

TALMORA DIAMOND INC.
6 Willowood Court, Toronto, Ontario M2J 2M3

Management's Discussion & Analysis
For the year ending December 31, 2008

Date: 30 April 2009

Please read the following discussion and analysis together with the audited financial statements for the years ended December 31, 2008 and December 31, 2007 and the audited financial statements of the predecessor companies, Canadian Diamond Limited and Talmora Resources Inc., for the year ending December 31, 2006.

Financing

Talmora is dependent on management obtaining financing to continue operations and to fund its exploration property expenses.

There are currently 21,774,935 common shares issued and outstanding and 4,290,000 common shares subject to issuance including 2,690,000 warrants and 1,600,000 management incentive options. Each of 650,000 warrants entitles the holder to acquire one common share for \$0.16. and expire April 18, 2009. Each of the remaining 2,040,000 warrants entitles the holder to acquire one common share for \$0.20 and these warrants expire December 28, 2009. 3,250,000 warrants expired June 30, 2008. The options are exercisable at \$0.10 and expire April 25, 2012.

Listing on CNQ/CNSX

The common shares of Talmora Diamond Inc. commenced trading on the Canadian Trading and Quotation System Inc. ("CNQ") on May 14, 2007 under the trading symbol "TALM". The trading symbol was changed to "TAI" on September 19, 2008. (The "CNQ" was relaunched as the Canadian National Stock Exchange "CNSX" on November 6, 2008.

Exploration Program

Property

Canadian Diamond Limited held 3 prospecting permits on the Horton River, 120 kilometers south of Paulatuk, in the Inuvialuit Settlement Region of the Northwest Territories. Till and stream sampling in 2004 confirmed the presence of anomalous kimberlite indicator minerals.

Prior to the amalgamation with Talmora Diamond Inc., Canadian Diamond Limited applied for additional exploration permits and these were granted on February 1, 2007. At the 2007 year-end Talmora held 12 contiguous permits covering 645,718 acres. The three original permits expired January 31, 2008. However, claims were staked within the permit areas prior to the expiry date.

Four new permits (144,868 acres) were granted to Talmora on February 1, 2008 but on February 28, 2008 "The Sahtu Secretariat Inc." and a number of other "Applicants" in the Sahtu Settlement Region applied for a judicial review of the decision of the Supervising Mining Recorder to issue 60 prospecting permits within the Sahtu Settlement Region on February 1, 2008 including the 4 issued to Talmora Diamond Inc.

The "Applicants" claim that they were insufficiently consulted and accommodated by the Supervising Mining Recorder before the permits were issued. The Minister Of Indian Affairs And Northern Development and the

Supervising Mining Recorder intend to oppose the application. The application does not affect the adjoining 9 permits (432,285 acres) and 50 claims (41,939.8 acres) held by Talmora.

Geophysics

An airborne magnetic survey of the Company's three original permits and one of the adjoining permits awarded in 2007 was completed at the end of June, 2007. A number of magnetic dyke-like structures strike NNW across the property. The "dykes" appear to be at a depth of 600-800m and are parallel to and probably the extension of the swarm of "dykes" that cross the Parry Peninsular and cut the "large magnetic anomaly" being explored by Darnley Bay for base metals at Paulatuk 120k to the NNW. The latter "dykes" have a spatial relation to the Darnley Bay kimberlites.

Cu-Au-U Targets

Along one of the "dykes" on the west side of Talmora's property are 4 strongly magnetic circular structures or "blows" which have model widths of about 700-1300m and appear to be at the same depth as the "dyke". The "blows" may be related to the "dykes" in the same way that the "large magnetic anomaly" at Paulatuk may be related to the "dykes" at that location. The "blows" may be the feeder pipes of an intrusive similar to that which is believed to be the cause of the "large magnetic anomaly" at Paulatuk or of an extrusive that has subsequently been eroded.

Darnley Bay Resources has demonstrated that they have relatively shallow (300-500m) gravity anomalies above their deep magnetic anomaly suggesting that the gravity anomalies may be Olympic Dam type (U-Cu-Au) deposits. The magnetic "blows" on the Talmora property may be similarly capped by gravity anomalies indicating Olympic Dam targets and a gravity survey over the "blows" is recommended.

