

PRIZE MINING CORPORATION

(formerly MUSKOX MINERALS CORP.)

**CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)**

FEBRUARY 28, 2005

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
CONSOLIDATED BALANCE SHEET
(Unaudited – Prepared by Management)
FEBRUARY 28, 2005

	February 28, 2005	August 31, 2004
ASSETS		
Current		
Cash	\$ 190,597	\$ 51,460
Short-term investments (Note 3)	1,025,025	2,015,849
Receivables	103,510	58,005
Exploration advances	466,196	367,767
Prepaid expenses and deposits	<u>89,467</u>	<u>76,739</u>
	1,874,794	2,569,820
Equipment (Note 4)	15,835	17,612
Mineral properties (Note 5)	<u>19,766,490</u>	<u>18,374,484</u>
	<u>\$ 21,657,118</u>	<u>\$ 20,961,916</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	<u>\$ 134,125</u>	<u>\$ 85,812</u>
	\$ 134,125	\$ 85,812
Loan payable		
Convertible debenture (Note 6)	<u>\$ 1,150,000</u>	<u>-</u>
	1,284,125	85,812
Future income taxes (Note 7)	<u>2,076,752</u>	<u>2,076,752</u>
	3,360,877	2,162,564
Shareholders' equity		
Capital stock (Note 8)	21,696,557	21,696,557
Contributed surplus (Note 8)	453,964	453,964
Deficit	<u>(3,854,280)</u>	<u>(3,351,169)</u>
	<u>18,296,241</u>	<u>18,799,352</u>
	<u>\$ 21,657,118</u>	<u>\$ 20,961,916</u>

Basis of presentation (Note 1)

Commitments (Note 9)

On behalf of the Board:

“ FEISAL SOMJI”

President

“A.J.H. MCGUCKEN”

Director

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
CONSOLIDATED STATEMENT OF OPERATIONS AND DEFICIT
(Unaudited – Prepared by Management)
THREE MONTH AND SIX MONTH PERIOD ENDED FEBRUARY 28, 2005

	Three Month Period Ended February 28, 2005	Three Month Period Ended February 29, 2004	Six Month Period Ended February 28, 2005	Six Month Period Ended February 29, 2004
EXPENSES				
Administrative	\$ 23,392	\$ 11,468	\$ 41,917	\$ 20,182
Amortization	889	207	1,778	414
Capital Tax	-	-	-	8,062
Computer and website	752	11,280	1,243	16,780
Consulting fees	-	15,000	10,000	30,000
Corporate Financing Fees	20,000	-	20,000	-
Finder fees (Note 6)	89,500	-	89,500	13,360
Interest on long term debt (Note 6)	-	12,066	-	26,028
Management fees	45,000	61,000	90,000	89,000
Office and miscellaneous	35,366	13,113	45,876	24,760
Professional fees	26,282	12,700	34,114	31,472
Rent	2,570	5,998	11,567	17,998
Shareholder communication	35,669	40,445	71,273	69,764
Transfer agent and regulatory fees	20,069	62,926	22,877	76,322
Travel and related costs	30,535	22,204	69,408	68,557
	<u>330,395</u>	<u>268,407</u>	<u>510,209</u>	<u>492,969</u>
Loss before other item	(330,395)	(268,407)	(510,209)	(492,969)
OTHER ITEM				
Interest income	<u>11,699</u>	<u>691</u>	<u>16,300</u>	<u>691</u>
Loss before income taxes	(318,696)	(267,716)	(503,111)	(492,278)
Future income tax recovery	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Loss for the period	(318,696)	(267,716)	(503,111)	(492,278)
Deficit, beginning of period	<u>(3,535,584)</u>	<u>(2,765,935)</u>	<u>(3,351,169)</u>	<u>(2,541,373)</u>
Deficit, end of period	\$ (3,854,280)	\$ (3,033,651)	\$ (3,854,280)	\$ (3,033,651)
Loss per share – basic and diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted average number of shares outstanding	79,880,258	69,370,668	79,880,258	69,370,668

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited - See Notice to Reader)
THREE MONTH AND SIX MONTH PERIOD ENDED FEBRUARY 28, 2005

	Three Month Period Ended February 28, 2005	Three Month Period Ended February 29, 2004	Six Month Period Ended February 28, 2005	Six Month Period Ended February 29, 2004
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	\$ (318,696)	\$ (267,593)	\$ (503,111)	\$ (492,278)
Item not affecting cash:				
Amortization	889	207	1,778	414
Accrued interest on long term debt	-	12,066	-	22,028
Changes in non-cash working capital items:				
Increase (decrease) in receivables	15,173	(28,119)	(45,506)	(40,414)
Increase (decrease) in share subscriptions receivable	-	-	-	-
Increase (decrease) in exploration advances	95,609	(129,228)	193,185	(161,032)
Increase (decrease) in prepaid expenses and deposits	2,272	48,000	(12,728)	32,000
Increase (decrease) in accounts payable and accrued liabilities	<u>(201,461)</u>	<u>12,931</u>	<u>(243,301)</u>	<u>(38,956)</u>
Net cash provided by (used in) operating activities	<u>(406,214)</u>	<u>(351,736)</u>	<u>(609,683)</u>	<u>(674,238)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Loan payable (Note 6)	1,150,000	-	1,150,000	-
Capital assets	-	(3,180)	-	(9,493)
Capital stock issued for cash	-	2,502,000	-	3,242,000
Finders fees and share issuance costs	<u>-</u>	<u>(219,100)</u>	<u>-</u>	<u>(218,100)</u>
Net cash provided by financing activities	<u>1,150,000</u>	<u>2,279,720</u>	<u>1,150,000</u>	<u>3,013,407</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Deferred exploration costs, net of option payments received	(428,950)	(289,916)	(1,192,006)	(792,664)
Mineral Property Payments	<u>-</u>	<u>-</u>	<u>(200,000)</u>	<u>-</u>
Net cash used in investing activities	<u>(428,950)</u>	<u>(289,916)</u>	<u>(1,392,006)</u>	<u>(792,664)</u>
Change in cash and equivalents during the period	314,836	1,638,068	(851,689)	1,546,505
Cash and equivalents, beginning of period	<u>900,785</u>	<u>804,092</u>	<u>2,067,309</u>	<u>895,655</u>
Cash and equivalents, end of period	<u>\$ 1,215,621</u>	<u>\$ 2,442,160</u>	<u>\$ 1,215,621</u>	<u>\$ 2,442,160</u>

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated under the Business Corporations Act (Alberta) on August 16, 1996.

At the date of these consolidated financial statements, the Company has not been able to identify a known body of commercial grade ore on any of its properties. The ability of the Company to realize 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 development costs and to resolve any environmental, regulatory or other constraints which may hinder the successful development of the property. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

These consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and 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 financing. Management believes it has adequate funds to continue its operations and to complete its existing exploration commitments for the upcoming year.

	Year Ending 2004	Year Ending 2003
Working capital	\$ 2,484,008	\$ 345,409
Deficit	(3,351,169)	(2,541,373)

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries Muskox Holdings Ltd., a company incorporated in British Columbia, and 913169 Alberta Ltd., a company incorporated in Alberta. All significant inter-company balances and transactions have been eliminated upon consolidation.

Use of estimates

The preparation of consolidated financial statements in accordance 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 contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

Cash and equivalents

Cash and equivalents include highly liquid investments with original maturities of three months or less.

Short-term investments

Short-term investments include Canadian guaranteed investment certificates with a major Canadian Banking Institution. These investments are stated at cost plus accrued interest and their carrying value approximates their fair value.

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Equipment

Equipment, being computer equipment, is recorded at cost less accumulated amortization. Amortization is calculated over the estimated useful life using the declining balance method at 30% per annum.

