Metropolitan Mining Inc.

Management Discussion & Analysis

Third Quarter Ended October 31, 2008

Dated: December 30, 2008

This discussion and analysis should be read in conjunction with the unaudited interim consolidated financial statements and related notes thereto for the nine months ended October 31, 2008, and the January 31, 2008 year end audited consolidated financial statements and the related notes therein and the Company's prospectus dated June 6, 2008 (the "Prospectus"). The financial information in the MD&A is derived from the Company's consolidated financial statements prepared in accordance with Canadian generally accepted accounting principals. All amounts in the financial statements and this discussion and analysis are expressed in Canadian dollars, unless otherwise indicated.

FORWARD LOOKING INFORMATION

This management discussion and analysis ("MD&A") contains certain forward-looking statements and information relating to Metropolitan Mining Inc. ("Metropolitan" or the "Company") that are based on the beliefs of its management as well as assumptions made by and information currently available to Metropolitan. When used in this document, the words "anticipate", "believe", "estimate", "expect" and similar expressions, as they relate to the Company or its management, are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of current working capital, the estimated cost and availability of funding for the continued exploration and development of Metropolitan's exploration properties. Such statements reflect the current views of Metropolitan with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievements of Metropolitan to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

DESCRIPTION OF BUSINESS

Metropolitan Mining Inc. ("the Company" or "Metropolitan") was incorporated on July 16, 2007 under the Business Corporations Act of British Columbia and is engaged principally in the acquisition, exploration and development of mineral resource properties. Since incorporation, the Company has, amongst other matters: completed a round of seed financing; entered into an option agreement to acquire up to a 60% interest in a mineral property in Argentina; established a branch office in Salta, Argentina; obtained a receipt for the Prospectus; completed an initial public offering; obtained a listing on the TSX Venture Exchange; and performed exploration work on the Fruso property, Salta, Argentina which is the subject of the option agreement entered into by the Company. A summary of these transactions is set out below.

Effective October 18, 2007, the Company entered into a letter of understanding with Argentine Frontier Resources Inc. ("AFRI") outlining the principal terms for an option agreement in respect of the Fruso mineral property (the "LOU") comprised of the two claims in the province of Salta, in northwestern Argentina, Fruso Este and Aracar, comprised of 5,684 Hectares (the "Fruso Property").

A formal option agreement was entered into on March 31, 2008 (the "Option Agreement") between the Company, Salta Exploraciones S.A. ("SESA") and AFRI, (collectively with SESA and AFRI as the "Optionor") whereby the Company has an option to earn up to a 60% interest in the Fruso Property by completing the following within 3 years of March 31, 2008, the Effective Date of the Option Agreement:

(i) spending mineral exploration expenditures of up to US$1,250,000 on the Fruso Property, subject to incurring qualifying exploration expenditures of no less than US$250,000 in any one year;

(ii) making cash payments of US$250,000 as follows: US$25,000 was paid upon receipt of a National Instrument 43-101 report on the Fruso Property (the "43-101 Report"); US$25,000 on or before one year from the Effective Date; and US$200,000 upon exercise of the option to acquire a 60% interest in Fruso Property and entering into a joint venture; and

(iii) issuing to AFRI a total of 200,000 Common Shares, which Common Shares were issued on March 31, 2008, at a deemed price of $0.20 per Common Share.

Pursuant to the Option Agreement, upon the Company performing the requirements as set out in clauses (ii) and (iii) above, and incurring qualifying exploration expenditures on the Fruso Property in each of the first three years following the Effective Date of not less than US$500,000, US$333,333 and US$416,667, respectively, the Company will have earned a 20%, 40% and 60% interest, respectively, in the Fruso Property.

Subsequent to the end of the third quarter ended October 31, 2008, the Company, AFRI and SESA amended the Option Agreement to extend the date for completing the qualifying exploration expenditures such that the expenditure requirement of US$333,333 for the second year following the Effective Date was extended from March 31, 2010 to July 31, 2010 and the expenditure requirement of US$416,667 for the third year following the Effective Date was extended from March 31, 2011 to July 31, 2011. In addition, all qualifying exploration expenditures made by Metropolitan on the Fruso Property will be deemed to be cumulative and any amount over the minimum amount of qualifying exploration expenditures spent in any one year may be carried over and counted against the minimum qualifying exploration expenditures required to be made in the following or subsequent years.

In the event that the Company will have earned up to a 60% interest in the Fruso Property, then the Optionor and the Company agree to associate on a joint venture basis for further exploration and development of the Fruso Property and to contribute to all further costs including exploration and development in accordance with their respective interests in the Fruso Property.

