ALTIUS MINERALS CORPORATION

Management's Discussion and Analysis
of Financial Conditions and Results of Operations
Year Ended April 30, 2009

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the Corporation's unaudited consolidated financial statements for the period ended April 30, 2009 and related notes. This MD&A has been prepared as of ***June 26, 2009.***

Management's discussion and analysis of financial condition and results of operations contains forward–looking statements. By their nature, these statements involve risks and uncertainties, many of which are beyond the Corporation's control, which could cause actual results to differ materially from those expressed in such forward-looking statements. Readers are cautioned not to place undue reliance on these statements. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional information regarding the Corporation, including copies of the Corporation's continuous disclosure materials is available on the Corporation's website at www.altiusminerals.com or through the SEDAR website at www.sedar.com .

Description of Business

Altius Minerals Corporation's (the "Corporation") principal business activities include the generation and acquisition of projects related to natural resources opportunities primarily in eastern Canada. In general, the Corporation prefers to generate partnerships or corporate structures related to the opportunities it generates, which results in the Corporation carrying minority and non-operating project or equity interests and/or royalty interests.

The Corporation's current holdings include highly liquid cash and marketable securities of approximately $157,000,000, various mineral properties, exploration stage royalty interests, and an effective 0.3% production stage royalty interest in the Voisey's Bay nickel-copper-cobalt project in Labrador. The Corporation holds a 20.2% interest in Rambler Metals and Mining plc ("Rambler"), which is carrying out advanced exploration of the past producing Ming copper - gold mine, located near Baie Verte, Newfoundland and Labrador. In addition, the Corporation currently holds a 39.6% interest in Newfoundland Labrador Refining Corporation ("NLRC"), which is currently under bankruptcy protection. NLRC is a private company proposing to construct a new 300,000 barrel per day oil refinery in south eastern Newfoundland and Labrador. The Corporation also holds various investments in mining and mineral related companies, through direct investment and through the vending of earn-in agreements on its mineral exploration properties.

Operational and Business Overview

The Corporation's net earnings for the year ended April 30, 2009 were $28,501,000 or $0.97 per share for the year ended April 30, 2009. Earnings were primarily affected by the realization of a pre-tax gain of $38,180,000 on the disposal of its remaining equity interest in Aurora Energy Resources Inc. The Corporation's revenue was derived primarily from its royalty interest in the Voisey's Bay nickel – copper - cobalt mine and from interest income from its cash and marketable securities.

April 2009 marked the end of a busy exploration year for the Corporation as significant progress was made on several of the Corporation's mineral properties. The Corporation completed 6,008 metres of drilling on its Kamistaitusset iron-ore prospect with iron grades in line with operating mines in the same region. Additional evaluation of the results is progressing. The Corporation also drilled 6,309 metres on its New Brunswick oil shale property and the results are under evaluation. The Corporation's generative business model also remains intact with 14 active exploration alliances or earn-in agreements with various partners as at April 30th, 2009. Additional information on the exploration activities of the Corporation and its alliance partners is outlined in the ***Mineral Properties Overview*** section of this MD&A.

The Corporation's equity investments and mining and mineral related investments were impacted by general market declines during the current year as a result of the global financial turmoil and the Corporation recognized losses on the value of these investments where management deemed that the decline in value was other than temporary. Total impairment recognized in the current year was $ 2,907,000.

The Corporation's major equity investments, NLRC, and Rambler also faced difficult years as a result of the turmoil caused by the collapse of the global equity and financial markets. NLRC remains under creditor protection in response to the actions initiated by SNC Lavalin, and awaits the voting results of a proposal to creditors submitted in October 2008. In the prior year the Corporation reduced the value of its investment and loan to NLRC to $nil to reflect the uncertainty caused by the current conditions of NLRC.

In January 2009 Rambler announced that it would curtail its non-essential activities to extend its financing and feasibility window to in excess of 12 months. Rambler continues to expand on its copper and gold resource estimates through analysis of underground drilling and resource definition. Rambler's management continues to evaluate operational parameters and continues to evaluate financing opportunities.

Further details on Rambler and NLRC are available in the ***Equity Investments Overview*** section of this MD&A.

The Corporation also strengthened its capital structure by repurchasing 2,659,530 shares during the current fiscal year at prices which management believed were favorable to current shareholders. Repurchases were made at an average price of $5.72 per share, which is slightly above the current cash and marketable securities value per share outstanding, and excludes the exploration upside potential of the 14 active exploration alliances and other assets such as the Corporation's interest in the Voisey's Bay royalty.

At April 30, 2009 the Corporation had net working capital of $157,726,000 and no debt. The Corporation's current assets are comprised primarily of cash and marketable securities, which are held in short-term and medium-term interest bearing government guaranteed and investment-grade corporate instruments. The Corporation does not hold any asset-backed commercial paper and does not expect any liquidity issues on any of it marketable securities.

Outlook

The price of commodities and the market valuation of assets and companies linked to the exploration and production of commodities experienced large fluctuations throughout the year. The Corporation feels that this general downturn is cyclical and that it therefore represents a better sectoral investment opportunity than has been available for several years and certainly since the Corporation established its current strong balance sheet and cash position. This opportunity is accentuated by the general scarcity of attractive available equity and debt within the sector. In response, the Corporation is reviewing an increasing number of opportunities to prudently deploy its capital while valuations of quality opportunities remain attractive and it expects to begin doing so over the coming quarters.