Kimberlite Targets

Anomalies of low magnetic susceptibility are of interest as kimberlite targets. Many of these anomalies coincide with small lakes and are concentrated along the "dykes" especially the "dyke" with the circular "blows". Some of them were ground truthed in the field program carried out in the later half of August, 2007. The field program included staking of the kimberlite targets and sampling of the tills for kimberlite indicator minerals down-ice of the magnetic targets.

Both coarse and fine (-0.50+0.25mm) fractions of all 178 till samples collected in 2007 have now been examined for kimberlite indicator minerals (KIMs) and microprobe analyses of all of the KIMs identified visually have been received. These samples were specifically collected down-ice of pipe-like magnetic anomalies in order to prioritize the anomalies for drill testing.

The KIMs recovered from samples collected in 2007, are very much more numerous (37 times) than the KIMs recovered from samples collected in 2004, which tested the same general area but were not located with respect to magnetic targets. There is a strong correlation between KIMs and magnetic anomalies.

Magnetic anomalies that have anomalous KIMs down-ice will be tested by drilling and additional magnetic anomalies must be sampled. An airborne magnetic survey and reconnaissance sampling of the new permits should proceed at the same time. A more extensive program is required than any carried out by the company to date and a major funding is essential.

A program costing \$2,000,000 - \$4,000,000 should establish the potential of the new permits for hosting kimberlites and confirm whether or not kimberlites are present on the part of the property explored to date. Micro-diamond analysis of initial kimberlite samples will determine whether further investigation is warranted in which case a budget in the order of \$10,000,000 - \$15,000,000 would be required.

General

The Board of Talmora consists of four members, including;

- Raymond Davies, Ph.D., P.Eng., geologist, former CEO and director of Talmora Resources Inc., former director of Canadian Diamind Limited, director of Ditem Explorations Inc. and director of Dolly Varden Resources Inc.,
- Richard M. Hogarth, retired stock broker, former director of Talmora Resources Inc.,
- Leslie C. Little, a manager with a British investment management firm, and Secretary of Rambler Metals & Mining PLC,
- Joan E. Fiset, a Chartered Accountant with extensive mining industry experience.

Officers of Talmora are Richard M. Hogarth (Chairman), Raymond Davies (President and Chief Executive Officer), Robert T. Owen (Chief Financial Officer), Alan W. Davies (Vice-President Exploration) and Maria Grimes (Corporate Secretary).

Selected Financial Information

The amalgamation of Canadian Diamind Limited and Talmora Resources Inc. is a capital transaction and is accounted for as a reverse takeover with Canadian Diamind Limited identified as the acquirer. The comparative figures presented are therefore in some cases those of Canadian Diamind Limited.

As at December 31, 2008, Talmora had cash and cash equivalents of \$38,606 and working capital of \$52,840.

Funds are sufficient to meet ongoing administrative expenses and meet liabilities until midyear. However, additional financing will be required to maintain the company beyond midyear and in order to carry out any exploration on the property.

	<u>Talmora Diamond Inc.</u>	<u>Talmora Diamond Inc.</u>	
	<u>12 Months ended</u>		
	<u>December 31, 2008</u>	<u>December 31, 2007</u>	<u>December 31, 2006</u>
Interest Revenues	1,423	11,119	10,755
Admin.expenses [incl. bank charges]	123,158	104,311	9,092
Professional fees	25,788	65,467	16,888
Mineral exploration [deferred costs]	998,677	874,447	211,448
Cash Inflow/(Outflow)	(297,817)	(87,440)	388,646

	3 Months ended		
	December 31, 2008	December 31, 2007	December 31, 2006
Interest Revenues	890	484	5,733
Admin. Expenses [incl. bank charges]	2,866	10,625	1,768
Professional fees	6,231	34,278	11,888
Mineral exploration [deferred costs]	6,117	60,505	0
Cash Inflow/(Outflow)	(59)	(266,725)	221