The Company may terminate the Option Agreement at any time upon 30 days' written notice to the Optionor and subject to certain requirements as set out in the Option Agreement. In the event of default by the Company in the performance of all or part of the requirements as set out in clauses (i), (ii) and (iii) above, the option and the Option Agreement will terminate provided that any rights to the Fruso Property acquired by the Company shall be retained and remain with the Company.

As of June 6, 2008, when a receipt was issued for the Prospectus, the Company became a reporting issuer in the provinces of Ontario, Alberta and British Columbia. Effective July 15, 2008, the Company completed an initial public offering of 3,000,000 common shares (the "Offering"), at a price of $0.30 per common share, for gross proceeds of $900,000. First Canada Capital Partners Inc. ("First Canada") acted as agent for the Offering and was paid a commission of 9% of the gross proceeds, or $81,000, and was issued agent's warrants to purchase up to 300,000 shares in the capital of the Company, at a price of $0.30, for a period of 18 months from the date of the Offering.

On July 18, 2008, the common shares of the Company were listed and called for trading on the TSX Venture Exchange. The common shares trade on the TSX.V under the symbol "MNZ".

THE FRUSO PROPERTY

The Fruso Property is located in the province of Salta in northwestern Argentina, approximately 15 kilometres east of the Chilean border and 25 kilometres north of the railroad to Antofagasta, Chile. It is located 350 kilometres by all-weather road west of Salta and 50 kilometres by secondary roads northwest of the village of Tolar Grande.

The Fruso Property is accessed by all-weather roads 350 kilometres from Salta. The final 70 kilometres from the village of Tolar Grande is by secondary gravel roads. Access to all parts of the Fruso Property is readily obtained by all terrain vehicles. The Fruso Este claim adit and Rio Tinto 1997 drill sites can be accessed by existing gravel roads. Travel time from Salta is about two days surface travel, with an overnight stop over at Tolar Grande.

The nearest town to the Fruso Property is Tolar Grande where accommodation, telephone, meals and limited services can be found. Manpower resources, both skilled and labour, are obtained in Salta. A new 120 kilovolt power line crosses Argentina approximately 50 kilometres to the northwest. Local generation of electric power is required. No public airstrips are available, but a private airstrip is reported at the Taca Taca Abajo Fruso Property 35 kilometres to the south. Service from Salta to Antofagasta by means of the Chile railway that passes approximately 25 kilometres south of the Fruso Property was terminated in 2006, but may be restarted. Water resources are sparse. A small spring is located on the Fruso Property, but adequate water for exploration purposes can be obtained from a larger spring on the northeast side of Salar Taca Taca.

Topography is gentle, with rolling rounded hills interspersed with broad Salar-filled valleys. Intrusive rocks underlie more rugged terrain, with local relief attaining 500 metres. The physiography of the Puna resembles that of the Basin and Range province of the southwestern United States, with block faulting generated by Andean stage deformation. Rock exposure is fair to good. Vegetation is limited to grasses and low shrubs in widely spaced wet areas.

SELECTED ANNUAL FINANCIAL RESULTS

From date of incorporation of the Company to January 31, 2008 in $000's except per share amounts:

	From the Date of incorporation of the Company July 16, 2007 to January 31, 2008 (1)
Financial results	
Total revenue	Nil
Net loss for year and period	52
Basic and diluted loss per share	-
Expenditures on resource properties	136
Balance sheet data	
Cash and cash equivalents	609
Resource properties	136
Total assets	745
Long term liabilities	-
Shareholders' equity	666

SELECTED QUARTERLY FINANCIAL RESULTS

In $000's except per share amounts, for the fiscal quarters ended:

	Oct. 31, 2008	July 31, 2008	April 30, 2008	Jan 31, 2008	Oct 31, 2007	July 31, 2007	April 30, 2007	Jan 31, 2007
Financial results								
Net Revenue	-	-	-	-	-	Incorporated on July 16, 2007		
Net loss for period	94	142	45	42	10	-	-	-
Basic and diluted loss per share	$0.008	$0.015	$0.005	$0.013	$0.00		-	-
Expenditures on Resources properties	520	-	106	136	-	-	-	-
Balance sheet data							-	-
Cash and cash equivalents	924	1,048	419	609	645	25	-	-
Resource properties	762	242	242	136	-	-	-	-
Total assets	1,699	1,299	751	745	646	25	-	-
Long term deferred liabilities	20	20	20	20	-	-	-	-
Share holders' equity	1,205	1,257	663	666	696	25	-	-

Notes: 1) The Company was incorporated on July 16 2007 . There was no business activity other than financing until the 4th quarter of Fiscal 2008.