The Corporation's core commitment to grassroots project generation also remains strong and is poised to benefit as competition for exploration projects weakens. Junior exploration companies are finding it increasingly difficult to source traditional equity capital and to maintain exploration budgets and technical personnel. Similarly, most senior producers have elected to make large cuts to exploration spending and personnel. These competitive trends are similar to those that the Corporation witnessed near its inception in the late 1990's from which it benefited greatly. In contrast to that period, however, the Corporation no longer requires equity capital to fund its own initiatives and it now has a well established technical team and a seasoned and refined business model for generative exploration that it can employ across an increased number of prospective jurisdictions

Operationally, the Corporation expects its two key sources of revenue, the Voisey's Bay royalty and interest income, to remain relatively low in the near term because of production curtailments at Voisey's Bay, continued weak commodity prices, and low interest rates. However, with its strong balance sheet and net working capital position, the Corporation is well equipped to weather this downturn and take advantage of investment opportunities. The Corporation will continue to manage its shareholder's cash prudently and will continue its efforts to attract strong financial and technical expertise to share risks and rewards on the Corporation's portfolio of exploration projects.

Results of Operations

Analysis of Results of Operations for the twelve month period ending April 30, 2009 compared with the twelve month period ending April 30, 2008

The Corporation recorded net earnings of $28,501,000 for the twelve months ended April 30, 2009 compared to net earnings for the year ended April 30, 2008 of $12,094,000. The current year earnings include a $38,180,000 gain on the settlement of the equity forward agreement on the Corporation's remaining 2,500,000 Aurora shares offset by income tax expense of $6,347,000.

The Corporation recognized total revenue of $9,388,000 for the year ended April 30, 2009 compared to $12,254,000 for the same period last year. Royalty revenue from the Labrador Nickel Royalty Limited Partnership was $4,088,000 during the twelve month period ended April 30, 2009 compared to $5,162,000 for the same period last year. Higher concentrate shipments during the quarter and a stronger U.S. dollar helped to offset the decrease in realized nickel prices during the quarter. The realized nickel price during the year was U.S. $ 8.49 per pound compared to U.S. $ 15.47 last year.

Interest income of $4,858,000 was recognized during the year ended April 30, 2009 compared to $6,632,000 for the year ended April 30, 2008 as a result of a general decline in interest rates on corporate and government guaranteed investments. The Corporation holds its cash in short-term and medium-term interest bearing government guaranteed and corporate instruments. In addition, the Corporation does not hold any asset-backed commercial paper and does not anticipate any liquidity issues on its cash and marketable securities.

General and administrative expenses for the year ended April 30, 2009 were $2,573,000 compared to $2,170,000 for the same period last year. This resulted from a combination of an increase in legal and professional fees of $250,000, increased corporate development expenses of $363,000, and increased salary related costs of $112,000. These increases were partially offset by an increase in foreign exchange gains of $303,000 on U.S. denominated receivables compared to the same period in the prior year.

Royalty tax for the twelve month period ended April 30, 2009 was $818,000 compared to $1,429,000 for the same twelve month period last year, reflecting the lower royalty revenue noted above. The royalty tax is a 20% provincial levy withheld on the Corporation's net smelter return royalty in the province of Newfoundland and Labrador.

Stock-based compensation for the twelve month period ended April 30, 2009 was $887,000 compared to $967,000 for the same period last year. In addition to stock-based compensation cost recognized on the income statement, the Corporation deferred $357,000 as part of its mineral exploration and development costs during the twelve month period (2008 – $191,000). The Corporation awarded 365,000 stock options to employees and directors during the twelve month period ended April 30, 2009 compared to 212,500 for the same period last year.

Amortization for the twelve month period ended April 30, 2009 was $968,000 which was higher than the $781,000 for the same period last year. The Corporation's royalty in the Voisey's Bay mine is being amortized on a units of production basis over the expected life of the mine. The increase in amortization over the prior period reflects the higher volume of concentrate shipments during the current period in comparison to the prior year.

The Corporation recognized interest on long-term debt of $1,334,000 for the current year compared to $1,645,000 in the same period last year. The interest on long-term debt is from a zero – coupon loan bearing interest at 4.25%, which was settled during the current year.

In January, the Corporation wound up its equity forward agreement contract by transferring ownership of its 2,500,000 remaining Aurora shares to the counter party to the agreement. The deemed proceeds from the investment and the equity forward agreement were applied to repay the zero-coupon loan in full with no net cash flow impact. The calculation of the gain and the application of the deemed proceeds are indicated in the table below:

	Equity Forward Contract $	Investment in Aurora (2,500,000 shares) $	Zero-Coupon Loan $	TOTAL $
Deemed proceeds (mark to market value)	38,231	4,375	(42,606)	-
Cost base (amortized value)	-	1,007	(39,187)	**(38,180)**
Gain (Loss)	38,231	3,368	(3,419)	**38,180**

The Corporation recognized a decline in value of share purchase warrants of $14,000 in the current year compared to $1,008,000 for the twelve month period ended April 30, 2008. These warrants expired unexercised during the current fiscal year.

The Corporation incurred current and future income tax expense of $6,347,000 for the twelve months ended April 30, 2009 compared to $4,122,000 expense for the same period last year. The Corporation's effective tax rate of 18.2% reflects the realization of net capital gains, which are taxed at one half of the normal effective corporate rate.