	As at		
	December 31, 2008	December 31, 2007	December 31, 2006
Deferred mineral exploration costs	998,677	874,447	211,448
Total assets	1,080,868	1,260,949	816,893
Cash, cash equivalents	38,606	336,423	423,863
Accounts receivable/(payable)	(29,351)	(46,909)	(14,936)
Short term investment	30,000	0	153,646
Working Capital	52,840	324,593	565,009

As at December 31, 2008, interest revenues of \$1,423 (\$11,119 in 2007; \$10,755 in 2006) reflects a decrease of working capital. Administration expenses of \$123,158 in 2008 and \$104,311 in 2007 (\$9,092 in 2006) are the high costs of running a public company in 2007 and 2008 compared to an unlisted and essentially a private company in 2006.

The high mineral exploration deferred costs of \$998,677 in 2008 and \$874,447 in 2007, (\$211,448 in 2006) reflect the costs of the follow-up field program carried out in 2007 compared to the initial field program carried in 2004.

The deferred mineral exploration costs of \$6,117 (\$60,505 in 2007) in the fourth quarter 2008 are down, being the cost of field travel and the cost of preparing additional assessment work reports. Administrative expenditures of \$2,866 (\$10,625 in 2007) are the normal quarterly costs. The net cash inflow of \$890 reflects the interest earned of a short term investment and is down because funds were depleted.

Summary of Quarterly Results

	1Q	2Q	3Q	4Q
2008				
Assets (end of period)	1,193,974	1,140,279	1,073,392	1,080,868
Cash inflow (outflow)	(95,136)	(215,479)	12,857	(59)
Interest revenues	41	32	461	890
Net Income (loss)	(35,346)	(36,254)	(57,034)	(4,164)
Net income (loss) per share- Basic and diluted	(0.013)	(0.013)	(0.013)	(0.00)
2007				
Assets (end of period)	\$856,103	\$937,636	\$939,563	\$1,260,949
Cash inflow (outflow)	\$66,113	(\$135,576)	(\$284,702)	\$266,725
Interest revenues	\$5,304	\$4,058	\$1,273	\$484
Net Income (loss)	\$12,625	(\$45,036)	(\$25,979)	(\$164,694)
Net income (loss) per share- Basic and diluted	\$0.001	(\$0.003)	(\$0.001)	(\$0.010)

Liquidity

The Company is a development stage company as defined by CICA Accounting Guideline 11 "Enterprises in the Development Stage" and currently has interests in exploration and development properties in Canada. Substantially all of the Company's efforts are devoted to financing and developing these properties. There has been no determination whether the Company's interests in mineral properties contain mineral reserves, which are economically recoverable

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

Funding

The global financial crisis is making a major funding at this time difficult. A private placement to cover administrative expenses and to carry out a limited exploration program is underway. The Company will concentrate on maintaining the property in good standing until the financial climate improves.

Property Commitments

The Company currently holds thirteen prospecting permits (577,153 acres) and 50 claims (41,939.8 acres) in the Horton River area, south of Paulatuk in the Northwest Territories. three of the permits (214,983 acres) are in the Inuvialuit Settlement Area and ten of the permits (362,170 acres) are in the adjoining Sahtu Settlement Area. All are on crown land.

The Crown owns both mineral and surface rights to the permit and claim areas, the exploration and exploitation of which is governed by the Canada Mining Regulations. Prospecting permits, claims, mining leases and work permits are dealt with under the Regulations. The Land Settlement Agreements deal with environmental matters, creates environmental agencies and related procedures, and provides the Inuvialuit and Sahtu with equal representation on the agencies. Those who conduct economic activity in the Region need their approval.

The permits require a deposit paid in advance, refundable when equivalent exploration work has been performed, of \$0.10/acre for the first work period, \$0.20/acre for the second work period and \$0.40/acre for the third work period. The first and second work periods are 2 years north of 68°N latitude and 1 year south of 68°N latitude. Areas of interest within the permits may be staked by the permit holder before the expiration of the permits but may not be staked by the permit holder for 1 year after the expiration of the permits.

Claims require assessment work of \$4.00/acre for the first two years and \$2.00/acre for each year thereafter.

Application has been made for credits for work done on the claims amounting to \$36,669, which together with current excess credits will keep the claims in good standing until the dates shown in the table below.