RESULTS OF OPERATIONS

The Company reported a net loss for the three months ended October 31, 2008 of $93,802 compared with a net loss of $141,572 for the previous quarter. Management and consulting fees were $27,000 in the third quarter of 2008 compared to $19,027 in the previous quarter ended July 31, 2008. Travel and accommodation expenses were down to $574 compared to $10,415 for the previous quarter due to the reduced travel to the Company's Fruso Property. Accounting fees increased by $4,625 over the previous quarter to $9,000 due to additional financial reporting issues associated with the IPO. Filing and listing fees associated with the Prospectus and IPO were $28,236 during the previous quarter and declined to a more normal level of $4,668 during the three month period ended October 31, 2008. Office and telephone costs increased to $10,059 from $5,804 in the previous quarter but are expected to return to previous levels in the following quarter.

Interest income of $7,732 during the third quarter was higher than the $891 reported during the previous quarter due to increased cash on deposit resulting from the Initial Public Offering in mid-July, 2008.

As an exploration stage company, there is no source of operating income and losses are expected to continue. Net loss, quarter over quarter, is affected by the level of general exploration and project investigation expenses undertaken during the period. Most of the costs associated with the Phase 1 Drill Program are accounted for as at October 31, 2008.

LIQUIDITY AND CAPITAL RESOURCES

By the end of the first fiscal year, namely January 31, 2008, the Company had raised $722,754 through the sale of 8,779,001 Common Shares. Effective July 15, 2008, the Company raised an additional $900,000 (net $819,000) through its initial public offering of 3,000,000 Common Shares.

Working capital as of October 31, 2008 was $462,846 compared to $1,035,075 as at July 31, 2008 and $550,585 as at January 31, 2008.

		October 31, 2008		January 31, 2008
Working capital	$	462,846	$	550,585
Deficit	$	332,710	$	52,529

The Company had $924,360 in cash at October 31, 2008. By October 31, 2008 the Company had accounted for all of the drilling costs under the September 18, 2008 Drilling Contract with Connors Argentina S.A. and most of the related support services provided under the SESA/AFRI Services agreement with the possible exception of some camp demobilization costs and the cost of assays. Although management considers that its current cash position is sufficient to pay the balance of these Phase 1 Drill Program expenses and cover administrative and corporate commitments through Fiscal 2010, the Company has no income producing assets therefore additional financing will be required to fund any significant further exploration programs or new property acquisitions.

See “Risk and Uncertainties” and, in particular, the sub-sections, entitled “Exploration and Development”, “Loss of Interest in Properties” and “Financial Capability and Additional Financing”.

EXPLORATION AT FRUSO

Under the terms of the original LOU, the Company agreed to spend a minimum of US$100,000 on a pre-defined exploration program on the Fruso Property to facilitate the preparation of a technical report in the form required by National Instrument 43-101 (the “43-101 Report”), by an independent qualified consulting geologist, recommending further exploration work on the Fruso Property at a cost of at least U.S. $200,000.

SESA carried out a program of geological mapping, rock and soil geochemical sampling in 2006. Further geochemical surveys were carried out by SESA personnel prior to the signing of the LOU by SESA and the Corporation on October 18, 2007. Work by the Company under the LOU started in late October 2007 - nine trenches were excavated and sampled - and a geophysical survey was completed by Quantec on December 1, 2007. The geophysical survey consisted of 9.9 line-kilometers of grid, line spacing 250 meters, and dipole length 100 meters.

The Company entered into a drilling contract on September 18, 2008 (the "Drilling Contract") with Connors Argentina S.A. ("Connors"), a subsidiary of Boart Longyear, in anticipation of carrying out its Phase I exploration program (the "Program") on the Fruso Property, as recommended by Kenneth Dawson, Ph. D., P. Eng., of Terra Geological Consultants, in the 43-101 Report prepared by him. Boart Longyear Limited (ASX: BLY) reportedly operates in 35 countries. The Program was originally proposed to consist of 6 – 8 HQ drill holes, of approximately 300 – 400 metres in depth, to test the mineralization potential of a copper porphyry system at an estimated cost of US$585,000. The Company engaged Terra Geological to oversee the Program and work with the Optionor of the Fruso Property, AFRI and SESA, who had agreed to manage the exploration program and to carry out related services for the Company. As part of the assurances required under the Drilling Contract, the Company made a cash advance of $52,360 (US$50,000) on September 22, 2008.

In late September, a camp and related facilities were set up at the Fruso Property. Effective October 5, 2008, a crew from Connors arrived at the Fruso Property with a UDR 650 mk11 truck mounted surface drilling rig. Exploration work, particularly drilling, commenced on the Fruso Property on October 5, 2008 and was still in progress as of October 31, 2008.

