



MANAGEMENT'S DISCUSSION AND ANALYSIS

The following discussion of the financial condition and results of operations of Gold Wheaton Gold Corp. ("Gold Wheaton" or the "Company"), formerly Kadywood Capital Corp., should be read in conjunction with the Company's unaudited interim financial statements for the three and nine months ended June 30, 2008 as well as the Company's audited financial statements and notes thereto for the year ended September 30, 2007. The Financial Statements have been prepared in accordance with Canadian generally accepted accounting principles.

Certain statements contained in the following Management's Discussion and Analysis ("MD&A") constitute forward-looking statements within the meaning of applicable laws and regulations. These forward-looking statements are not guarantees of future performance and involve risks and uncertainties, which could cause actual results to differ materially from those anticipated. The Company expressly disclaims any obligation to update forward-looking statements unless so required by applicable laws.

All dollar amounts are expressed in Canadian dollars unless otherwise indicated. Note that additional information relating to the Company is available on SEDAR at www.sedar.com.

DATE

This MD&A is prepared as of August 19, 2008.

OVERVIEW

The Company was incorporated on October 20, 1999, under the Company Act of the Province of British Columbia. During fiscal 2002, the Company acquired all the assets, undertakings, goodwill and intellectual property related to the 222 Pizza system franchise and trademark and changed its name from YES Capital Corp. to 222 Pizza Express Corp. 222 Pizza Express Corp experienced financial difficulties and applied for creditor protection under the *Bankruptcy and Insolvency Act* (the "Act"). The Company's proposal (the "Proposal") to settle outstanding debt was approved by the British Columbia Supreme Court in 2004; however, the Company defaulted in the payments due under this proposal during the year-ended September 30, 2007. In April 2008, the Company successfully raised \$1.5 million through completion of a private placement and changed its name to Kadywood Capital Corp on May 1, 2008. Subsequently the Company submitted and received Court approval of an Amended Proposal for the settlement of its outstanding debt. The Company fully performed the terms of the Amended Proposal and a Certificate of Full Performance was issued effective June 30, 2008.

Subsequent to June 30, 2008, the Company filed a Filing Statement with the TSX Venture Exchange in respect of a change of business. As at the date of this report the Company has completed an equity financing of \$260 million and executed a purchase agreement with FNX Mining Company Ltd. ("FNX") to purchase 50% of the contained gold, platinum and palladium in ore mined and shipped from certain of the existing mining operations owned by FNX located in northern Ontario. On July 15, 2008, the Company changed its name to Gold Wheaton Gold Corp and commenced trading on Tier 1 of the TSX Venture Exchange under the symbol "GLW".

HIGHLIGHTS

- During the quarter ended June 30, 2008, the Company fully performed the terms of the Amended Proposal and a Certificate of Full Performance was issued effective June 30, 2008. As a result, during the nine months ended June 30, 2008, the Company settled the amount of \$825,000 and has recorded a loss on settlement of debt with creditors in the amount of \$600,000, offsetting the gain of \$545,591 previously recognized in 2003.
- On April 21, 2008, the Company completed a private placement (the "Private Placement"). The Private Placement consisted of 30,000,000 units with each unit comprised of one common share of the Company and one common share purchase warrant (the "Warrants") and raised gross proceeds of \$1,500,000. Each Warrant is exercisable to acquire an additional common share of the Company at a price of \$0.10 per share and will expire on April 21, 2009.
- The Company also issued 1,500,000 units as a finders fee (the "Finders Fee units") related to the above private placement. Each Finders Fee unit comprised of one common share of the Company and one common share purchase warrant (the "Warrants"). Each Warrant is exercisable to acquire an additional common share of the Company at a price of \$0.10 per share and will expire on April 21, 2009.

RESULTS OF OPERATIONS

NINE MONTHS ENDED JUNE 30, 2008

The Company realized a net loss for the nine months ended June 30, 2008 of \$1,071,321 or \$0.04 per share, compared to net loss of \$55,453 or \$0.00 per share for the same period in 2007. The net loss for the nine months ended June 30, 2008 is higher by \$1,015,868 compared to the same period in 2007 mainly due to the following:

- \$600,000 loss on settlement of debt with creditors;
- \$234,000 of higher stock based compensation expense for stock options granted;
- \$123,178 of higher professional and consulting fees related to the reorganization of the affairs of the Company;
- \$27,036 of interest and bank charges relating to accrued interest on loans and amounts due to related parties; and
- \$9,942 of higher transfer agent and filing fees related to the reorganization of the affairs of the Company.

THREE MONTHS ENDED JUNE 30, 2008

The Company realized a net loss for the three months ended June 30, 2008 of \$330,723 or \$0.01 per share, compared to net loss of \$19,170 or \$0.00 per share for the same period in 2007. The net loss for the three months ended June 30, 2008 is higher by \$311,553 compared to the same period in 2007 mainly due to the following:

- \$234,000 of higher stock based compensation expense for stock options granted;
- \$37,718 of higher professional and consulting fees related to the reorganization of the affairs of the Company; and
- \$13,243 of higher transfer agent and filing fees related to the reorganization of the affairs of the Company.