Cash Flows, Liquidity and Capital Resources

Operating Activities

The Corporation generated cash from operating activities of $9,930,000 for the twelve months ended April 30, 2009 compared to an outflow of cash of $21,047,000 for the same period last year. The change in non-cash working capital resulted in an increase in cash in the current year of $6,562,000 compared to a use of cash of $22,026,000 in the prior year. The change from the prior year is primarily the result of the payment of corporate income tax for fiscal 2007 and corporate tax installments for the prior fiscal year. The Corporation paid cash taxes of $30,415,000 during the prior year compared to a net tax recovery of $4,147,000 for the current year.

Financing Activities

The Corporation used cash from financing activities of $14,857,000 for the twelve months ended April 30, 2009 compared to an inflow of cash of $48,303,000 for the same period last year. The Corporation repurchased 2,629,530 common shares under its normal course issuer bid during the current year at a total cost of $15,214,000 compared to 154,100 shares repurchased in the prior year at a cost of $2,598,000. The prior year's financing activities, also, included a bought deal financing whereby the Corporation issued 1,900,000 common shares for net proceeds of $50,238,000.

Investing Activities

The Corporation used cash in investing activities of $83,914,000 for the twelve months ended April 30, 2009 compared to an inflow of cash of $26,632,000 for the same period last year. A major portion of the investment included the reallocation of cash into marketable securities totaling $78,420,000. Marketable securities are comprised of highly liquid government guaranteed and investment grade commercial paper with original maturities greater than three months.

In addition, the Corporation incurred $4,886,000 in net mineral exploration expenditures during the current year, as described in greater detail in the ***Mineral Exploration Overview***. The Corporation recognized proceeds from disposal of investments of $77,850,000 during the twelve month period ended April 30, 2008 which was primarily related to the sale of Aurora shares and invested $19,113,000 in NLRC and advanced NLRC $30,093,000 in respect of long-lead time equipment orders for the construction of the proposed oil refinery in the prior year. An impairment provision on the loan to NLRC has been recognized due to recent developments, which are described under the Equity Investments Overview section of this MD&A and in note 8 to the consolidated financial statements.

Liquidity

At April 30, 2009 the Corporation had current assets of $159,156,000 and current liabilities of $1,430,000 for net working capital of $157,726,000, which is sufficient to meet its current requirements for operating and investing activities. The Corporation holds its cash in short-term and medium-term interest bearing government guaranteed and corporate instruments. Under the Corporation's investment policy, a significant portion of the cash is to be held primarily in government guaranteed and investment grade financial instruments. In addition, the Corporation does not hold any asset-backed commercial paper.

The Corporation's major sources of funding are royalty income from the Corporation's 0.3% net smelter return royalty in the Voisey's Bay nickel–copper–cobalt mine and from interest income. In addition, the Corporation partially funds exploration expenditures by collaborating with exploration partners under earn-in agreements, or joint venture arrangements whereby exploration expenditures are cost-shared in exchange for a partial ownership interest in the mineral rights to the properties. Given that the current cash level is significantly more than that required for the continuing operations of the Corporation, management will continue to evaluate opportunities to deploy surplus cash in the upcoming periods.

Commitments and Contractual Obligations

The Corporation has obtained various mineral rights licenses by staking claims and paying refundable security deposits. Certain expenditures are required on an annual basis, from the date of license issuance in order to maintain the properties in good standing and for refund of security deposits. On or before the anniversary date of license issuance, and if the required expenditures are not met, the Corporation has the option of reducing claims on a property, post a refundable security bond for the deficient amount or elect to allow title of the license be cancelled. The Corporation is required to spend $2,557,000 by April 30, 2010 in order to maintain various licenses in good standing, of which $769,000 is required to be spent for a refund of security deposits in the amount of $332,000. Of this amount, exploration partners have agreed to spend approximately $1,476,000 on the properties over the next 12 months.

Contingent Liability

The Corporation was served with a statement of claim issued by BAE-Newplan Group Limited ("BAE"), a wholly-owned subsidiary of SNC-Lavalin Inc., in the Supreme Court of Newfoundland and Labrador on October 1, 2008. In the statement of claim, BAE claims damages, including punitive and exemplary damages, interest and costs against the Corporation and others in aggregate. In particular, BAE claims $20,594,000, which is also the amount of billing alleged as outstanding from NLRC to BAE for engineering services.

The Corporation believes this claim is without merit and intends to defend the claim vigorously. No provision has been recognized for this claim. The Corporation's defense of the claim is ongoing and a date has not yet been set for the trial of the matter.

Related Party Transactions

Chairman of the Board and Director John Baker is a Partner of the legal firm White Ottenheimer and Baker. This firm provided legal services to the Corporation in the amount of $79,000 for the year ending April 30, 2009 (2008 – $48,000).

VMS Consultants Inc., controlled by director Geoff Thurlow, invoiced a total of $33,000 (2008 – $3,000) for geological consulting services and reimbursement of expenses associated with exploration of certain of the Corporation's properties for the year ended April 30, 2008.

The Corporation recognized management fee revenue from equity investments in the amount of $24,000 for the year ending April 30, 2009 (2008 – $83,000). The management fees are charged by the Corporation for office and administrative services provided to NLRC.

These related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties. It is management's estimation that these transactions were undertaken under the same terms and conditions as transactions with non-related parties.

Summary of Quarterly Financial Information

The table below outlines selected financial information related to the Corporation's revenue, net earnings (loss) and net earnings (loss) per share for the most recent eight quarters. The financial information is extracted from the Corporation's interim unaudited financial statements.