Resource properties

The Company records its interests in mineral properties and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the properties to which they relate are placed into production, sold or management has determined there to be an impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production. Mineral properties which are sold before that property reaches the production stage will have all revenues from the sale of the property credited against the cost of the property. Properties which have reached the production stage will have a gain or loss calculated based on the portion of that property sold.

The recorded cost of mineral properties and other areas of geological interest is based on cash paid and the assigned value of share consideration costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

Deferred exploration costs

The Company defers all exploration expenses relating to mineral properties and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be an impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Values

The amounts shown for resource properties represent costs incurred to date and do not necessarily reflect present or future values.

Cost of maintaining resource properties

The Company does not accrue the estimated future costs of maintaining its resource properties in good standing.

Environmental protection and rehabilitation costs

Liabilities related to environmental protection and rehabilitation costs are accrued and charged to income when their likelihood of occurrence is established. This includes future removal and site restoration costs as required due to environmental law or contracts.

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)

Future income taxes

Future income taxes are calculated using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it to be more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

Flow-through common shares

Resource expenditure deductions for income tax purposes related to exploration activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Capital stock is reduced and future income tax liability increased by the estimated tax benefits transferred to shareholders.

Stock-based compensation

Effective September 1, 2002, the Company adopted CICA Handbook Section 3870 "Stock-Based Compensation and Other Stock-Based Payments", which recommends the fair value-based methodology for measuring compensation costs. The Company adopted the use of the fair value-based method and therefore all awards to employees and non-employees will be recorded at fair value on the date of grant.

Loss per share

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. For the years presented, this calculation proved to be anti-dilutive.

Basic loss per share is calculated using the weighted-average number of shares outstanding during the year.

Comparative figures

Certain comparative figures have been reclassified to conform with the current year's presentation.

3. SHORT-TERM INVESTMENT

	February 2005	February 2004
Canadian dollar guaranteed investment certificate	\$ 1,025,025	\$ 1,597,807

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 QUARTER ENDED FEBRUARY 28, 2005

4. EQUIPMENT

	February 2005			February 2004		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 25,530	\$ 9,696	\$ 15,835	\$ 16,432	\$ 4,798	\$ 11,634

5. RESOURCE PROPERTIES

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to its mineral properties and to the best of its knowledge, title to its properties are in good standing.

Nunavut Claims

The Company has a 100% interest in certain mineral claims in Nunavut, Canada. The claims are subject to a 2.5% gross overriding royalty. In 1998, the Company granted an option to acquire a 10% interest in the mineral claims to a former related party as consideration to postpone payment of a loan then outstanding and the advance of additional funds. The option is exercisable upon the optionee paying \$300,000 to the Company at the earlier of the claims being put into commercial production or December 31, 2020. If the option is exercised, the 10% interest will be converted into a 3% net smelter returns royalty in favour of the optionee upon the claims being put into commercial production.

During fiscal 2003, the Company entered into an option agreement with Anglo American (Canada) Ltd. ("AAEC") whereby AAEC could acquire an initial 51% interest in certain mineral claims of the Company by incurring exploration expenditures of \$11,500,000 before August 31, 2008 and a further 19% interest through additional funding of exploration and development work as well as a feasibility study.

In addition, the Company issued 2,777,778 units to AAEC for \$500,000. Each unit consisted of one common share and one share purchase warrant entitling AAEC to purchase one additional common share for \$0.25 until August 29, 2005. The proceeds from the private placement were applied towards AAEC's first year exploration commitment.

The Company has also obtained the agreement of holders of royalties and other similar interests in certain mineral claims of the Company for the sale of such interests to the Company in consideration of a future payment of \$2,000,000.

During fiscal 2004 AAEC terminated its option with the Company. The Company will retain all rights to the tenure of the mineral claims.

During fiscal 2004, the Company abandoned certain mineral claims and consequently, costs related to these claims, totalling \$469,674 (2003 - \$210,642), were written off to operations.

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

5. RESOURCE PROPERTIES (cont'd...)

Atlin Claims

On October 16, 2003, the Company agreed to an option agreement to purchase a 100% interest in certain mineral claims in the Atlin District of British Columbia. Terms of the option agreement are as follows:

- a) Pay \$140,000 upon execution of the option agreement (paid).
- b) Pay \$100,000 by April 1, 2004 (paid).
- c) Pay \$200,000 by October 1, 2004 (paid).
- d) Pay \$250,000 by April 1, 2005. (paid subsequent to quarter ended)
- e) Pay \$250,000 by October 1, 2005.
- f) Pay \$250,000 by April 1, 2006.
- g) Pay \$200,000 by October 1, 2006.
- h) Pay \$400,000 by January 15, 2007.
- i) Pay \$200,000 by January 15, 2008, and each year to January 15, 2011 for total cash payments of \$2,590,000.

In addition, the Company was required to incur exploration expenditures totaling \$750,000 over three years (incurred). The optionor will retain a 1.5% net smelter returns royalty. The Company paid a finder's fee consisting of 200,000 common shares at a value of \$30,000 and cash of \$30,000. In addition, the Company paid other associated costs of \$10,000.

February 28, 2005	Nunavut Claims	Atlin Claims	Total
Acquisition costs, beginning balance	\$ 5,837,554	\$ 310,000	\$ 6,147,554
Additions during the year	-	200,000	200,000
Acquisition costs, ending balance	<u>5,837,554</u>	<u>510,000</u>	<u>6,347,554</u>
Deferred exploration costs, beginning balance	<u>11,087,389</u>	<u>1,139,541</u>	<u>12,226,930</u>
Additions during the year			
Camp maintenance and fuel	-	136,851	136,851
Drilling	-	409,105	409,105
Equipment rental	-	80,307	80,307
Expediting and freight	-	11,287	11,287
Geological and geochemical	-	369,705	369,705
Geophysics	14,014	191,158	205,172
Tenure and licenses	-	-	-
Travel and accommodation	-	40,735	40,735
Legal fees	-	-	-
Report writing	-	10,845	10,845
	<u>14,014</u>	<u>1,177,993</u>	<u>1,192,007</u>
Written-off during the year	-	-	-
Deferred exploration costs, ending balance	<u>11,101,403</u>	<u>2,317,533</u>	<u>13,418,936</u>
Total resource properties	<u>\$ 16,938,957</u>	<u>\$ 2,837,533</u>	<u>\$ 19,766,490</u>

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

5. RESOURCE PROPERTIES (cont'd...)

February 29, 2004	Nunavut Claims	Atlin Claims	Total
Acquisition costs, beginning and ending balance	\$ 5,837,554	\$ 180,000	\$ 6,017,554
Deferred exploration costs, beginning balance	11,126,099	-	11,126,099
Additions during the year			
Spectrum survey	-	-	-
Camp maintenance	19,704	4,051	23,755
Drilling	432,483	1,637	434,120
Equipment rental	11,240	6,527	17,767
Expediting and freight	7,800	5,786	13,356
Helicopter support	-	-	-
Geological and geochemical	68,911	-	68,911
Geophysics	-	-	-
Telecommunications	-	-	-
Tenure and licenses	1,023	-	1,023
Travel and accommodation	22,042	-	22,042
Report writing and data interpretation	31,460	-	31,460
	594,664	18,001	612,664
Deferred exploration costs, ending balance	11,720,762	18,001	11,738,763
Total resource properties	\$ 17,558,316	\$ 198,001	\$ 17,756,317