SUMMARY OF QUARTERLY RESULTS

	3rd Quarter Ended June 30, 2008	2nd Quarter Ended March 31, 2008	1st Quarter Ended Dec. 31, 2007	4th Quarter Ended Sept. 30, 2007
(a) Revenue	\$0	\$0	\$0	\$0
(b) Loss for period	\$(330,723)	\$(711,502)	\$(29,096)	\$(57,768)
(c) Loss per share	\$(0.01)	\$(0.04)	\$(0.00)	\$(0.00)
	3rd Quarter Ended June 30, 2007	2nd Quarter Ended March 31, 2007	1st Quarter Ended Dec. 31, 2006	4th Quarter Ended Sept. 30, 2006
(a) Revenue	\$0	\$0	\$1,000	\$3,000
(b) Loss for period	\$(19,170)	\$(18,764)	\$(16,519)	\$(41,395)
(c) Loss per share	\$(0.00)	\$(0.00)	\$(0.00)	\$(0.00)

The quarterly results for the three month period ended June 30, 2008 reflect the fact that the Company had no active operations and was in the process of being financially restructured during the period. The increase in net loss for the three months ended March 31, 2008 as compared to the previous quarters is due to inclusion of a one time loss on settlement of debt with creditors in the amount of \$600,000, which related to the Company's Proposal under the Bankruptcy Act, and offset the gain on settlement of debt of \$545,591 that was previously recognized in 2003. Actual loss from operations, before loss on debt settlement for the nine month period ended June 30, 2008 was \$471,321, with the majority of the loss relating to stock-based compensation and consulting and professional services provided in relation to the Company's creditor proposal.

LIQUIDITY AND CAPITAL RESOURCES

The Company's cash position increased by \$473,072 to \$473,494 at June 30, 2008 as compared to \$422 at September 30, 2007. The increase is attributable to financing through the sale of equity securities during the three months ended June 30, 2008 offset by settlement of liabilities.

During the period since filing Notice of Intention under the *Bankruptcy and Insolvency Act* in 2003, the Company has financed its operations mainly through equity financings, short term debt, related party debt including officer and shareholder loans, and supplier credit. Working capital at June 30, 2008 was \$154,949 as compared with a deficiency of \$733,994 at September 30, 2007. The increase in working capital is attributable to financing through the sale of equity securities during the three months ended June 30, 2008.

At June 30, 2008 the Company had sufficient resources to fund its current activities and corporate overhead expenses. Future business opportunities will require the Company to raise additional capital. On July 8, 2008, the Company successfully completed a \$260 million private placement.

As at the date of this report, the Company has no material commitments other than those disclosed under *Subsequent Events*.

OFF-BALANCE SHEET ARRANGEMENT

The Company has no off-balance sheet arrangements.

NEW ACCOUNTING POLICIES

Financial instruments

Under Section 3855, financial instruments must be classified into one of these five categories: held-for-trading, held-to-maturity, loan and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments, including derivatives, are measured in the balance sheet at fair value. Subsequent measurement and changes in fair value will depend on their initial classification, as follows: held-for-trading, financial assets are measured at fair value and changes in fair value are recognized in net income; available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the investment is no longer recognized or impaired, at which time the amounts would be recorded in net income. Loans and receivables, held-to-maturity investments and other financial liabilities, are measured at amortized cost.

Since October 1, 2007, the Company has designated its cash as held-for-trading, which are measured at fair value. Amounts receivable are classified as loans and receivable, which are measured at amortized cost. Accounts payable and accrued liabilities, loan payable and due to/from related parties are classified as other financial liabilities. The Company does not have either available-for-sale or held-to-maturity instruments during the period ended June 30, 2008.

In March 2007, the CICA issued Section 3862, “Financial Instruments – Disclosures”, which replaces Section 3861 and provides expanded disclosure requirements that provide additional detail by financial instrument and liability categories. This standard harmonizes disclosures with International Financial Reporting Standards (“IFRS”). This Section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

In March 2007, the CICA issued Section 3863, “Financial Instruments – Presentation” to enhance financial statement readers’ understanding of the significance of financial instruments to an entity’s financial position, performance and cash flows. This Section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, interest, losses and gains, and the circumstances in which financial assets and financial liabilities are offset. This standard harmonizes disclosures with IFRS. This Section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

Capital disclosures

In December 2006, the CICA issued Section 1535, “Capital Disclosures”. This Section establishes standards for disclosing information about an entity’s capital and how it is managed. This Section applies to interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007.

FUTURE CHANGES IN ACCOUNTING POLICIES

Inventories

In June 2007, the CICA issued Section 3031, “Inventories”, which replaces Section 3030 and harmonizes the Canadian standard related to inventories with IFRS. This Section provides more extensive guidance in these areas: the determination of cost, including allocation of overhead; narrowing of permitted cost formulas; requirements for impairment testing; and expansion of disclosure requirements to increase transparency. This Section applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008, and is not expected to have a material impact on the Company’s financial statements.