Amounts in thousands of dollars, except per share amounts

$	April 30, 2009	January 31, 2009	October 31, 2008	July 31, 2008
Revenue	1,938	2,109	3,206	2,135
Net earnings (loss)	(1,480)	31,624	(2,032)	380
Net earnings (loss) per share				
- basic	(0.05)	1.11	(0.07)	0.01
- diluted	(0.05)	1.11	(0.07)	0.01

$	April 30, 2008	January 31, 2008	October 31, 2007	July 31, 2007
Revenue	2,735	3,763	3,091	2,665
Net earnings (loss)	(42,007)	604	37,799	15,698
Net earnings (loss) per share				
- basic	(1.36)	0.02	1.31	0.54
- diluted	(1.34)	0.02	1.28	0.53

The Corporation does not experience significant seasonality in operations. Revenue is derived primarily from investment income and from the Voisey's Bay Royalty, which is contingent upon commodity prices, mine production levels, and the timing of concentrate shipments. Net earnings is affected somewhat by revenue net of operating expenses, but is affected primarily by the realization of gains or losses on the Corporation's investments and mineral exploration alliances.

Analysis of results for the three month period ending April 30, 2009 compared with the three month period ending April 30, 2008

The net loss for the three months ended April 30, 2009 was $1,480,000 compared to net loss for the three months ended April 30, 2008 of $42,007,000. The Corporation also recorded an impairment provision of $2,170,000 on the Corporation's investment in the equity of Rambler and an impairment charge of $152,000 on its mining and mineral related investments in the current quarter. This was partially offset by royalty income of $758,000 and interest income of $942,000. For the three month period ended April 30, 2008, the Corporation recognized an equity investment impairment provision of $22,101,000 and provided for an impairment on a loan to NLRC in the amount of $30,093,000.

The Corporation recognized total revenue of $1,938,000 for the current quarter compared to $2,735,000 for the same period last year. Royalty revenue from the Labrador Nickel Royalty Limited Partnership was $1,052,000 during the current quarter compared to $1,700,000 for the same period last year. Interest income of $942,000 was recognized on reinvested proceeds from the sale of investments compared to $1,536,000 for the three months ended April 30, 2008.

General and administrative expenses for the three month period ended April 30, 2009 increased from $436,000 last year to $784,000 this year. This resulted from an increase in legal and professional fees of $43,000, increased corporate development expenses of $163,000, increased salary related costs of $84,000 and a slight increase in office related expenses.

Stock-based compensation for the three month period ended April 30, 2009 was $239,000 compared to $185,000 for the three month period ended April 30, 2008. In addition to stock-based compensation cost recognized on the income statement, the Corporation deferred $31,000 as part of its mineral exploration and development costs during the current quarter (2008 – $52,000).

The Corporation recognized a dilution gain on issuance of shares by an equity investee of $1,172,000 for the three months ended April 30, 2008 compared to $nil for the current period. This was the result of Rambler's private placement of shares in April 2008 which reduced the Corporation's ownership interest from 24.3% to 20.2%.

The share of loss in equity investments was $112,000 for the three months ended April 30, 2009 compared to $190,000 for the same period last year. Activities of the Corporation's equity investments are described in greater detail in the section entitled ***Equity Investments Overview*** included in this MD&A.

The Corporation recognized interest on long-term debt expense of $nil for the current quarter compared to $389,000 for the three months ended April 30, 2008. The Corporation's long term debt was settled in full prior to the commencement of the current quarter.

The Corporation also recognized a decline in value of share purchase warrants of $181,000 for the three months ended April 30, 2008 compared to $nil in the current period.

The Corporation recognized a recovery of current and future income tax of $540,000 for the three months ended April 30, 2009 compared to a recovery of $8,799,000 for the same period last year. The recovery in the prior year is related to the recognition of the impairment provisions of the equity investment and the loan to NLRC. The effective tax rate in both periods was affected by higher weightings of realized capital gains and losses, which are taxed at half of the normal corporate tax rate.

Equity Investments Overview

The Corporation has two significant equity accounted investments, NLRC and Rambler.

NLRC

The Corporation currently holds a 39.6% equity interest in NLRC, which is currently under creditor protection under the Bankruptcy and Insolvency Act ("BIA"). NLRC is a private company proposing to construct a new 300,000 barrel per day crude oil refinery at Southern Head, Placentia Bay in south eastern Newfoundland and Labrador, Canada. The Corporation's carrying value on its investment in NLRC is $nil as at April 30, 2009.

On June 18, 2008, SNC Lavalin, a contractor providing environmental and engineering services to NLRC, served NLRC with a notice of proceedings in the Supreme Court of Newfoundland and Labrador to have NLRC adjudged bankrupt. In response to this filing, NLRC sought and was granted creditor protection under the Bankruptcy and Insolvency Act ("BIA") on June 24, 2008. This protection enables NLRC, under the supervision of a trustee, to formulate a proposal for restructuring and to continue its efforts to attract financing and or partners for the refinery project. The initial period of creditor protection granted was 30 days, and was later extended for two additional periods of 45 days each until October 17, 2008.

On October 17, 2008, NLRC submitted a proposal to the creditors for a project care and maintenance plan for up to 36 months. Under the care and maintenance plan, it was proposed that ongoing costs be kept to a minimum and that all refinery permits would be kept in good standing until such time as the project can be sold or financed when economic conditions improve. In addition, it was proposed that all creditors' claims would be deferred until the end of the care and maintenance period or until the project obtains financing. Following the vote by creditors on the proposal on November 6, 2008, the trustee indicated that the outcome of the vote will depend on the legitimacy of claim amounts submitted as part of the voting procedure and, therefore, recessed to evaluate the various claim amounts. This evaluation process is ongoing. The trustee has objected to certain creditor claim amounts and is seeking court direction in order to resolve the vote outcome.

