp.**

Paragon Minerals Corporation ("Paragon"; PGR:TSX-V) is pleased to announce the signing of a option agreement with GFE Capital Corp. ("GFE Capital") on its 100%-owned Winterhill VMS Property. The Winterhill property is located 17 kilometres northeast of Harbour Breton on the south coast of Newfoundland, Canada.

"We are pleased to have GFE Capital as a new exploration partner" said Michael Vande Guchte, President and CEO of Paragon. "The Winterhill property has a number of priority targets for us to follow-up on including a sizeable untested airborne electromagnetic (EM) conductor immediately along strike from drill indicated massive sulphides".

The Neoproterozoic-aged volcanic rocks underlying the Winterhill property are similar to that of the Arabian-Nubian Shield that hosts numerous large tonnage and high-grade VMS deposits. The property covers a 3.5 kilometre long zone of altered felsic volcanic and calcareous sedimentary rocks that host a number of base metal prospects including Winterhill, Winterhill East and Winterhill West. Previous drilling by Noranda at these prospects (18 holes, 3,872 metres) intersected massive sulphide mineralization with assays of **1.41% copper over 6.0 metres and 10.1% zinc over 4.0 metres.**

A recent airborne survey completed by Paragon has identified a least four priority short strike length airborne EM conductors that require follow-up prospecting and drill testing. One of the priority conductors is located below a small lake and coincides with a conductive trend that continues on surface through the Winterhill East prospect. A single historic drill hole at the Winterhill East prospect intersected 9.6 metres of semi-massive to massive pyrite mineralization (no assays were reported). The best section of this airborne EM conductor occurs over about a 700 metres strike length making it a potentially large target. Other priority target areas include the Olive Cove prospect that is underlain by mineralized felsic volcanic rocks assaying up to 6.4% zinc. The prospect has not been drill tested and is associated with a short strike length airborne EM conductor (~200 metres long) and a 900-metre long multi-element soil anomaly.

Under terms of the option agreement, GFE Capital may earn a 70% interest in the property by funding \$700,000 in exploration expenditures over a four year period (\$100,000 firm in first year) and making cash payments of \$60,000 to Paragon. Paragon will be the operator during the option earn-in period. The terms of the option agreement are subject to regulatory approvals.

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Paragon Minerals Corporation is a Canadian-based mineral exploration company listed on the TSX Venture Exchange. Paragon and its joint venture partners are focused on gold and base metal exploration in Eastern Canada, specifically within the Province of Newfoundland and Labrador. Further details on the properties can be found on the Company website at [www.paragonminerals.com](http://www.paragonminerals.com)

### **PARAGON MINERALS CORPORATION**

*"Michael J. Vande Guchte"*

President & CEO

**Qualified Person** – All Paragon projects are or were supervised by Qualified Person David Copeland, M.Sc., P.Geo. Mr. Copeland also reviewed and approved the technical contents of this news release. Historical results were obtained from published reports available in the public domain.

**Forward-looking statements** - This news release contains certain statements that may be deemed “forward-looking statements”. All statements in this release, other than statements of historical fact, that address events or developments that the Company expects to occur, are forward looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words “expects”, “plans”, “anticipates”, “believes”, “intends”, “estimates”, “projects”, “potential” and similar expressions, or that events or conditions “will”, “would”, “may”, “could” or “should” occur. Forward-looking statements in this document include statements regarding regulatory approvals, current and future exploration programs, activities and results. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company’s management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management’s beliefs, estimates or opinions, or other factors, should change. These statements are based on a number of assumptions, including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of Paragon and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for Paragon’s proposed transactions and exploration and development programs on reasonable terms and the ability of third-party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

“Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.”