6. LOANS PAYABLE

	February 2005	February 2004
a) Loan payable was due to a former related party and bore interest at prime rate plus 3% per annum.	-	675,874
b) On January 25, 2005, the Company announced that it had sold an unsecured, non-interest bearing convertible debenture in the amount of \$1,150,000 to RAB Special Situations LP. The principal amount of the debenture is due and payable on January 22, 2010. At any time prior to the maturity date, the holder may convert the principal amount, in whole or in part, into units of Prize. In consideration of service provided to the Corporation in connection to the convertible debenture, the Company made two cash payment equalling \$89,500 for finder's fees	1,150,000	-
	\$ 1,150,000	\$ 675,874

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

7. INCOME TAXES

a) A reconciliation of income taxes at statutory rates is as follows:

	Year Ending 2004	Year Ending 2003
Loss before income taxes	\$ (1,528,888)	\$ (1,114,110)
Expected income tax recovery	\$ 544,590	\$ 396,848
Reduction in tax rate	-	201,181
Non-deductible expenses	(201,002)	(100,301)
Deductible expenses	87,674	-
Recognized benefits on non-capital losses	287,830	-
Total income tax recovery	\$ 719,092	\$ 497,728

b) Details of future income tax assets and liabilities are as follows:

	2004	2003
Future income tax assets		
Equipment	\$ 2,821	\$ 1,562
Share issue costs	188,656	75,789
Non-capital losses available for future periods	1,745,733	1,444,138
Gross future tax assets	1,937,210	1,521,489
Future income tax liabilities		
Resource properties	(4,013,962)	(4,317,333)
Net future income tax liability	\$ (2,076,752)	\$ (2,795,844)

As at year ending August 31, 2004, the Company has non-capital losses of approximately \$4,900,000 which may be applied to reduce taxable income in future years. If not utilized, these losses expire through to 2014. The tax benefits of these non-capital losses and share issue costs have not been recognized in these consolidated financial statements except to the extent that they can be used to offset future income tax liabilities that existed at fiscal year end.

During the year ended August 31, 2003, the Company issued 2,489,999 units on a flow-through basis for gross proceeds of \$360,750. The flow-through agreement requires the Company to renounce certain deductions for Canadian exploration expenditures incurred on the Company's resource properties. Future income taxes of \$128,503 on the exploration expenditures to be renounced to shareholders were applied against capital stock.

As at August 31, 2003, \$328,173 of these proceeds from flow-through financing were classified as cash reserved for flow-through expenditures.

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

8. CAPITAL STOCK

	Number of Shares	Amount	Contributed Surplus
Authorized			
Unlimited number of voting common shares without par value			
Unlimited number of preferred shares, issuable in series			
Common shares issued			
Balance at August 31, 2002	28,754,584	\$ 14,271,518	\$ -
Private placements	20,711,277	2,616,740	-
Finders' fee	317,730	35,362	-
Share issuance costs	-	(87,542)	-
Future income taxes on exploration expenditures renounced to shareholders	-	(128,503)	-
Stock-based compensation	-	-	349,571
Balance at August 31, 2003	49,783,591	16,707,575	349,571
Private placements	28,196,667	5,247,000	-
Finder's fee on resource property	200,000	30,000	-
Warrants exercised	1,650,000	252,500	-
Finders' fee on private placement	50,000	7,500	-
Finders' fee on private placement	-	(7,500)	-
Fair value of warrants issued	-	(13,305)	13,305
Share issuance costs	-	(527,213)	-
Stock-based compensation	-	-	91,088
Balance at February 28, 2005	79,880,258	\$ 21,696,557	\$ 453,964

On December 12, 2003, the Company issued 21,413,334 units at a price of \$0.15 per unit for gross proceeds of \$3,212,000. Each unit consisted of one common share and one share purchase warrant. Each share purchase warrant will entitle the holder to purchase an additional common share at a price of \$0.18 per share on or before December 12, 2005. The Company paid fees of \$219,100 in cash, 50,000 units with the same terms as the private placement and 153,334 finders' fee share purchase warrants with the same terms as the private placement. The fair value of the share purchase warrants of \$11,239 was allocated to capital stock and contributed surplus.

On March 23, 2004, the Company issued 6,783,333 units at a price of \$0.30 per unit for gross proceeds of \$2,035,000. Each unit consisted of one common share and one half share purchase warrant. Each whole share purchase warrant will entitle the holder to purchase an additional common share at a price of \$0.40 per share on or before March 23, 2006. The Company paid fees of \$168,043 in cash and 15,000 finder's fee share purchase warrants which entitles the holder to purchase an additional common share at a price of \$0.40 per share on or before March 23, 2006. The fair value of the share purchase warrants of \$2,066 was allocated to capital stock and contributed surplus.

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 QUARTER ENDED FEBRUARY 28, 2005

8. CAPITAL STOCK (cont'd...)

On January 25th, the Company announced it had entered into an engagement letter with Wolverton Securities Ltd. pursuant to which Wolverton has agreed to act on a best efforts basis as Prize's agent in respect of the short form offering of a maximum of 9,230,770 flow-through common shares and 6,153,840 units at the issue price of 13 cents for each of the FT share and unit components of the short form offering (65 cents on a post consolidation basis) for gross proceeds of up to \$2-million. Each unit will consist of one common share and one-half of one common share purchase warrant, all issued on a non-flow-through basis. The warrants will be exercisable at the price of 25 cents until Dec. 31, 2006 (\$1.25 per share on a post consolidation basis).

The fair value of the finder's fee share purchase warrants was calculated using the Black-Scholes Option Pricing Model. The weighted average assumptions used were 2.27% to 3.11% for risk free interest rates, 2 years for the life of the warrants, 99.40% for annualized volatility and \$Nil for a dividend rate.

Warrants

Warrant transactions are summarized as follows:

	2004	2003
Balance, beginning of year	21,229,007	500,000
Issued	25,023,335	21,229,007
Exercised	(1,650,000)	-
Expired	-	(500,000)
Balance, end of quarter	44,602,342	21,229,007

The following warrants to acquire common shares were outstanding at February 28, 2005:

Number of Shares	Exercise Price	Expiry Date
9,148,000	\$ 0.15	August 29, 2005
4,508,230	0.20	August 29, 2005
2,777,778	0.25	August 29, 2005
3,144,999	0.20	August 29, 2005
21,616,668	0.18	December 12, 2005
3,406,667	0.40	March 23, 2006

The beginning balance of 21,229,007 warrants was due to expire during the current year. The expiration date for all of these warrants was extended to August 29, 2005.

Stock options

The Company has an incentive stock option plan in place under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common shares of the Company.

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
 QUARTER ENDED FEBRUARY 28, 2005

8. CAPITAL STOCK (cont'd...)

Stock options (cont'd...)

The outstanding amount of 4,725,000 options was re-priced to \$0.14. The re-pricing was approved by the shareholders' at the Company's AGM on February 17, 2005. Also approved by at the AGM, was an additional 1.58 million new options which were granted at a price of \$0.14 for a term of 5 years. The remaining terms of the options remain the same.

