



(an Exploration stage company)

Prepared by Management
For the year ended December 31, 2008

ARTHA RESOURCES CORPORATION

Form 51-102F1 MANAGEMENT DISCUSSION AND ANALYSIS FOR THE YEAR ENDED DECEMBER 31, 2008

General

The following discussion and analysis, prepared as of April 21, 2009, should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2008 and related notes. The Company's financial statements are prepared in accordance with Canadian Generally Accepted Accounting Principles. The Company's reporting currency is Canadian dollars. The date of this Management Discussion and Analysis is April 21, 2009. Additional information on the Company is available on SEDAR at www.sedar.com.

Statements in this report that are not historical facts and are forward looking statements involving known and unknown risks and uncertainties which could cause actual results to vary considerably from these statements. Readers are cautioned not to put undue reliance on forward-looking statements.

Nature of Business

Artha Resources Corporation ("Artha" or the "Company") was a Capital Pool Company ("CPC") as defined by Policy 2.4 of the TSX Venture Exchange (the "Exchange") until March 06, 2008. Effective March 06, 2008 the Company completed its Qualifying Transaction. Upon completion of the Qualifying Transaction the Exchange reclassified the Company as a Tier 2 listed company under the trading symbol of AHC.

Overall Performance

On March 06, 2008 the Company completed its Qualifying Transaction. The Company finalized its letter of intent with Energy Metals US Corporation (a wholly owned subsidiary of Uranium One) on March 05 , 2008.

Subsequent to the signing of the Letter of Intent, the Company entered into the Energy Metals Agreement wherein, the Company can earn up to a 70% interest in the Properties.

Pursuant to the Energy Metals Agreement, the Company may exercise its right to earn up to a 60% interest in the Properties by, among other things:

1. issuing to Energy Metals:
 - a. 415,765 Appropriately Adjusted Shares as soon as practicable following the first anniversary of Regulatory Approval;
 - b. a further 465,765 Appropriately Adjusted Shares as soon as practicable following the second anniversary of Regulatory Approval;
 - c. a further 465,765 Appropriately Adjusted Shares as soon as practicable following the third anniversary of Regulatory Approval;

- d. a further 465,765 Appropriately Adjusted Shares as soon as practicable following the fourth anniversary of Regulatory Approval; and
2. incurring minimum exploration expenditures over a five-year period on one or more Properties, all of which expenditure obligations may be accelerated at the Company's option, as follows:
 - a. \$500,000 within 18 months of Regulatory Approval;
 - b. a further \$1,000,000 within 30 months of Regulatory Approval;
 - c. a further \$1,000,000 within 42 months of Regulatory Approval;
 - d. a further \$1,000,000 within 54 months of Regulatory Approval; and
 - e. a further \$1,500,000 within 60 months of Regulatory Approval.

Upon satisfying conditions 1 and 2 above, a 60% interest in the Properties shall vest in the Company.

The timing of the issuance of the aggregated 881,530 Appropriately Adjusted Shares under conditions 1(a) and 1(b) above shall be adjusted, at all times prior to the date of the second anniversary of Regulatory Approval, to the extent necessary to ensure that, following any such issuance, the total number of Voting Securities that Energy Metals directly or indirectly beneficially owns, controls, has direction over, or has through a combination of direct or indirect beneficial ownership of and control or direction over, does not exceed 9.99% of the total number of issued and outstanding Voting Securities. In the event that any Appropriately Adjusted Shares are not issued by Artha due to the operation of the foregoing adjustment, Artha shall issue such Appropriately Adjusted Shares to Energy Metals as soon as practicable following the third anniversary of Regulatory Approval.

Pursuant to the Second Option the Company may elect to earn an additional 10% interest in the Properties for a 70% interest in total, by notifying EMC-USA of its intention to pursue the Second Option, and by paying all exploration and development costs, including the costs of a feasibility study, after the above 60% interest in the Properties vests in the Company and, subject to force majeure provisions, delivering to EMC-USA a feasibility study in respect of one or more of the Properties on or before 18 months after the date such 60% interest in the Properties so vests.

Additional Rights of Energy Metals and EMC-USA under the Energy Metals Agreement

Provided EMC-USA is not in default of its obligations to the Company under the Energy Metals Agreement:

1. EMC-USA shall hold a right of first refusal to process ores or resins from the Properties that are not processed directly by the Company;
2. EMC-USA shall have the option to purchase back from the Company an interest in a particular Property as to take EMC's interest in such Property up to 50%. If a feasibility study has not been prepared for such Property, EMC-USA may exercise this right by paying to the Company a cash amount equal to three times the amount of expenditures incurred by the Company on the Properties, within 60 months of Regulatory Approval. If a

feasibility study has been prepared for such Property, EMC-USA may exercise this right by paying to the Company a cash amount equal to five times the amount of expenditures incurred by the Company on the Properties, within 90 days of receiving the feasibility study relating to the Property; and

3. Energy Metals or its designees shall have the right to participate in any Subsequent Financing for a period of twelve months following Regulatory Approval. Such participation shall not exceed the percentage of the Subsequent Financing that the number of Shares issued by the Company to Energy Metals under the Energy Metals Agreement is as a percentage of the total Shares outstanding on the date of such issuance, provided that in no event shall Energy Metals or its designee collectively own or control in excess of 19.98% of the outstanding Shares as a result of such purchase.

At the Company's next shareholder meeting after February 25, 2008 at which directors of the Company are to be elected, EMC-USA shall have the right to nominate two directors for election, which nominees shall be put forward as by the Company as management candidates for election.