The Company currently has performance deposits on the permits amounting to \$59,729.35 which will be refunded after an equal amount of work has been done. Refunds of previous deposits on 6 of the permits amounting to \$53,148.36 were received in 2008 after expenditures made in 2007 were accepted by the Mining Recorder. If no further work is done on the property performance deposits amounting to \$230,861.20 will be required to hold the current permits until their expiry dates shown below:

Property Units	Size acres	Expected & excess credits	Record date	Current expiry date	Expected expiry date with credits
6 Claims	15,495.00	\$38,496.79	Oct. 11, 2007	Oct. 11, 2012	Oct. 11, 2013
15 Claims	774.75	\$7,747.50	Oct. 11, 2007	Oct. 11, 2012	Oct. 11, 2017
3 Claims	7,747.50		Oct. 11, 2007	Oct. 11, 2013	
6 Claims	1,239.60	\$4,958.40	Oct. 11, 2007	Oct. 11, 2015	Oct. 11, 2017
11 Claims	10,898.15	\$21,814.90	Oct. 11, 2007	Oct. 11, 2016	Oct. 11, 2017
8 Claims	5,733.15		Oct. 11, 2007	Oct. 11, 2017	
1 Claim	Pending 51.65	\$1,033.00	Oct. 11, 2007	?	Oct. 11, 2017

Property units	Size acres	Future performance deposits or work	Grant date	Current expiry date	With future performance deposits or work
Permit 7307(5 year)	71,661	\$28,664.40	Jan. 31, 2007	Jan. 31, 2011	Jan. 31, 2012
Permit 7306(5 year)	71,661	\$28,664.40	Jan. 31, 2007	Jan. 31, 2011	Jan. 31, 2012
Permit 7305(5 year)	71,661	\$28,664.40	Jan. 31, 2007	Jan. 31, 2011	Jan. 31, 2012
Permit 7311(3 year)	36,217		Jan. 31, 2007	Jan. 31, 2011	
Permit 7309(3 year)	36,217		Jan. 31, 2007	Jan. 31, 2011	
Permit 7308(3 year)	36,217	\$14,486.80	Jan. 31, 2007	Jan. 31, 2010	Jan. 31, 2011
Permit 7310(3 year)	36,217	\$14,486.80	Jan. 31, 2007	Jan. 31, 2010	Jan. 31, 2011
Permit 7312(3 year)	36,217	\$14,486.80	Jan. 31, 2007	Jan. 31, 2010	Jan. 31, 2011
Permit 7313(3 year)	36,217	\$14,486.80	Jan. 31, 2007	Jan. 31, 2010	Jan. 31, 2011
Permit 7618(3 year)	36,217	\$21,730.20	Jan. 31, 2008	Jan. 31, 2010	Jan. 31, 2012
Permit 7619(3 year)	36,217	\$21,730.20	Jan. 31, 2008	Jan. 31, 2010	Jan. 31, 2012
Permit 7620(3 year)	36,217	\$21,730.20	Jan. 31, 2008	Jan. 31, 2010	Jan. 31, 2012
Permit 7621(3 year)	36,217	\$21,730.20	Jan. 31, 2008	Jan. 31, 2010	Jan. 31, 2012
Total		\$230,861.20			

Contingencies

The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

On February 28, 2008, the Sahtu Secretariat Inc. and a number of other applicants (collectively, the "Applicants") in the Sahtu Settlement Region applied for a judicial review of the decision of the Supervising Mining Recorder to issue 60 prospecting permits within the Sahtu Settlement Region on February 1, 2008. Four of the permits were those issued to Talmora. The Applicants claim that they were insufficiently consulted and accommodated by the Supervising Mining Recorder before the permits were issued. The Minister of Indian Affairs and Northern Development and the Supervising Mining Recorder intend to oppose the application. This application does not affect the adjoining nine permits and 50 claims held by Talmora.

Accounting principles Followed by Company

Summary of Significant Accounting Policies

New Accounting Pronouncements:

Capital Disclosures

In December 2006, the CICA issued Section 1535, "Capital Disclosures", which establishes guidelines for the disclosure of information on an entity's capital and how it is managed. Effective January 1, 2008, this enhanced disclosure enables users to evaluate the entity's objectives, policies and processes for managing capital. The Company has included this disclosure in Note 11 to the financial statements.