In general terms, progress at Fruso did not proceeded as anticipated, in large part due to mechanical difficulties and breakdowns incurred with the drilling rig. Of the holes drilled to the conclusion of the program, Hole 2 was drilled to a depth of 72 metres before having to be abandoned due to technical difficulties, Hole 2A was drilled to a depth of 169.5 metres, Hole 3 was drilled to a depth of 400 metres and Hole 4 was drilled to a depth of 400 metres. The Company originally anticipated drilling six holes in 30 – 35 days, but based on the average number of metres drilled per day being well below forecast, the project was behind schedule and, without adjustment, would have exceeded the Cdn$583,096 figure set out in the Company's Prospectus dated June 6, 2008. In addition, the dramatic rise in the U.S. dollar, which is the currency of the drilling contract, contributed to further increases in the Canadian equivalent cost of the Exploration Program.

As a result of these developments, Metropolitan provided Connors and SESA with a notice letter dated October 31, 2008 that the Exploration Program would be finalized on completion of drilling Hole 4 and that the Fruso camp would then be de-mobilized. The Company has deferred any decision on the extent of additional exploration work on the Fruso Property until all assay results are received and analyzed in early 2009. Core samples from the Exploration Program have been forwarded from the Fruso camp to ACME Analytical Laboratories Ltd. ("Acme"). The samples were prepped in Mendoza, Argentina, and then processed at Acme's facility in Santiago, Chile. Metropolitan will announce assay results in due course once it obtains the complete results from Acme.

The work carried out under the Exploration Program satisfies the Company's first year obligation to expend US$500,000 in qualifying exploration expenditures under the Option Agreement, as amended. Upon payment of all costs incurred directly related to the Phase 1 Drill Program, Metropolitan will have earned a 20% interest in the Frusco Property.

As of October 31, 2008, the Company had incurred or accrued $762,302 of exploration and related expenditures on the Fruso Property, which included a USD$25,000 option payment, the issuance of 200,000 common shares to AFRI at a deemed value of $0.20 per share and the recognition of an estimated deferred liability of $20,000 in respect to trench filling and other costs as an additional cost of the investment.

	October 31, 2008	January 31, 2008
Metropolitan Properties		
Acquisition (Option Payments)	$ 65,205	$ -
Deferred Exploration:		
Assaying and laboratory	49,900	4,438
Drilling	468,088	-
Engineering and consulting	35,920	3,815
Trenching and geophysical	275	127,183
Permits and fees	7,142	336
Stock compensation expense	-	-
Total deferred expenditures for the year and period	561,325	135,772
Balance – beginning of year and period	135,772	-
Balance – end of year and period	$ 762,302	$ 135,772

CRITICAL ACCOUNTING ESTIMATES

A detailed summary of all of the Company's critical accounting estimates is included in Note 2(a) to the Unaudited Financial Statements for the three month period ended October 31, 2008.

RISK AND UNCERTAINTIES

Exploration for mineral resources involves a high degree of risk. The cost of conducting programs may be substantial and the likelihood of success is difficult to assess. The recovery of the Company's investment in resource properties and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production. The ultimate outcome of these matters cannot presently be determined because they are contingent on future events including but not limited to the following:

Exploration and Development
The Fruso Property is in the exploration stage and there are no known commercial quantities of mineral reserves on the Fruso Property. The purpose of the Offering referred to herein is to raise funds to carry out exploration and development with the objective of establishing economic quantities of mineral reserves. There can be no assurance that any economic quantities of mineral reserves will be discovered on the Fruso Property.

Political and Regulatory Framework in Argentina
In the past, Argentina has been subject to political instability, changes and uncertainties, which may cause changes to existing governmental regulations affecting mineral exploration and mining activities. The Company's operations and the Fruso Property are subject to a variety of governmental regulations including, among others regulations promulgated by the province of Salta in northwestern Argentina with respect to water rights. Argentine regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards. The Company's mineral exploration and mining activities in Argentina may be adversely affected in varying degrees by changing government regulations relating to the mining industry or shifts in political conditions that increase the costs related to the Company's activities or maintaining its properties. Operations may also be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, expropriation of Fruso Property, environmental legislation and mine safety. There can be no assurance that changes in the laws of Argentina or changes in the regulatory environment for mining companies or for non-domiciled companies in Argentina will not be made that would adversely affect the Company. It is also possible that current or future social unrest in Argentina will adversely affect the Company's operations. In addition, Argentina's status as a developing country may make it more difficult for the Company to obtain any required financing for its projects.