International Financial Reporting Standards

In January 2006, the CICA Accounting Standards Board (“AcSB”) adopted a strategic plan for the direction of accounting standards in Canada. As part of the plan, accounting standards in Canada for public companies are to convert to IFRS effective for fiscal periods beginning on or after January 1, 2011. The Company continues to monitor, and assess, the impact of the conversion of Canadian GAAP to IFRS.

RELATED PARTY TRANSACTIONS

During the nine month period ended June 30, 2008, the Company recorded \$18,000 (2007: \$27,000) for management fees to a company related by a common former director.

During the nine months period ended June 30, 2008, the Company had the following transactions with companies related by a common former director or officer:

- Paid \$67,112 (2007: Nil) for legal and consulting fees;
- Paid \$674,828 for settlement of debt as part the Amended Proposal filed and accepted by the Supreme Court of British Columbia;
- Paid \$106,739 of the due to related parties balance at September 30, 2007; and
- Settled \$250,000 in debt through the issuance of 5 million common shares at a price of \$0.05 per share.

These transactions were in the normal course of operations and were measured at the exchange amount which was the amount established and agreed to by the related parties.

As at June 30, 2008, amounts due to related parties of \$nil (September 30, 2007: \$399,775) were due to a former director and a company with a common former director, with interest accruing at an annualized rate of 10%.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

On June 12, 2008, the Company entered into a letter of intent (“LOI”) with Redcorp Ventures Ltd. (“Redcorp”) pursuant to which the Company has agreed to purchase 100% of the life of mine payable gold production from Redcorp’s Tulsequah Chief Mine located in British Columbia and any other mines within a defined project area. Total upfront consideration to be paid is US\$90 million subject to certain funding conditions. In addition, the Company will pay for each gold equivalent ounce delivered, a cash payment of the lessor of US\$400 per ounce (subject to an inflationary adjustment three years after the anniversary date) or the then prevailing market price per ounce of gold. On August 14, 2008, the Company and Redcorp agreed to extend the term of the LOI from August 15, 2008 to September 18, 2008.

During the quarter, the Company also entered into an agreement with FNX Mining Company Inc. (“FNX”) to purchase 50% of the contained gold, platinum and palladium in ore mined and shipped from certain of the existing mining operations owned by FNX located in northern Ontario, see *Subsequent Events*.

FINANCIAL INSTRUMENTS

The Company’s financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, loan payable, and amounts due to related parties. The carrying value approximates their fair value due to the short-term maturity of such instruments. Unless otherwise noted, it is management’s opinion that the Company is not exposed to significant interest or credit risks arising for these financial instruments.

ADDITIONAL INFORMATION

Additional information about the Company is available on the Company's website at www.goldwheaton.com or on SEDAR at www.sedar.com.

Disclosure of Outstanding Share Data

a) Authorized:			
Unlimited common shares with no par value			
Unlimited preferred shares with no par value			
b) Common shares issued:			
	<u>Number</u>		
Balance, June 30, 2008	58,356,668		
Balance, August 19, 2008	931,406,668		
c) Share purchase options granted:			
	<u>Number</u>	<u>Total Options Exercisable</u>	<u>Weighted Average Exercise Price</u>
Balance, June 30, 2008	18,000,000	1,875,000	\$0.57
Balance, August 19, 2008	18,000,000	18,000,000	\$0.57
d) Share purchase warrants outstanding:			
	<u>Number</u>	<u>Expiry</u>	<u>Weighted Average Exercise Price</u>
Balance, June 30, 2008	31,450,000	April 21, 2009	\$0.10
Balance, August 19, 2008	288,400,000	April 21, 2009 July 8, 2013	\$0.91

SUBSEQUENT EVENTS

Private Placement

On July 8, 2008, the Company completed a \$260 million private placement. Under the terms of the financing, the Company issued an aggregate of 520,000,000 units, at a price of \$0.50 per unit. Each unit consists of one common share and one-half warrant exercisable for one additional common share at a price of \$1.00 per share, for a period of five years.

Share Purchase Warrants Exercised

Subsequent to June 30, 2008, 3,050,000 warrants were exercised at a price of \$0.10 for proceeds of \$305,000.

Mineral Interest Acquisition

On July 15, 2008, the Company entered into an agreement with FNX Mining Company Inc. ("FNX") to purchase 50% of the contained gold equivalent ounces in ore mined and shipped from the FNX Operations, being: (i) PM and 700 Deposits at the McCreedy West Mine; (ii) the Levack Footwall Deposit, Rob's Zone and 1900 Zone at the Levack Mine; and (iii) the 2000 and North Deposits at the Podolsky Mine (collectively, the "FNX Operations"). Total upfront consideration paid was \$400 million. In addition the Company will pay for each

gold equivalent ounce delivered, a cash payment of the lesser of US\$400 (subject to an inflationary adjustment three years after the anniversary date) or the then prevailing market price per ounce of gold. The \$400 million was satisfied by the payment of \$175 million in cash, the issue of 350 million common shares valued at \$175 million and \$50 million which will be paid six months following the closing of the FNX Gold Purchase Transaction by the issuance of warrants on the same terms and conditions as the warrants to be issued pursuant to the equity financing referred to above. As a result of the transaction, the Company and FNX have a common director.