Financial Instruments - Disclosure and Presentation

In December 2006, the CICA issued Section 3862, "Financial Instruments - Disclosure", and Section 3863, "Financial Instruments - Presentation" to replace the existing Section 3861 "Financial Instruments - Disclosure and Presentation". Section 3862 requires enhanced disclosure on the nature and extent of financial instrument risks and how an entity manages those risks. Section 3863 carries forward the existing presentation requirements and provides additional guidance for the classification of financial instruments. These sections are effective January 1, 2008. The Company has included this disclosure in Note 12 to the financial statements.

Mining Exploration Costs

On March 27, 2009, the AcSB issued EIC-174 "Mining Exploration Costs". In this EIC the Committee provided additional guidance for an enterprise that has initially capitalized exploration costs and has an obligation in the current and subsequent accounting periods to test such costs for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. The EIC should be applied to financial statements issued after March 27, 2009. The Company has adopted EIC-174 in these financial statements.

Future Accounting Pronouncements:

International Financial Reporting Standards ("IFRS")

In January 2006, the CICA Accounting Standards Board ("ACSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with IFRS by the end of 2011. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS.

Credit Risk and the Fair Value of Financial Assets and Financial Liabilities

In January 2009, the CICA approved EIC 173 Credit Risk and the Fair Value of Financial Assets and Financial Liabilities. This guidance clarified 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. This guidance is applicable to fiscal periods ending on or after January 12, 2009. The Company is continually evaluating its counterparties and their credit risks.

Flow-through Expenditures

During the year ended December 31, 2008, the Company renounced flow-through expenditures in the amount of \$205,000 (2007 - \$370,000) with respect to flow-through financings that occurred during the year ended December 31, 2007 (2007 - year ended December 31, 2006), creating a future income tax liability of \$59,450 (2007 - \$120,250), of which \$50,450 (2007 - \$68,550) was allocated as a cost of issuing the flow-through shares and \$9,000 (2007 - \$51,700) was allocated as a cost of issuing warrants.

FINANCIAL RISK FACTORS

The Company has designated its cash and cash equivalents and short-term investments as held-for-trading, measured at fair value. Financial instruments included in sundry receivables are classified as receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

The Company's credit risk is primarily attributable to cash equivalents and sundry receivables. The Company has no significant concentration of credit risk arising from operations. Cash equivalents consist of guaranteed investment certificates, which have been invested with reputable financial institutions, from which management believes the risk of loss to be remote. Financial instruments included in sundry receivable consist of goods and services tax due from the Federal Government of Canada and receivables from unrelated companies. Management believes that the credit risk concentration with respect to these financial instruments included in cash equivalents and sundry receivable is remote.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2008, the Company had a cash and cash equivalents balance of \$38,606 (2007 - \$336,423) and short-term investments of \$30,000 (2007 - \$Nil) to settle current liabilities of \$29,351 (2007 - \$46,909).

Market Risk

(a) Interest Rate Risk

The Company has cash equivalent balances subject to fluctuations in the prime rate. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Currently, the Company does not hedge against interest rate risk.

(b) Foreign Currency Risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. Management believes the foreign exchange risk derived from currency conversions is negligible and therefore does not hedge its foreign exchange risk. The Company does not hold balances in foreign currencies to give rise to exposure to foreign exchange risk.

(c) Price Risk

The Company is exposed to price risk with respect to diamond prices. The Company closely monitors diamond prices to determine the appropriate course of action to be taken by the Company. As the Company's mineral properties are in the exploration stage and do not contain any mineral resources or mineral reserves, the Company does not hedge against price risk.

(d) Title Risk

On February 28, 2008, the Sahtu Secretariat Inc. and a number of other applicants (collectively, the "Applicants") in the Sahtu Settlement Region applied for a judicial review of the decision of the Supervising Mining Recorder to issue 60 prospecting permits within the Sahtu Settlement Region on February 1, 2008. Four of the permits were those issued to Talmora. The Applicants claim that they were insufficiently consulted and accommodated by the Supervising Mining Recorder before the permits were issued. The Minister of Indian Affairs and Northern Development and the Supervising Mining Recorder intend to oppose the application. This application does not affect the adjoining nine permits and 50 claims held by Talmora.