Chile's Economy: History of Instability and Future Instability and Uncertainty
The Company's Fruso Property is situated close to the Chilean border. Historically, Chile's economy has suffered periods of instability, which include high inflation, capital flight, default on international debts, and high government budget deficits. Results of these problems included domestic disturbances and riots, government resignations and instability in the currency and banking system. Such disorder in the future could have adverse effect on the overall economy of the region and make it difficult or impossible for the Company to operate effectively in Argentina and may require the Company to reduce or suspend its operations in Argentina.

Loss of Interest in Properties
Pursuant to the Option Agreement, the Company has the obligation to incur exploration and development expenditures in order to maintain and/or earn its interest thereof. The Company's ability to maintain its interest in the Fruso Property may be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make payments required or satisfy its expenditure obligations and could result in a delay or postponement of further exploration and the partial or total loss of the Company's interest in the Fruso Property.

Permits and Government Regulations
The future operations of the Company may require permits from various governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes labour standards, occupational health, waste disposal, land use,

environmental protections, mine safety and other matters. There is no assurance that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of mine facilities on the Fruso Property or any other properties the Company may acquire in the future.

Title Risks

Although the Company has exercised the usual due diligence with respect to determining title to the Fruso Property, there can be no assurance that the Company's rights or interests in and to the Fruso Property will not be challenged, impugned or revoked. The Company's rights or interest in and to the Fruso Property may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If title defect exists, it is possible that the Company may lose all or a portion of its rights or interest in and to the Fruso Property. Until competing rights or interest to the Fruso Property have been determined, there is no assurance as to the validity of the Company's rights or interest to the Fruso Property.

Financial Capability and Additional Financing

The Company has limited financial resources and has no source of operating income. There is no assurance that future funding will be available to the Company for further exploration and development of its Fruso Property. There is no assurance that the Company will be able to obtain sufficient financing in the future on terms acceptable to it. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company. Failure to obtain additional financing on a timely basis may cause the Company to postpone or abandon exploration and development of its Fruso Property, forfeit its rights to the Fruso Property or reduce or terminate its operations.

Difficulties in Conducting Business through Foreign Branch Office

The Company is in the process of registering the Argentine branch office in the province of Salta in northwestern Argentina, and has completed the first phase of that process. If registered, the Company will be able to conduct business through the Argentine Branch office. Any limitation on the transfer of cash or other assets between the Company and the Argentine Branch or the perception that such limitation may exist now or in the future, could have an adverse impact on the Company's valuation and the price of its Common Shares.

Currently Limited Trading Market for the Common Shares

Effective July 18, 2008, the common shares of the Company commenced trading on the Exchange, under the symbol "MNZ". Since listing, there has been a public market for the Company's Common Shares, but limited liquidity. The listing of the Common Shares on an exchange, market or other quotation system is not a guarantee of liquidity. An active public market for the Common Shares might not develop or be sustained. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the price of Common Shares may decline below the initial public offering price.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements. The Company has not completed a feasibility study on any of its properties to determine if they host mineral resources that can be economically developed and profitably mined.

A more detailed listing of the Risks and Uncertainties associated with an investment in the Company is available in the Company's Prospectus dated June 6, 2006 which is available on SEDAR at www.sedar.com .

LEGAL CLAIMS AND CONTINGENT LIABILITIES

As at the date of the MD&A, there were no material legal claims or contingent liabilities outstanding.

RELATED PARTY TRANSACTIONS

During the three months ended October 31, 2008, the Company incurred:

a) consulting fees totaling $9,000 to the Company's Chief Financial Officer. The balance owing at October 31, 2008 to the Chief Financial Officer is $3,216.

b) management fees totaling $18,000 were paid for services provided by the President of the Company, who was owed $ Nil as of October 31, 2008.

Share Capital

The following table sets out the share capitalization of the Company as at the date of this MD&A and gives effect to the Offering (3,000,000 common shares). The table should be read in conjunction with, and is qualified in its entirety by reference to, the Unaudited Financial Statements attached to and forming part of this MD&A.

Description	Authorized	Outstanding as at Last fiscal year-end January 31, 2008	Outstanding as at October 31, 2008	Outstanding as at the date of this MD&A
Common Shares	Unlimited	8,979,001	11, 979,001	11,979,001(1)

Notes:
(1) Does not include any Common Shares issuable upon exercise of the Agent's Warrants on the Offering and Stock Options allotted to directors, officers and consultants.

INVESTOR RELATIONS

Investor relations inquiries are handled by the directors.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

OTHER INFORMATION

Additional information is available on SEDAR at www.sedar.com.