	Number of Shares		Weighted Average Exercise Price
Outstanding and exercisable at August 31, 2002	2,805,000	\$	0.28
Granted	2,595,000		0.25
Cancelled	(450,000)		0.28
Outstanding and exercisable at August 31, 2003	4,950,000	\$	0.26
Granted	700,000		0.24
Cancelled	(350,000)		0.28
Outstanding and exercisable at August 31, 2004	5,300,000	\$	0.26
Granted	700,000		0.26
Expired	(875,000)		0.28
Expired	(400,000)		0.26
Outstanding and exercisable at February 28, 2005	6,305,000	\$	0.14

The following stock options were outstanding at February 28, 2005:

Number of Shares	Exercise Price	Expiry Date
350,000	\$ 0.14	February 13, 2005
562,500	0.14	October 20, 2005
267,500	0.14	January 25, 2007
650,000	0.14	July 10, 2008
1,845,000	0.14	August 17, 2008
700,000	0.14	February 12, 2009
350,000	0.14	September 26, 2009
1,580,000	0.14	January 16, 2010

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

8. CAPITAL STOCK (cont'd...)

Stock-based compensation

The total stock-based compensation recognized for stock options granted under the fair value method was (2004- \$91,088) and (2003 - \$349,571) using the Black-Scholes Option Pricing Model.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted:

	2004	2003
Risk-free interest rate	3.33%	2.94%
Expected life of options	2 to 5 years	2 years
Annualized volatility	99.40%	124.19%
Dividend rate	0.00%	0.00%

9. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

- a) Paid or accrued (2005 - \$nil) (2004 - \$12,066) in interest expense to a trust associated with a former director of the Company (Note 6).
- b) Paid or accrued (2005 - \$45,000) and (2004 - \$61,000) in management fees to directors.

These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the parties.

10. SEGMENTED INFORMATION

The Company currently conducts substantially all of its operations in Canada in one business segment being the exploration and development of resource properties.

11. FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and equivalents, restricted cash, short-term investment, receivables, accounts payable and accrued liabilities and loans payable. In management's opinion, the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

The Company has its cash and equivalents in primarily one commercial bank in Calgary, Alberta, Canada.

Cash and equivalents and short-term investments are not subject to currency risk. The Company does not believe it is subject to any significant credit risk although cash and equivalents and short-term investments are held in excess of federally insured limits, with a major financial institution.

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
QUARTER ENDED FEBRUARY 28, 2005

12. SUBSEQUENT EVENTS

Subsequent to February 28, 2005, the Company:

On March 16, 2005 the Board of Directors held a meeting, at which time Dr. Roger Morton resigned his position as President and Chief Executive Officer and Mr. Bill Dynes has resigned as Vice-President of Exploration. Mr. Feisal Somji was elected by the board as the Company's President and Chief Executive Officer and Mr. Harry McGucken was assigned as Chief Executive Officer.

On March 30, 2005 the Company, announced that it has completed a consolidation of its share capital on the basis of one (1) new common share for every existing five (5) common shares. After given effect to the consolidation there are 15,976,051 common shares issued and outstanding. In connection with the consolidation, the name of the Corporation has been changed from Muskox Minerals Corp. to Prize Mining Corporation. Trading on the TSX Venture Exchange began on March 30, 2005, under the new symbol PRZ. The Consolidation and the Name Change were approved by the shareholders of Muskox at the Annual General and Special Meeting of the shareholders of Muskox held on February 17, 2005.

On April 22, 2005, Dr. Roger Morton resigned from the Board of Directors of the Company.

PRIZE MINING CORPORATION (formerly MUSKOX MINERALS CORP.)
FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS
QUARTER ENDED FEBRUARY 28TH, 2005

The following discussion and analysis of the operations, results and financial position of Prize Mining Corporation. (the "Company" or "Prize") for the quarter ended February 28th, 2005 should be read in conjunction with the February 28th, 2005 Management Prepared Un-Audited Financial Statements and related notes. The effective date of this report is April 28th, 2005.

Forward-Looking Statements

Except for historical information, the Management Discussion and Analysis may contain forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Current Operations

The Company is a natural resources company involved in the acquisition and exploration of precious-metal mineral properties. The present focus of its operations is gold exploration in the Atlin District of northern British Columbia. The company has the option to acquire 100% of a claims block (the "Atlin Gold Property") in the Pine Creek area where bedrock gold-silver deposits occur below gold-rich placer gravels. The option agreement, as described below, allows for the Company to be the operator for the project.

In Nunavut, northern Canada the Company's wholly-owned subsidiary Muskox Holdings Ltd., holds mineral claims comprising the mineral tenure to the Muskox Intrusion. The Intrusion is a layered mafic/ultramafic igneous complex of similar composition and geological environment to other intrusions which host large nickel + copper + platinum + palladium deposits.

The Company has been actively exploring the property since 1996. Work to date has included extensive geophysical surveys, geological mapping, geochemical sampling, and diamond drilling. Results to date are encouraging and further exploration work is warranted. The Company had joint ventured the property with Anglo American Exploration (Canada) Ltd. (AAEC). AAEC was the operator for the project and incurred all on-going exploration and property maintenance costs as outlined in the option agreement described below. On May 26, 2004 the Company announced that AAEC had terminated the Option Agreement and the Company now retains 100% of the mineral properties in Nunavut.

The Company is currently listed as a Tier 1 company of the TSX-V and is in good standing.

Results of Operations

1) The Atlin Gold Project

Under the Option Agreement dated October 16, 2003, Prize may earn a 100% interest in the Atlin Gold Property by making cash payments totaling \$2,590,000 over the 7 years ending January 15, 2011, and expending a minimum of \$250,000 in exploration work per year for the first three years, for a total of \$750,000. Prize has paid the initial \$140,000 upon the signing of the Option Agreement and has made two subsequent property payments totaling \$300,000. Another payment of \$250,000 was due on April 1, 2005 and was remitted on March 22, 2005. The next payment of \$250,000 is due October 1, 2005. Prize can choose to accelerate the cash payments to exercise the Option early, without penalty. Once the Option is exercised, the Property will be subject to a 1.5% NSR Royalty.

As of the date of this report, the Company has met all obligations for the exploration work requirements for the full three years (\$750,000).

The Atlin Gold Project is within a geologic environment similar to those hosting rich gold deposits such as those in the Motherlode district of California and in the prolific Bralorne Mine area of Southern British Columbia. Gold in these areas is associated with the listwanitic (carbonate-quartz-mariposite) alteration of ultramafic ophiolitic rocks. The association of listwanitic rocks with the placer gold deposits of the Atlin area resulted in exploration of the area from 1987 to 1989 by Homestake Minerals Corporation.

Exploration Progress

In December 2003 a drill was mobilized on site and a 2 hole short program commenced on the Atlin Gold Property prior to the Christmas break. The primary objective of these holes was to verify information which was gathered by Homestake Mining during the period 1986-88.

In February 2004, Prize initiated a drill program on the Atlin Gold Property. The program first continued the objective of the December drilling program being designed to verify information gathered by Homestake Mining during the period 1986-88. The second phase of this drill program was based upon the results of Prize's initial exploration programs, combined with pre-existing data which the Company has translated into digital format.

At the end of the second Phase, Prize had drilled a total of 1059.3 metres in holes YJ-03-01 to YJ-04-12 in 14 holes on the Atlin Gold Property. These holes were drilled using NQ drill rods. Some exceptional grades of gold mineralization were encountered in several drill holes.

The third Phase of the diamond drill program on the Atlin Gold Property was designed to test along-strike and down-dip continuity of the mineralized structures identified in the earlier phases. A larger drill was brought on site to increase recovery rates from the drilling. The Company drilled HQ core. Data from the old Homestake drill holes were combined with the initial Prize drill results and the mineralized zones have been re-modeled.

Results from the Phase III drilling program showed that the main drill target remains the steeply dipping fault zone trending along the Pine Creek valley, thought to be the source of the very rich placer gold channel. The fault structure, with its associated listwanite alteration and quartz veining, returned very high gold values in previous drilling. New computer modeling revealed 3 sub-parallel mineralized bands located within the fault zone and new diamond-drill holes were planned to test these features.