Additional information on NLRC is available on their web site at http://www.nlrefining.com.

Rambler

The Corporation holds 12 million shares or a 20.2% interest in Rambler, which is listed on the Alternative Investment Market of the London Stock Exchange ("AIM"), and on the TSX-V. Rambler is carrying out advanced exploration of the past producing Ming copper - gold mine, located near Baie Verte, Newfoundland and Labrador.

In January 2009, Rambler announced that while they would continue with their evaluation of the Ming copper-gold project, they would implement the first phase of a cost reduction program at the mine site. The operations at the Ming Mine were scaled back in order to preserve working capital ahead of potential project development. All underground drilling and pre-development work was suspended and the underground workings at the Ming Mine were put on a care and maintenance program with pump, fire watch and security the only duties taking place at the site to protect Rambler's assets. Technical and management staff were retained to continue towards the target of producing a NI43-101 resource update, accompanying technical report and detailed engineering study which was released in February 2009.

For additional information on Rambler, visit their web site at http://www.ramblermines.com/

Mineral Exploration Projects Overview

The Corporation incurred $4,845,000 in net exploration expenditures during the year, primarily on drilling activities on its New Brunswick oil shale and Kamistiatusset iron ore property in Labrador. In addition, project generation activities, including research and reconnaissance stage exploration work, continued on several prospective areas of interest during the quarter. The Corporation's exploration focus includes a variety of commodities, such as base metals, nickel-platinum group elements (PGE's), uranium, gold, iron ore, potash.

During the quarter, the Corporation engaged an engineering firm to coordinate a preliminary metallurgical program at the bench-scale to determine separability characteristics of the Kamistiatusset iron ore*. The test program will include preliminary grindability and beneficiation by low intensity magnetic and gravity separation. A request for proposals has been issued and bids are being reviewed. Additional drilling is required to fully test this target area and to provide a basis for a resource calculation. The next phase of exploration will be planned upon receipt of results of the preliminary metallurgical study. The Corporation has an agreement with Norvista Resources Corporation to cooperatively work towards creating a new publicly traded company focused on the western Labrador iron ore mining district.

The Corporation has an iron ore exploration and royalty agreement with Kennecott Canada Exploration Inc. ("KCEI"), a member of the Rio Tinto Group of companies, related to eight exploration licenses owned by the Corporation within the western Labrador iron ore mining district. KCEI may earn a 51% interest in these licenses by reimbursing the Corporation for its costs to date and spending $3,000,000 on or before the third anniversary date of the agreement.

* *The term 'iron ore' is commonly used mining industry terminology for iron oxide-rich rocks and its use here only implies the presence of iron mineralization, not necessarily 'ore', which may or may not have economic resource potential.*

KCEI is the exploration project manager and, upon earning a 51% interest in the properties, may elect to either form a joint venture or earn a 70% interest by spending an additional $4,000,000 on or before the fifth anniversary date of the agreement. The Corporation will hold a 3% Gross Overriding Royalty ("GOR") on the properties and KCEI holds the option to buy-down 1% from the GOR for C$10,000,000 on or before the tenth anniversary of the agreement. KCEI has indicated that a 2009 program is planned.

The Corporation has entered into an agreement with a third party on its Albert oil shale project in the southeast part of the province of New Brunswick, Canada. The third party plans to undertake a geological study of the oil shale underlying the Corporation's licence to evaluate its suitability for field research on recovery processes. An initial payment has been made to The Corporation and optional annual payments are due during the life of the agreement. As part of the geological study program, a four-hole diamond drilling program has been completed near Albert Mines by the Corporation, the cost of which shall be reimbursed by the third party. Separately, drilling has been completed at three sites in the Albert Mines area at sole cost to the Corporation and assessment of drill core and from the 2009 program is ongoing. Core samples have been sent for oil yield tests as well as chemical and mineralogical characterization. Details of the drilling program and analytical results will be reported subsequently.

Third parties have also indicated during the quarter that drilling and exploration activities were being planned on various properties under exploration agreement with the Corporation. These include plans by Northern Abitibi Mining Corp. ("Northern Abitibi") to undertake a trenching and drilling program at the Viking gold project during summer field season beginning in June. The drilling program is estimated to be between 2000 to 3000 metres in total and will follow up on significant drill intercepts from the 2008 drilling program. Other portions of the 3 to 4 kilometre long gold-in-soil geochemical anomaly will also be tested. Highlights of the 2008 program include 23.0 metres (1.3 to 24.3 metres depth) grading 5.12 grams per tonne (g/t) gold, including a 0.5 metre interval grading 176.20 g/t gold from the Thor Vein (drill hole Hole 08VK-03). The drilling results from the second phase of drilling are expected later this summer.

Monroe Minerals has stated that they anticipate drill testing the Boxey Point uranium project in the first half of 2009.

Cornerstone and the Corporation have discussed the results of the 2008 Labrador Trough field program and airborne magnetics and radiometric survey. This belt has several known occurrences of copper and is considered prospective for sediment-hosted and IOCG-style copper deposits. The field program for 2009 is under consideration.

The Corporation currently has 14 active earn-in or exploration alliances with various partners throughout the province of Newfoundland and Labrador covering a variety of commodities.