In conjunction with the acquisition of an interest in the property the Company completed a non-brokered private placement of gross proceeds of \$1,515,950.10 by issuance of 4,331,286 units at \$0.35. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable for a period of two years from the closing date into one common share of the Company at a price of \$0.65 per share. Proceeds from the private placement will be used to fund exploration and development work on the advanced uranium properties recently acquired from Energy Metals, as well as general corporate purposes.

Selected Information

The following tables provide a brief summary of the Company's financial operations. For more detailed information, refer to the Company's Financial Statements.

Selected annual Information	Fiscal Year		
	2008	2007	2006
Interest income	\$27,983	\$20,123	\$8,687
Total revenue	\$27,983	\$20,123	\$8,687
Net Loss	\$470,532	\$250,965	\$103,270
Weighted average number of common shares	10,550,235	6,688,216	5,205,238
Basic and diluted loss per common shares	\$0.045	\$0.038	\$0.020
Total assets	\$1,160,378	\$1,300,346	\$341,862
Total liabilities	\$16,184	\$14,343	\$13,110

Summary of Quarterly Results

	December 31 2008	September 30, 2008	June 30, 2008	March 31, 2008
Total revenues	\$4,580	\$4,614	\$9,110	\$9,679
Net loss	\$79,289	\$94,259	\$153,535	\$143,449
Net loss per share	\$0.007	\$0.008	\$0.014	\$0.018
Total assets	\$1,160,378	\$1,342,080	\$1,313,973	\$1,523,769
Total liabilities	\$16,184	\$142,796	\$20,430	\$100,890

	December 31 2007	September 30, 2007	June 30, 2007	March 31, 2007
Total revenues	\$11,054	\$2,969	\$3,086	\$3,014
Net loss	\$166,204	\$64,999	\$18,192	\$1,570
Net loss per share	\$0.024	\$0.010	\$0.003	\$0.0002
Total assets	\$1,300,346	\$265,529	\$324,753	\$336,907
Total liabilities	\$14,343	\$16,323	\$15,043	\$9,725

Results of Operations

During the twelve months period ended December 31, 2008 the Company incurred a net loss of \$470,352 (2007 - \$250,965). The loss increased due to the Company's increased operations and completing its qualified transaction. The Company incurred consulting expenses of \$136,025 and investor relations and promotion expenses of \$98,475. The loss also includes a non-cash expense of \$48,398 (2007- \$8,990) for stock based compensation.

During the year the Company started a drilling program on the uranium properties that were acquired from EMC US in the state of Wyoming. Two consulting Geologists were supervising the drilling program and retrieved and reviewed the historical data on these properties. Exploration costs of \$534,957 were deferred on these Mineral properties. The Company also deferred exploration costs of \$58,749 to other Mineral properties for the Phosphate leases. A total of \$593,706 is incurred on the Mineral properties for the twelve months period ended December 31, 2008.

Liquidity and Capital Resources

As at December 31, 2008, the Company had working capital of \$550,488 (December 31 2007 - \$1,286,003), which is sufficient for the Company to meet its ongoing obligations.

On March 06, 2008 the Company completed its non-brokered private placement of gross proceeds of up to \$1,515,950.10 by issuing 4,331,286 units at \$0.35. Each unit consists of one common share and one share purchase warrant. Each warrant is exercisable for a period of two years from the closing date into one common share of the Company at a price of \$0.65 per share

Risk and Uncertainties

The Company is in the mineral exploration and development business and as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business.

The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. There is no certainty that properties which the Company has deferred as assets on its balance sheet will be realized at the amounts recorded.

The only sources of future funds for further exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, which are presently available to the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another party carrying out further exploration or development. Although the Company was successful in accessing the equity market during the past year, there is no assurance that such sources of financing will be available on acceptable terms, if at all. Management at this time, has no reason to expect that this capability will diminish in the near term.

Off-Balance Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Related Party Transaction

All transactions with related parties occurred in the normal course of business and were measured at the exchange amount, which was the fair value as agreed between management and the related parties. The balances disclosed in the financial statements were unsecured receivable or payable upon demand and arose from the provision of services, expense reimbursements or advances. All material transactions and balances with related parties are described below.

During the twelve month period ended December 31, 2008 the Company paid \$50,800 (2007 - \$25,000) to a director of the Company for technical review and evaluation of the exploration projects.

During the twelve month period ended December 31, 2008 the Company paid \$50,000 (2007 – \$nil) for professional services of that director as of President of the Company.

During the twelve month period ended December 31, 2008 the Company paid \$40,000 (2007 - \$nil) for professional services of that director as of Chief Financial Officer of the Company.

Outstanding Share Data

As at April 21, 2009 the Company had outstanding:

11,331,287 issued and outstanding common shares
4,331,286 warrants
932,500 directors & employee incentive stock options

Subsequent Events

Subsequent to December 31, 2008:

- (a) W. Kent Midan Director of the Company resigned from the board of directors the Company to attend to personal matters. In the interim, Christine Thomson, the corporate secretary of the Company will be appointed in his place.

(b) The Company entered into an office sublease for its head office at Suite 1518- 800 West Pender Street for 3 years and 5 months commencing on March 1, 2009 and ending on July 30, 2012, at yearly base rent of \$15,164 escalating to \$16,502 after July 31, 2010.

Other Information

The Company has designed and put in place internal controls over financial reporting and the Chief Executive Officer and Chief Financial Officer have reviewed the process and have concluded that the controls in place give reasonable assurance that relevant and reliable financial information is available for reporting and for the preparation of interim and annual financial statements in accordance with Canadian GAAP. The internal controls have an inherent weakness in the area of management override and segregation of accounting duties, in that the accounting staff is small in number and it is not practical or cost effective to increase accounting personnel to enable the segregation of all accounting duties in a company of this size.

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