In the latest phase of drilling, 21 holes (YJ04-13 to YJ04-33) have been completed, with 2,874 metres of HQ core. Previously, the company reported bonanza grade gold intersections of 513.5 grams per tonne (g/t) over 5.56 metres in drill hole YJ03-01 and 128.15 g/t over 0.5 metre in drill hole YJ04-01. The phase III drill program tested 310 metres of the two-kilometre-plus strike length. Drill holes YJ04-20 and YJ04-22 are step-outs to the east from the initial bonanza grade holes and have returned 142.4 g/t gold over 1.0 metres and 156.9 g/t gold over 0.5 metre, respectively. Drill hole YJ04-29 is a westerly step-out from the prior drilling and returned 119.6 g/t gold over 0.5 metre.

The following table summarizes the high-grade gold intersections in the Yellowjacket Gold Zone to date from the Prize drill programs. These extremely high-grade gold values underlie one of the richest placer gold channels in the Atlin region, and it is likely that the up dip projection of these gold intercepts are responsible for a portion of the spectacular gold nuggets mined nearby. Prize has named this delineated zone the ‘Yellowjacket Gold Zone’

HOLE #	FROM (m)	TO (m)	WIDTH (m)	GOLD (g/t)
YJ03-01	13.95	19.51	5.56	513.50
	21.96	22.87	0.91	21.06
	25.00	26.52	1.52	40.42
	35.97	39.02	3.05	34.81
	42.99	44.21	1.22	57.88
YJ03-02	50.30	50.91	0.61	16.28
YJ04-01	92.50	93.00	0.50	128.15
YJ04-07	38.66	37.16	0.50	24.61
	48.85	54.45	6.10	40.10
	53.40	53.71	0.31	588.87
	53.95	54.45	0.50	98.85
YJ04-17	33.10	33.60	0.50	19.41
YJ04-20	140.00	141.00	1.00	142.40
YJ04-22	31.50	32.00	0.50	16.19
	106.80	107.30	0.50	156.95
YJ04-27	68.85	69.35	0.50	22.43
YJ04-29	68.00	68.50	0.50	119.62
YJ04-33	57.50	58.00	0.50	20.04
	80.65	81.15	0.50	16.76
	91.80	92.30	0.50	31.30
YJ04-35	106.70	107.40	0.70	47.24
	107.40	108.00	0.60	15.80
	108.00	108.80	0.80	21.17
YJ04-36	87.00	87.50	0.50	31.70
YJ04-37	109.50	110.00	0.50	23.11

Hole YJ04-33 returned 3 individual 0.5 metre wide high-grade gold intercepts (of 20.40 g/t, 16.76 g/t and 31.30 g/t gold) between 57.50 and 92.30 metres depth. The upper two intercepts from hole YJ04-33 align geologically with the previously reported high-grade intercepts from hole YJ04-22 (of 16.19 g/t and 156.95 g/t gold).

In hole YJ04-35, three consecutive core intervals returned high gold assays and averaged 28.33 g/t gold over 2.10 metres width. Holes YJ04-36 and 37 each contained a single 0.5 metre wide high-grade interval (31.70 g/t and 23.11 g/t gold, respectively).

Additional Gold Mineralization within the Yellowjacket Gold Zone

In addition to the very high-grade gold mineralization found along steeply dipping structures associated with the Pine Creek Fault Zone, which underlies the rich placer channel, a second and third gold mineralized population were intersected during the 2004 diamond drill program. Statistical analyses show that the three gold populations are:

Population 1 – 15.00 to 5800.00 g/t gold

Population 2 – 5.00 to 15.00 g/t gold

Population 3 – 0.50 to 5.00 g/t gold

Each of these gold populations is confined to an independent structural orientation, but all three structural features intersect at Yellowjacket Gold Zone. Gold mineralization of Population 3 is found within a shallowly dipping feature believed to be related to the original thrust faulting of the local ultramafic host rocks. Higher-grade gold mineralization from Populations 1 and 2 is related to steeply dipping features which cut across the shallowly dipping thrust fault.

The following table has selected gold assay results for only four of the drill holes, to illustrate examples of the various gold populations. Some of the very high-grade gold values outlined in the previous table are shown, as well as results from the other gold populations.

HOLE #	FROM (m)	TO (m)	WIDTH (m)	GOLD (g/t)	HOLE #	FROM (m)	TO (m)	WIDTH (m)	GOLD (g/t)
YJ04-20	59.00	60.00	1.00	2.10	YJ04-27	49.00	49.50	0.50	0.54
	80.00	81.00	1.00	4.49		51.50	52.00	0.50	0.65
	89.00	90.00	1.00	2.08		57.00	57.65	0.65	0.66
	90.00	91.00	1.00	7.57		57.65	58.15	0.50	4.13
	91.00	92.00	1.00	0.51		64.15	64.90	0.75	3.61
	92.00	93.00	1.00	0.89		66.35	66.85	0.50	4.19
	103.00	104.00	1.00	0.62		66.85	67.35	0.50	1.38
	105.00	105.50	0.50	1.34		67.85	68.35	0.50	1.05
	105.50	106.00	0.50	2.13		68.35	68.85	0.50	3.12
	106.00	107.00	1.00	1.27		68.85	69.35	0.50	22.43
	107.00	108.00	1.00	7.12		69.35	69.90	0.55	9.55
	108.00	109.00	1.00	0.75		69.90	70.50	0.60	3.74
	109.00	110.00	1.00	0.86		115.65	116.15	0.50	3.84
	110.50	111.00	0.50	1.29		142.34	142.84	0.50	0.62
	111.00	112.00	1.00	0.86					
	113.00	114.00	1.00	1.13	YJ04-29	67.20	68.00	0.80	0.79
	119.00	120.00	1.00	0.59		68.00	68.50	0.50	119.62
	137.00	138.00	1.00	0.94		77.60	78.00	0.40	0.99
					YJ04-29	136.00	136.50	0.50	0.73
YJ04-20	138.00	139.00	1.00	1.04		136.50	137.00	0.50	3.92
	140.00	141.00	1.00	142.40		142.00	143.00	1.00	2.02
						157.00	158.00	1.00	2.87
YJ04-22	29.57	30.00	0.43	14.63		161.00	162.00	1.00	0.57
	30.50	31.00	0.50	1.93		178.00	179.00	1.00	2.30
	31.00	31.50	0.50	7.90		179.00	180.00	1.00	3.84
	31.50	32.00	0.50	16.19		180.00	180.50	0.50	2.01
	32.00	32.50	0.50	0.60		180.50	181.00	0.50	2.42
	38.15	39.15	1.00	0.65		181.00	182.00	1.00	3.83
	46.00	46.50	0.50	1.33		182.00	183.00	1.00	2.31
	68.60	69.25	0.65	1.32		183.00	183.70	0.70	2.14
	73.76	74.25	0.49	5.12		187.00	188.00	1.00	0.86
	76.25	76.81	0.56	1.55		192.00	193.00	1.00	0.84
	76.81	77.22	0.41	1.28		193.00	194.00	1.00	1.45
	89.93	90.43	0.50	2.29		194.00	195.00	1.00	0.95
	90.43	91.03	0.60	0.58		195.00	196.00	1.00	5.18
	106.80	107.30	0.50	156.95		202.00	203.00	1.00	0.52
	107.30	107.80	0.50	0.74		202.00	203.00	1.00	0.52
	107.80	108.30	0.50	1.13					

Geophysics

In September of 2004, an 820 line kilometre airborne geophysical survey was flown over the Atlin Gold Property. The primary objective of this survey was to obtain dense, high-resolution aeromagnetic and electromagnetic data sets over the property. These data were required in order to enhance the general understanding of the host geology and of the mineralizing structures in this area, which is characterized by very limited outcrop exposure.

The geophysical survey results showed some extremely interesting magnetic susceptibility and resistivity features, which correlate well with drilled areas containing known high-grade gold mineralization. The main Yellowjacket mineralized zone (as shown in the above tables of results) lies in an area of moderately high resistivities flanking the shoulder of a significant magnetic susceptibility gradient. Several magnetic susceptibility features were defined by the airborne survey and are now being examined for their potential as additional drill target areas.