Partner	Property	Agreement type	Status
Cornerstone Resources[a]	Labrador Trough - Base metals	Alliance	Planning '09 field program to evaluate airborne geophysical survey targets

Golden Cross Resources	Notakwanon - Uranium	Earn in	Planning field program for '09 and drilling for '09 or '10
Golden Cross Resources	Nuiklavik - Uranium	Earn in	Reviewing results of '08 exploration program.
JNR Resources Inc[a]	Rocky Brook – Uranium	Alliance	Summer program being planned, including possible drilling
JNR Resources Inc	Topsails – Uranium	Alliance	Winter lake sediment sampling program completed; field program planned for summer
Monroe Minerals Inc[a]	Alexis River – Uranium	Earn in	Monroe evaluating '08 drilling program
Monroe Minerals Inc[a]	Boxey – Uranium	Earn in	Drilling planned for '09
Northern Abitibi Mining Corp[a]	Viking - Gold	Earn in	Planning trenching/drilling program for June '09
Northern Abitibi Mining Corp[a]	Taylor Brook – Nickel	Earn in	Planning 2009 program
Norvista	Kamistiatusset - Iron-ore	Letter agreement (IPO)	Planning baseline metallurgical program.
Paragon Minerals Corp[a]	South Tally Pond – Base Metals	Earn in	Evaluating '08 drill results
Sprott Resources Corp	St. George's Bay - Potash	Earn in	Geophysical (gravity) survey complete; ongoing historical core re-logging, geochemical sampling; historical data evaluation
Agnico Eagle Mines Ltd[a]	Moosehead - Gold	alliance	No active exploration
Kennecott Canada Exploration Inc[a]	Labrador West Iron Ore	Earn in	KCEI considering 2009 program

[a] *indicates operator*

For additional details on the properties and exploration agreements, please refer to the Corporation's web site, www.altiusminerals.com.

During the year, the Corporation decreased its staked properties from 503,802 hectares at April 30, 2008 to 450,154 hectares at April 30, 2009. The Corporation increased its exploration claims in the Labrador portion of the province, with a primary focus on potential discoveries of uranium, silica, base metals, and iron ore through staking and signing option agreements with local prospectors. Additional exploration claims were acquired on the island portion of Newfoundland focusing on potash potential and exploration claims on selected potential uranium properties were reduced areas after reviewing the 2008 field work results. The Corporation continues to seek exploration agreements for its properties to cost-share exploration expenditures in exchange for a partial equity interest in the mineral properties.

Mineral Claims Activity

(in hectares)

Location	Primary metal	April 30, 2008 Balance	Additions	Deletions	April 30, 2009 Balance
Labrador					
	Iron Ore	21,725	31,302	(1,375)	**51,652**
	Nickel	30,725		(19,250)	**11,475**
	Uranium	68,850	12,975	(34,125)	**47,700**
	Base metals	40,275	28,825	(3,825)	**65,275**
	Silica	725			**725**
		162,300	73,102	(58,575)	**176,827**
Island of Newfoundland					
	Uranium *	280,675	22,925	(112,675)	**190,925**
	Gold	6,800	13,425		**20,225**
	Base metals	6,225			**6,225**
	Potash	36,325	9,925		**46,250**
	Other	1,775		(1,775)	**-**
		331,800	46,275	(114,450)	**263,625**
Other					
	Other	-	5,875	(5,875)	**-**
	Oil Shale	9,702	-	-	**9,702**
		9,702	-	-	**9,702**
Grand total		503,802	119,377	(173,025)	**450,154**

* 182,600 hectares are subject to a 50% joint venture agreement

Internal Control over Financial Reporting

Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles (GAAP) and in accordance with accounting policies set out in the notes to the consolidated financial statements for the period ended April 30, 2009.

There has been no change in the Corporation's internal control over financial reporting during the Corporation's year ended April 30, 2009 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Evaluation and Effectiveness of Disclosure Controls and Procedures

The Corporation has established and maintains disclosure controls and procedures over financial reporting. The certifying officers have evaluated the effectiveness of the issuer's disclosure controls and procedures as of April 30, 2009 and have concluded that such procedures are adequate and effective to ensure accurate and complete disclosures in public filings.

There are inherent limitations in all control systems and no disclosure controls and procedures can provide complete assurance that no future errors or fraud will occur. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Adoption of New Accounting Standards

Financial Instruments – Disclosures and Financial Instruments – Presentation

The Corporation adopted CICA Handbook sections entitled "Financial Instruments – Disclosures" (section 3862) and "Financial Instruments – Presentation" (section 3863), which replace "Financial Instruments – Disclosure and Presentation" (section 3861). The new disclosures standard increases the emphasis on the risk associated with both recognized and unrecognized financial instruments and how those risks are managed. The new presentation standard carries forward the former presentation requirements and is effective for the Corporation's interim and annual reporting periods beginning May 1, 2008. The new disclosure is included in note 20 to the consolidated financial statements.

Capital Disclosures

CICA Handbook section entitled "Capital Disclosures" (section 1535) was adopted by the Corporation effective May 1, 2008. The new standard requires disclosure of qualitative and quantitative information that enables users of financial statements to evaluate the Corporation's objectives, policies and processes for managing capital. This new disclosure is included in note 21 to the consolidated financial statements.

Credit Risk and Fair Value of Financial Assets and Financial Liabilities

On January 20, 2009, the CICA's Emerging Issues Committee issued EIC-173, "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities", which provides further information on determining the fair value of financial assets and financial liabilities under Section 3855, Financial Instruments – Recognition and Measurement. This Abstract states that an entity's own credit risk and the credit risk of the counterparty should be taken into account in determining the fair value of financial assets and financial liabilities, including derivative instruments. The adoption of this Abstract had no impact on the financial statements of the Corporation.