Sensitivity Analysis

As at December 31, 2008, the carrying and fair value amounts of the Company's financial instruments are approximately the same. The Company does not anticipate any material fluctuations as a result of changes in interest or foreign currency rates.

Related Party Transactions

During the year ended December 31, 2008, administration expenses of \$92,466 (2007 - \$84,450) were charged by four officers of the Company of which \$16,986 (2007 - \$Nil) was for out-of-pocket expenses and \$75,480 (2007 - \$84,450) was charged for services provided by four officers, one of whom is also a director of the Company.

During the year ended December 31, 2008, an amount of \$57,083 (2007 - \$134,577) was charged to deferred mineral exploration costs for services provided by a director and officer of the Company and two officers of the Company. Of this amount, \$Nil (2007 - \$107,322) represents reimbursements of out-of-pocket expenses at cost.

During the year ended December 31, 2008, deferred mineral exploration costs of \$Nil (2007 - \$9,600) were paid to a corporation of which a director and officer of the Company holds a significant interest.

During the year ended December 31, 2008, deferred mineral exploration costs of \$Nil (2007 - \$21,012) were charged for services provided by an officer of the Company. Included in accounts payable and accrued liabilities at December 31, 2008 was \$Nil (2007 - \$6,274). This amount is unsecured, non-interest bearing with no fixed terms of repayment.

The above transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During the year ended December 31, 2007, directors and officers of the Company and a spouse of an officer subscribed for 40,000 non-flow-through units and 330,000 flow-through units for gross proceeds of \$37,000 pursuant to the private placement.

During the year ended December 31, 2007, directors and officers of the Company and a spouse of an officer subscribed for 500,000 non-flow-through units and 400,000 flow-through units for gross proceeds of \$100,000 pursuant to the private placement. A spouse of an officer of the Company charged a finder's fee of \$3,450 with respect to this financing which was included in accounts payable as at December 31, 2007. This amount is unsecured, non-interest bearing with no fixed terms of repayment.

Subsequent Events

Subsequent to December 31, 2008, 650,000 warrants exercisable at \$0.16 per share expired, unexercised

FORM 52-109FV1
CERTIFICATION OF ANNUAL FILINGS
VENTURE ISSUER BASIC CERTIFICATE

I, Raymond Davies, President and Chief Executive Officer, certify the following:

1. **Review:** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including, for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the “annual filings”) of Talmora Diamond Inc. (the “issuer”) for the financial year ended December 31st, 2008.

2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.

3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.

Date: April 30, 2009

Sgd. “Raymond Davies”
Raymond Davies
President and Chief Executive Officer

NOTE TO READER

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

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and*
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.*

The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in Regulation 52-109 may result in additional risks to the quality, reliability,

FORM 52-109FV1
CERTIFICATION OF ANNUAL FILINGS
VENTURE ISSUER BASIC CERTIFICATE

I, Robert T. Owen, Chief Financial Officer, certify the following:

1. **Review:** I have reviewed the AIF, if any, annual financial statements and annual MD&A, including, for greater certainty, all documents and information that are incorporated by reference in the AIF (together, the “annual filings”) of Talmora Diamond Inc. (the “issuer”) for the financial year ended December 31st, 2008.

2. **No misrepresentations:** Based on my knowledge, having exercised reasonable diligence, the annual filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, for the period covered by the annual filings.

3. **Fair presentation:** Based on my knowledge, having exercised reasonable diligence, the annual financial statements together with the other financial information included in the annual filings fairly present in all material respects the financial condition, results of operations and cash flows of the issuer, as of the date of and for the periods presented in the annual filings.

Date: April 30, 2009

Sgd. “Robert T. Owen”
Robert T. Owen
Chief Financial Officer

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- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and*
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s GAAP.*

The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in Regulation 52-109 may result in additional risks to the quality, reliability,