Two of the newly defined magnetic susceptibility features have similar characteristics to the Yellowjacket Zone susceptibilities, and lie along the same structural corridor which hosts the gold mineralization at Yellowjacket. One of these magnetic anomalies, to the west of the current drill area, overlies the historic bedrock gold showing "Rock of Ages". A second large magnetic geophysical feature, to the east of the current drill area, spans the head of the very rich placer gold channel on Pine Creek. Ground geophysical follow-up of these anomalies will now be conducted in order to define diamond drill targets.

Continuing Exploration

Over 350 metres of strike length in the mineralized zone has now been drill tested along the favourable Pine Creek fault structure. Visible gold is now being intersected on a regular basis as the orientation of several distinct gold bearing zones within the Yellowjacket Zone have been identified and are becoming better understood. The mineralized zones are open at depth and laterally in both directions along strike. The initial part of the ongoing drill program will continue to drill along strike of the Yellowjacket Zone.

Concurrent with the diamond drilling program, ground geophysical surveys (magnetic and resistivity) over the airborne survey data anomalies will be implemented in order to gain better ground control for follow-up diamond drilling of these new targets.

Conclusion

The 2005 diamond drill program is commencing on a much more confident footing with the knowledge gained from the new geophysical and the 2004 drilling data. The Company is very encouraged by the identification of expanded target areas, both east and west, along the structural corridor which hosts the Yellowjacket Zone. The exploration/delineation of the gold deposits will thus continue along-strike and down-dip from the previously identified mineralized sectors within the Pine Creek fault zone. The ongoing drill program will also test the "Rock of Ages" gold showing, together with the bedrock beneath the geophysical anomalies along trend with those found at Yellowjacket.

The Company is continuing to model the Yellowjacket Gold Zone with the Vulcan Mine Development software, and is planning a surface and/or underground bulk sampling program. The Company is on schedule to meet its corporate goals.

As of the date of this report, a total of 42 drill holes have been completed by the Company.

The data from continued drill testing have enlarged the Yellowjacket zone and are being used to generate a preliminary resource model. The mineralized zones are open at depth and laterally in both directions along strike; to date each new step-out has resulted in additional gold intersections. The process of permitting for bulk sampling and identifying the zones for bulk testing has been initiated; the progress will be reported over the coming months.

In addition to gold, a number of geochemical pathfinder elements have been detected in key lithological units within the Yellowjacket structure. The importance of these pathfinders is key in mapping out the zones that are gold bearing. As a result of the "nugget effect", gold is unevenly distributed within the mineralized zone, but the pathfinders directly associated with gold have the characteristic of being normally distributed. Vulcan mine modelling software package is being used by the Company to create a model that maps these pathfinder zones to better delineate the true size and extent of the gold bearing horizons.

With the data collected to date, along with the geophysical survey results and the new pathfinder models, management is further advancing its study of the economic viability of the Yellowjacket zone.

2) The Muskox Intrusion

Exploration Progress

A 1987 line-kilometer Spectrem airborne survey was completed by AAEC over the main outcropping body of the Muskox Intrusion. Spectrem is a high-powered electromagnetic (EM) geophysical system proprietary to AAEC which is employed to detect electrically conductive sulphide bodies. Spectrem's lower frequency and higher signal strength, compared to conventional EM systems, give it the capability of probing deeper into the Intrusion to depths greater than 300m and with a high degree of precision than the previously utilized ground geophysical methods.

On-site geological and geophysical surveys of the Muskox Intrusion were performed by the AAEC crews and interpretation of data from the Spectrem airborne geophysical survey was completed.

AAEC completed their field program which included the Spectrum airborne geophysical survey, geological, ground geophysical surveys, geochemical soil sampling and drilling programs. The focus of the latter programs was on areas of interest defined by positive data acquired during the Spectrem airborne geophysical survey. The geochemical soil survey collected 965 samples for analysis with a view to better target definition.

Results of the initial phase of Spectrem geophysical data interpretation resulted in the rapid identification of 21 conductive targets of interest which resulted in a total of 1,501.14 m of NQ core drilled in 6 diamond drill holes.

In November, 2003, AAEC released preliminary results and final assays on their Muskox Intrusion field exploration program conducted during August and September, 2003.

During the last week of March 2004, AAEC mobilized field personnel to its camp on the Muskox Layered Intrusion to complete a pulse EM (electromagnetic) ground geophysical survey over a target which has been identified in the area of the Canoe Lake Fault in the northwestern part of Muskox Intrusion.

During the first week of April a drill crew was mobilized to the intrusion for the purposes of drilling 2 diamond-drill holes in order to immediately test the aforementioned Canoe Lake target.

The short drill program consisting of testing two specific targets (approximately 600m of drilling) in the Canoe Lake Fault Block area on the western side of the Muskox Intrusion. The first drill target tested a geophysical anomaly located approximately 400 metres north of the MX03-001 drill hole, where assay results were returned from sulphidic veins within footwall paragneisses (1.22% Ni, 0.76% Cu, 1,782.9 ppb Pt+Pd+Au in an intersect of 0.61m containing approximately 6% S).

The conductive anomaly, which is interpreted to occur within a magnetically modeled/defined trough-like structure at the base of this part of the Muskox Intrusion, has been well delineated at surface by a recently completed pulse EM geophysical survey.

The second drill target is located approximately 600m north of MX04-001 along the same geophysical conductive trend. As with the first target, this geophysical anomaly is interpreted to occur at the base of this portion of the Muskox Intrusion and was detected by the 2003 Spectrem survey and by a surface geophysical survey. This target is also overlain by a Ni, Cu, Co, PGE soil geochemical anomaly.

On May 26, 2004 the Company announced that the Option/Joint Venture Agreement with AAEC has been terminated in its entirety. As per the Agreement, Prize will retain all rights to the tenure of the Muskox Intrusion Project.

Exploration expenditures by AAEC exceeded \$ 2.5 million. The exploration program conducted over two years included integration of existing data sets from previous programs conducted by Prize, a regional Spectrem airborne survey, soil geochemistry, ground UTEM and PEM surveys over specific targets on the western and eastern margins of the Intrusion.

The collection and compilation of data resulted in the identification of numerous drill targets throughout the Intrusion, of these targets, AAEC tested eight, with priority given to those strongly associated with high nickel values in soils and/or conductors from the Spectrem survey. Three of the eight holes drilled were located in the Canoe Lake fault region on the western margin.

The drilling of the 6 holes in 2003 and 2 in April/May 2004 totaled 2,030.58 meters. Downhole geophysics was conducted on all drill holes.

Muskox Intrusion: Gravity Survey

Preliminary data from AAEC's 2003-2004 programs compiled with the Prize 's dataset suggests that a large portion of the Muskox Intrusion requires further exploration. Magnetic and EM modeling indicates that the MacGregor Lake Area is the most prospective for a Norilsk type PGE-Ni-Cu magmatic sulphide deposit. As a result of this rigorous review of the data, Prize completed a gravity survey over certain areas of the Muskox Intrusion. The gravity survey tested the Keel region of the Intrusion from Valley Lake to MacGregor Lake and also tested an area between MacGregor Lake and Speers Lake. The survey was conducted in a part of the Intrusion where Prize has received values as high as 74.6 gm/T Pd, 7.4 g/T Pt, 5.3 g/T Au, 7.7 % Cu, and 0.3 % Cu from the corresponding margins of the Intrusion.

Results from the gravity survey are currently being processed by an independent consulting firm to verify the data received and the post processing completed by the Company.