Future Accounting Pronouncements

Adoption of International Financial Reporting Standards in Canada

In February 2008, the Canadian Accounting Standards Board confirmed January 1, 2011 as the changeover date to move financial reporting for Canadian publicly accountable enterprises to the International Financial Reporting Standards "IFRS". The Corporation will report its financial results in accordance with IFRS for the fiscal period ending April 30, 2012 with comparative figures restated. The conversion plan and the impact of the transition of IFRS on the Corporation's consolidated financial statements is still under evaluation.

Goodwill and Intangible Assets

In February 2008, the Canadian Accounting Standards Board issued CICA Handbook Section 3064, "Goodwill and Intangible Assets", which replaces Section 3062, "Goodwill and Intangible Assets", and Section 3450, "Research and Development Costs". Section 3064 establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. This new standard is effective for the Corporation's interim and annual financial statements commencing on May 1, 2009. The Corporation does not expect that the adoption of this standard to have a material impact on its financial statements.

Critical Accounting Estimates

The preparation of 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, the disclosure of contingent liabilities and the reported amounts of revenues and expenses during the reporting period. Areas requiring the use of management estimates include the rates for amortization of the royalty interest, future income taxes, assessments of the recoverability of deferred exploration expenditures, the carrying value and assessment of other than temporary impairment of investments, the recoverability of accounts receivable and loans, the determination of the provision for future removal and site restoration costs, and the assumptions used in the determination of the fair value of stock-based compensation.

Risk Factors and Key Success Factors

An investment in securities of the Corporation involves a significant degree of risk that should be considered prior to making an investment decision. In addition to discussions of key success factors and business issues elsewhere in this MD&A, the investor should consider the following risk factors:

Operational and Development Risk

The Corporation operates in the mineral exploration sector, which implicitly involves a high degree of risk caused by limited chances of discovery of an economic deposit and eventual mine development. The Corporation mitigates this risk by cost-sharing with exploration partners and by continuously evaluating the economic potential of each mineral property at every stage of its life cycle. Details of risks are as follows:

Development Stage Projects

Profits from commercial operations will depend on a significant number of factors, including economic feasibility, changing market conditions, environmental and governmental regulations, labour availability, the cost of and the ability to attract external financial capital, and the ability to attract partners with sufficient technical expertise and relevant industry experience to further develop the various projects. Any failure to meet one or a combination of these factors may result in project delays or potential cancellation and the Corporation's future operating results may be adversely affected.

Issues Affecting Royalty Revenue

The level of cash flows from the Voisey's Bay royalty are subject to various economic factors, including the underlying commodity prices and smelting and other operating costs which are deducted from the net smelter return. Royalty payments are highly dependent on the operating and commercial success of the underlying operating company. Various factors, such as commodity price, operating costs, financing costs, labour availability, labour stability, environmental and stakeholder relations or any combination thereof could make an underlying operation unprofitable. Although short-term losses are not expected to affect the decision to keep an operation open, prolonged operating losses could induce an operating company to close its operations, thereby eliminating such royalty revenue.

Exposure to Mineral Price Fluctuations

Changes in the market price of nickel and to a lesser extent copper and cobalt will significantly impact the Corporation's revenue from the Voisey's Bay Royalty. The Corporation's financial results will be sensitive to external economic criteria related to the price of nickel. A substantial risk will arise if there is a prolonged period of lower nickel prices. Many factors beyond the Corporation's control influence the market price of nickel, including: global supply and demand; availability and costs of metal substitutes; speculative activities; international political and economic conditions; and production levels and costs in other nickel-producing countries.

The Ability to Attract joint Venture Partners

The probability of successfully progressing early stage projects is dependent on an ability to attract joint venture partners to share project expenditures and to provide additional technical expertise required to develop projects. If the Corporation is unable to attract partners to cost-share project expenditures and to provide additional technical expertise, the level of exploration the Corporation could perform with limited personnel and limited financial resources may be adversely impacted. This could affect the likelihood of discovering future commercially feasible projects.

Debt and Equity Financing

Because of their size and scale, the success of some resource - based projects will depend on the ability of the Corporation, its partners or its investments to raise the financial capital required to successfully construct and operate a project. This ability may be affected by general economic and market conditions, including the perceived threat or actual occurrence of an economic recession or liquidity issues. If market conditions are not favourable, major resource based projects could be cancelled or the expected rate of return to the Corporation may be significantly diminished.

Government Regulations

The Corporation's operations are subject to extensive governmental regulations with respect to such matters as environmental protection, health, safety and labour; mining law reform; restrictions on production or export, price controls and tax increases; aboriginal land claims; and expropriation of property in the jurisdictions in which it operates. Compliance with these and other laws and regulations may require the Corporation to make significant capital outlays which may slow its growth by diverting its financial resources. The enactment of new adverse regulations or regulatory requirements or more stringent enforcement of current regulations or regulatory requirements may increase costs, which could have an adverse effect on the Corporation. The Corporation cannot give assurances that it will be able to adapt to these regulatory developments on a timely or cost effective basis. Violations of these regulations and regulatory requirements could lead to substantial fines, penalties or other sanctions.

Key Employee Attraction and Retention

The Corporation’s continued success is highly dependent on the retention of key personnel who possess business and technical expertise and are well versed in the various projects underway and under consideration. The number of persons skilled in the acquisition, exploration and development of natural resource and mining projects is limited and competition for such persons is intense. As the Corporation's business activity grows, additional key financial, administrative and operations personnel as well as additional staff will be required. Although the Corporation believes it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If the Corporation is not successful in attracting, training and retaining qualified personnel, the efficiency of operations may be affected. Additionally, should any key person decide to leave then the success of one or more of the projects under consideration could be at risk.