At this time, the Company has no exploration plans for the Intrusion and the Board is determining if the Company should initiate further exploration on the property, or seek out another joint venture partner.

Acquisition or Abandonment of Resources Properties Material to the Issuer

During fiscal 2004, the Company abandoned certain mineral claims and consequently, costs related to these claims, totalling \$469,674 (2003 - \$210,642), were written off to operations.

Selected Annual Information

	Aug. 31, 2004	Aug. 31, 2003	Aug. 31, 2002
Loss before extraordinary items	(\$1,092,698)	(\$928,767)	(\$794,264)
Net Loss	(\$819,796)	(\$616,382)	\$654
Loss Per Share	(\$0.01)	(\$0.02)	\$0.00
Total Current Assets	\$2,569,820	\$1,124,444	\$99,881
Total Current Liabilities	\$85,812	\$ 778,735	\$1,530,897
Working Capital (Deficiency)	\$2,484,008	\$345,409	(\$1,431,016)

Summary of Quarterly Results

The Company incurred \$330,395 in expenses during the period, up from \$268,407 during the same period last year. \$109,500 of these expenses were associated with the Finder's Fee on the convertible debenture and the corporate finance fee associated with the Wolverton Engagement Letter.

Period Ended	2005 Feb 29 Q2	2004 Nov 30 Q1	2004 Aug 31 Q4	2004 May 31 Q4	2004 Feb 29 Q2	2003 Nov 30 Q1	2003 Aug 31 Q4	2003 May 31 Q3
Total Revenue Income (loss)	(330,395)	(\$179,814)	(\$218,191)	(\$381,538)	(\$268,407)	(\$224,562)	(\$673,756)	(\$55,490)
Diluted Loss Per Share	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.02)	(\$0.01)
Net Income (loss)	(318,696)	(184,415)	\$51,637	(\$369,147)	(\$267,716)	(224,562)	(\$361,371)	(\$55,490)
Diluted per share	(\$0.01)	(\$0.01)	\$0.01	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)	(\$0.01)

On Jan. 17, 2005, the Company announced that its board of directors has adopted a shareholder rights plan similar to those recently adopted by other Canadian public companies. Shareholder approval of the plan was sought at the shareholders meeting on Feb. 17, 2005. The plan is intended to provide the board and the shareholders sufficient time to assess and evaluate any offer for shares of Prize, which might at any time in the future be made, and, where appropriate, to enable the board to explore and develop alternatives to maximize value to shareholders. In implementing the plan, the board declared the distribution of one right for each Prize common share outstanding at the close of business on Jan. 17, 2005. Also, one right will be issued with respect to each common share of Prize issued after Jan. 17, 2005. The rights trade with and are represented by Prize's common share certificates. Rights certificates will not be distributed to shareholders and the rights do not become exercisable or separable unless one or more specified events occur. If a person, or group acting in concert, acquires 20 per cent or more of the common shares of Prize, the rights will entitle the holders thereof (other than the acquiring person or group) to purchase shares of Prize at a 50-per-cent discount from the market price at the time. With respect to any person or group acting in concert which held 20 per cent or more of the common shares as of Jan. 17, 2005, any acquisition of an additional 1 per cent or more of the common shares of Prize will also trigger the rights. The rights are not triggered by a permitted bid, which must be a bid made to all shareholders, must be made in compliance with all applicable securities laws and must meet certain other conditions, including an acceptance period of 35 days. In the event such bid is accepted by shareholders holding at least 50 per cent of the common shares, other than those held on behalf of the bidder, it must thereafter remain open for a further 10-day period. At any time prior to the rights becoming exercisable, the board may waive the operation of the plan with respect to certain particular events before they occur. The plan is subject to TSX Venture Exchange approval and requires confirmation by Prize's shareholders within the next six months. If shareholders do not confirm the plan within such time frame, then the plan ceases to be in effect. If confirmed by the shareholders at the upcoming shareholders meeting, the plan will expire at the close of the 2010 annual shareholders meeting. Prize is not aware of any pending or threatened takeover bid. A copy of the rights plan agreement will be attached as Schedule A to the material change report that Prize has filed on SEDAR in respect of the adoption of the rights plan.

On Jan. 17, 2005, Prize amended the exercise price of 4,725,000 stock options presently held by directors, officers and consultants of Prize currently exercisable at prices of 24 cents and 28 cents per common share to the exercise price of 14 cents per common share. This amended price is greater than: (i) the closing price of the common shares on Jan. 14, 2005; and (ii) the weighted trading average for the five days ending Jan. 14, 2005. These amendments to the exercise price of the outstanding stock options are subject to approval of the TSX Venture Exchange and the majority of disinterested shareholders entitled to vote at the upcoming shareholders meeting. In addition, Prize granted a total of 1.38 million stock options of the corporation to its directors and officers and a further 200,000 stock options to a consultant on Jan. 17, 2005. These stock options will have an exercise price of 14 cents per common share and expire on Jan. 17, 2010.

On January 25th, 2005, the Company announced that it has completed the private placement first announced on Oct. 14, 2004, for gross proceeds of \$1.15-million. Under this private placement, Prize sold an unsecured, non-interest-bearing convertible debenture in the principal amount of \$1.15-million to RAB Special Situation LP. The principal amount of the debenture is due and payable on Jan. 22, 2010. At any time prior to the maturity date, the holder may convert the principal amount, in whole or in part, into units of Prize at a conversion price of (i) 12 cents until Jan. 21, 2007; (ii) 13.2 cents from Jan. 22, 2007, until Jan. 21, 2008; (iii) 14.3 cents from Jan. 22, 2008, until Jan. 21, 2009; and (iv) 15.73 cents from Jan. 22, 2009, until Jan. 21, 2010. Each unit will consist of one common share and one common share purchase warrant. The warrants will be exercisable during the period ending on the earlier of one year from the date of issuance of the warrant and Jan. 21, 2010, at an exercise price equal to the conversion price in effect on the date of the issue of the warrants. After giving effect to the 1-for-5 consolidation of Prize 's outstanding common shares proposed for approval at the next shareholders meeting on Feb. 17, 2005, the conversion and exercise prices will be adjusted to (i) 60 cents until Jan. 21, 2007; (ii) 66 cents from Jan. 22, 2007, until Jan. 21, 2008; (iii) 71.5 cents from Jan. 22, 2008, until Jan. 21, 2009; and (iv) 78.65 cents from Jan. 22, 2009, until Jan. 21, 2010. The debenture and the underlying common shares and warrants are subject to a four-month restricted period that expires on May 22, 2005. MCM Ltd. and Ocean Equities Ltd. received finders' fees in consideration of services provided to the corporation in connection with the convertible debenture. MCM Ltd. received a cash payment of \$32,500, and Ocean Equities Ltd. received a cash payment of \$57,500.

The Company conducted the annual general and special meeting of shareholders on Feb. 17, 2005. At the meeting, all of the current directors were re-elected, namely Dr. Roger Morton, Feisal Somji, William Dynes, Harry McGucken and Daniel Kenney.

Shareholders also approved during the annual general and special meeting a special resolution to authorize a share consolidation of up 1:5 and a special resolution to authorize a change of name of Muskox.

Liquidity and Capital Resources

The Company has \$1,874,794 in Current Assets as of February 28th, 2005, and \$134,125 in Current Liabilities, yielding a positive working capital of \$1,740,669. The Company is in a healthy position regarding its working capital position, and also has warrants outstanding that could bring in additional funding. The exercise of these warrants are dependant on the Company's stock price. The Company will continue to look at equity private placement opportunities for sufficient proceeds to fund ongoing exploration work on its' properties and to provide sufficient working capital to otherwise maintain operations and satisfy its general and administrative expenses over the medium term.

During the quarter ended February 28th, 2005, the Company completed an unsecured, non-interest bearing convertible debenture in the amount of \$1,150,000 to RAB Special Situations LP. The principal amount of the debenture is due and payable on January 22, 2010. At any time prior to the maturity date, the holder may convert the principal amount, in whole or in part, into units of Prize on the following conversion price basis:

- \$0.60 per unit to January 21, 2007
- \$0.66 per unit to January 21, 2008
- \$0.71.5 per unit to January 21, 2009
- \$0.7865 per unit to January 21, 2010

Unit: 1 common share and 1 common share warrant @ exercise price of unit

In consideration of service provided to the Corporation in connection to the convertible debenture, the Company made two cash payment equalling \$89.500 for finder's fees

The Company's financial commitments for fiscal 2005 are the property payments under the joint venture agreement on the Atlin Gold Property in Atlin, BC. This commitment is \$450,000. At the time of this report, the Company, has fulfilled it's full commitment for this fiscal year.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements made by the Company.

Transactions with Related Parties

The Company incurred Management Fees due to Officers of the Company for work related to the Company in the amount of \$45,000.

Proposed and Subsequent Transactions

Prize entered into an engagement letter with Wolverton Securities Ltd. pursuant to which Wolverton has agreed to act on a best efforts basis as Prize 's agent in respect of the short form offering of a maximum of 9,230,770 flow-through common shares and 6,153,840 units at the issue price of 13 cents for each of the FT share and unit components of the short form offering (65 cents on a post consolidation basis) for gross proceeds of up to \$2-million. Each unit will consist of one common share and one-half of one common share purchase warrant, all issued on a non-flow-through basis. The warrants will be exercisable at the price of 25 cents until Dec. 31, 2006 (\$1.25 per share on a post consolidation basis). The short form offering is subject to the receipt of shareholder approval of the consolidation. The net proceeds received from the short form offering will be used for exploration work on the Atlin Gold Property and for general working capital. The short form offering is to be conducted under the short form offering policy of the TSX Venture Exchange and is conditional on the acceptance of the TSX Venture Exchange and the completion of the consolidation .

On March 16, 2005 the Board of Directors held a meeting, at which time Dr. Roger Morton resigned his position as President and Chief Executive Officer and Mr. Bill Dynes has resigned as Vice-President of Exploration. Mr. Feisal Somji was elected by the board as the Company's President and Chief Executive Officer and Mr. Harry McGucken was assigned as Chief Executive Officer.

On March 30, 2005 the Company, announced that it has completed a consolidation of its share capital on the basis of one (1) new common share for every existing five (5) common shares. After given effect to the consolidation there are 15,976,051 common shares issued and outstanding. In connection with the consolidation, the name of the Corporation has been changed from MuskoX Minerals Corp. to Prize Mining Corporation. Trading on the TSX Venture Exchange began on March 30, 2005, under the new symbol PRZ. The Consolidation and the Name Change were approved by the shareholders of MuskoX at the Annual General and Special Meeting of the shareholders of MuskoX held on February 17, 2005.

On April 22, 2005, Dr. Roger Morton resigned from the Board of Directors of the Company.

Changes in Accounting Policies

Effective September 1, 2002, the Company adopted CICA Handbook Section 3870 "Stock-Based Compensation and Other Stock-Based Payments" "HB3870" which recommends the fair value-based methodology for measuring compensation costs. HB3870 also permits, and the Company has adopted, the use of the intrinsic value-based method, which recognizes compensation cost for awards to employees only when the market price exceeds the exercise price at date of grant, but requires pro-forma disclosure of earnings and earnings per share as if the fair value method had been adopted. Any consideration paid by the option holders to purchase shares is credited to capital stock. Under the new recommendations, the Company recognizes compensation costs for the granting of all stock options and direct awards of stock.

Financial Instruments

The Company's financial instruments consist of cash and equivalents, restricted cash, short-term investment, receivables, accounts payable and accrued liabilities and loans payable. In management's opinion, the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying values, unless otherwise noted.

Additional Disclosure for Venture Issuers without Significant Revenue

	Aug. 31, 2004	Aug. 31, 2003	Aug. 31, 2002
Capitalized exploration and development cost	\$1,570,505	\$233,617	\$1,785,922
Expensed research and development cost	nil	nil	nil
Deferred development cost	nil	nil	nil
General and administration cost	\$1,092,698	\$ 928,767	\$ 794,264
Material cost (gain) not referred to above	(\$282,902)	\$312,385	(\$794,264)

Disclosure of Share Data

	Number of Shares	Amount	Contributed Surplus
Authorized			
Unlimited number of voting common shares without par value			
Unlimited number of preferred shares, issuable in series			
Issued			
Balance at August 31, 2001	27,954,584	\$ 14,101,614	
Private placements	800,000	200,000	
Future income taxes on exploration expenditures renounced to shareholders	-	(30,096)	
Balance at August 31, 2002	28,754,584	\$ 14,271,518	\$ -
Private placements	20,711,277	2,616,740	-
Finders' fee	317,730	35,362	-
Share issuance costs	-	(87,542)	-
Future income taxes on exploration expenditures renounced to shareholders	-	(128,503)	-
Stock-based compensation	-	-	349,571
Balance at August 31, 2003	49,783,591	16,707,575	349,571
Private placements	28,196,667	5,247,000	-
Finder's fee on resource property	200,000	30,000	-
Warrants exercised	1,650,000	252,500	-
Finders' fee on private placement	50,000	7,500	-
Finders' fee on private placement	-	(7,500)	-
Fair value of warrants issued	-	(13,305)	13,305
Share issuance costs	-	(527,213)	-
Stock-based compensation	-	-	91,088
Balance at February 28 th , 2005	79,880,258	\$ 21,696,557	\$ 453,964

Summary of warrants outstanding as of February 28th, 2005:

Number of Shares	Exercise Price	Expiry Date
9,148,000	\$ 0.15	August 25, 2005
4,508,230	0.20	August 12, 2004
2,777,778	0.25	August 18, 2004
3,144,999	0.20	August 28, 2004
21,616,668	0.18	December 12, 2005
3,406,667	0.40	March 23, 2006

Summary of options outstanding as of February 28th, 2005:

	Number of Shares	Weighted Average Exercise Price
Outstanding and exercisable at August 31, 2002	2,805,000	0.28
Granted	2,595,000	0.25
Cancelled	(450,000)	0.28
Outstanding and exercisable at August 31, 2003	4,950,000	\$ 0.26
Granted	700,000	0.24
Cancelled	(350,000)	0.28
Outstanding and exercisable at August 31, 2004	5,300,000	\$ 0.26
Granted	700,000	\$ 0.26
Expired	(875,000)	\$ 0.28
Expired	(400,000)	\$ 0.26
Outstanding and exercisable at November 30, 2004	4,725,000	\$ 0.26
Granted	1,580,000	\$ 0.14
Outstanding and exercisable at February 28 th , 2005	6,305,000	\$ 0.14

During the Quarter Ended February 28th, 2005, the outstanding amount of 4,725,000 options was re-priced to \$0.14. The remaining terms of the options remain the same. The re-pricing was approved at shareholder at the Prize AGM on February 17, 2005.

During the Quarter Ended February 28th, 2005, 1.58 million new options were granted on January 17, 2005 at a price of \$0.14 for a term of 5 years.

SEDAR

Additional information relating to the Company is on SEDAR at www.sedar.com.

Qualified Person

William (Bill) Dynes P.Geol (Alberta), Director of the Company, is the qualified person as defined in National Instrument 43-101 who has reviewed and verified the scientific and technical mining disclosure contained in this Management Discussion and Analysis.