Exploration Partnerships
The Corporation's objective is to create joint ventures or corporate structures related to the opportunities it generates, which results in the Corporation carrying minority and non-operating project or equity interests and/or royalty interests. In certain circumstances the Corporation must rely on the decisions and expertise regarding operational matters for properties, equity interests and other assets including: whether, when and how to commence permitting; feasibility analysis; facility design and operation, processing, plant and equipment matters; and the temporary or permanent suspension of operations. In some of these instances, it may difficult or impossible for the Corporation to ensure that the properties and assets are operated in its best interest.

Financial Instrument Risk

The Corporation's financial assets and financial liabilities are exposed to various risk factors that may affect the fair value presentation or the amount ultimately received or paid on settlement of its assets and liabilities. The Corporation manages these risks through prudent investment and business decisions, and, where the exposure is deemed too high, the Corporation may enter into derivative contracts to reduce this exposure. The Corporation does not utilize derivative financial instruments for trading or speculative purposes. Hedge accounting is applied only when appropriate documentation and effectiveness criteria are met.

A summary of the major financial instrument risks and the Corporation's approach to the management of these risks are highlighted below

Market value and commodity price risk
The value of the Corporation's mining and mineral related investments is exposed to fluctuations in the quoted market price depending on a number of factors, including general market conditions, company-specific operating performance and the market value of the commodities that the companies may focus on. Except as noted below, the Corporation does not utilize any derivative contracts to reduce this exposure.

Foreign currency risk
The Corporation is exposed to foreign currency fluctuations on a portion of its accounts receivable related to royalty revenue. The Corporation does not enter into any derivative contracts to reduce this exposure since the receivable is short-term in nature and the expected receivable amount cannot be predicted reliably.

Liquidity risk
The Corporation believes that on a long-term basis its revenue generating assets and net working capital position will enable it to meet current and future obligations at the current level of activity. This conclusion could change with a significant change in the operations of the Corporation or from other developments.

Given the relative size of some of the Corporation's investments compared to the normal trading volume of the underlying investments, the Corporation may be unable to sell its entire interest in an investment without having an adverse effect on the fair value of the security. The Corporation does not enter into any derivative contracts to reduce this exposure.

Credit risk
The Corporation has some credit risk with accounts receivable balances owing from earn-in partners but the amount is not considered significant.

The Corporation's cash, marketable securities, and fixed income securities are distributed among government guaranteed instruments and investment grade commercial paper. All funds are held in fully segregated accounts and include only Canadian dollar instruments. The Corporation does not expect any liquidity issues or credit losses on these instruments.

Interest rate risk
The Corporation does not have any debt and is therefore not exposed to interest rate risk on liabilities. The Corporation's cash and marketable securities may fluctuate in value depending on the market interest rates and the time to maturity of the instruments. The Corporation manages this risk by limiting the maximum term to maturity on invested funds or holding the investments to maturity.

Outstanding Share Data

The total number of common shares outstanding as of June 26, 2009 is 28,375,195.

Subsequent Event

In June 2009 The Corporation announced that it has formed a strategic alliance with Millrock Resources Inc. ("Millrock") and has agreed to a private placement financing to fund prospect generation, principally for gold, in five areas in Alaska. The primary objective of the alliance is to generate new prospects and seek earn-in/joint venture agreements with third parties. Under the alliance, the Corporation may acquire royalty and joint venture interests.

As part of the alliance agreement the Corporation subscribed for 4,227,273 units at $0.22 per unit for a total cost of $930,000. Each unit of the placement is comprised of one Millrock common share and one share purchase warrant. Each warrant will entitle the Corporation to purchase one Millrock common share at a price of $0.30 for the first year after the closing of the private placement and $0.40 during the second year. The corporation's ownership interest in Millrock will be approximately 11% upon receipt of the initial common shares under this agreement.

The following schedule outlines the major categories of mineral properties, deferred exploration costs, and security deposits at April 30, 2009.

Amounts in thousands of dollars

Location	Primary Metal	Acquisitions	Wages	Geology / Geophysics	Drilling	Travel/Other	Recovered Property Costs	Write-Down	Security Deposits	Grand Total
Labrador										
	Base metals	57	106	162	-	284	(5)	-	-	604
	Iron Ore	28	375	484	1,208	238	(78)	-	-	2,255
	Nickel	4	9	205	-	23	-	-	-	241
	Uranium	16	243	585	-	633	(1,282)	-	-	195
		105	733	1,436	1,208	1,178	(1,365)	-	-	3,295
Island of Newfoundland										
	Base metals	11	204	99	106	86	(506)	-	-	-
	Gold	73	114	59	-	106	(230)	(7)	-	115
	Nickel	26	23	39	-	13	(100)	(1)	-	-
	Potash	31	68	63	-	16	(178)	-	-	-
	Uranium	91	919	1,135	728	752	(2,726)	-	-	899
		232	1,328	1,395	834	973	(3,740)	(8)	-	1,014
Other										
New Brunswick	Oil shale	19	169	733	1,314	239	(187)	-	-	2,287
Nova Scotia	Potash	25	13	38	-	10	-	-	-	86
		44	182	771	1,314	249	(187)	-	-	2,373
Security Deposits		-	-	-	-	-	-	-	332	332
General Exploration		-	36	-	-	79	-	(115)	-	-
Grand Total		381	2,279	3,602	3,356	2,479	(5,292)	(123)	332	7,014