

AVION RESOURCES CORP.
(formerly Argent Mining Corp.)

***Management's
Discussion &
Analysis***

***for the period ended
August 31, 2007***

MANAGEMENT'S DISCUSSION AND ANALYSIS

General

Management's discussion and analysis ("MD&A") has been prepared based on information available to Avion Resources Corp. ("**Avion**" or the "**Company**") as of October 24, 2007. MD&A provides a detailed analysis of the Company's business and compares its financial results with those of the previous year and should be read in conjunction with the Company's financial statements for the nine months ended August 31, 2007 and the audited financial statements and MD&A for the year ended November 30, 2006. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("Canadian GAAP").

During the quarter, the Company brought in new management, changed its name from Argent Mining Corp, to Avion Resources Corp., and consolidated its shares on a 3:1 basis. All common shares, options and warrants and per share amounts have been restated to give retroactive effect to the 3:1 consolidation that took place on June 21, 2007 and a share consolidation that took place on April 7, 2006.

The Company is a development stage company focused on the exploration and development of mineral properties in British Columbia. The Company's only mineral property is the Iron Lake property in which the Company has an option to earn a 55% interest.

The mineral exploration business is risky and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issue of shares from the treasury to investors. These stock issues depend on numerous factors including a positive mineral exploration environment, positive stock market conditions, a company's track record and the experience of management.

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

Critical Accounting Policies

The Company's accounting policies are described in Note 3 to the audited financial statements for the year ended November 30, 2006.

New accounting pronouncements:

On December 1, 2006, the Company adopted the Canadian Institute of Chartered Accountant ("CICA") Handbook Sections 1530, Comprehensive Income; Section 3251, Equity; Section 3855, Financial Instruments - Recognition and Measurement; Section 3861, Financial Instruments - Disclosure and Presentation; and Section 3865, Hedges.

(i) Financial Instruments

Under the new standards, financial assets and liabilities, including derivative instruments, are initially recognized and subsequently measured based on their classification as "held- for- trading", "available-for-sale" financial assets, "held-to-maturity", "loans and receivables", or "other" financial liabilities. Held-for-trading financial instruments are measured at their fair value with changes in fair value recognized in net income for the period. Available-for-sale financial assets are measured at their fair value and changes in fair value are included in other comprehensive income until the asset is removed from the balance sheet. Held-to-maturity investments, loans and receivables and other financial liabilities are measured at amortized cost using the effective interest rate method. Derivative instruments, including

embedded derivatives, are measured at their fair value with changes in fair value recognized in net income for the period, unless the instrument is a cash flow hedge and hedge accounting applies, in which case changes in fair value are recognized in other comprehensive income.

(ii) Comprehensive Income

Section 1530 establishes standards for reporting and presenting comprehensive income. Comprehensive income, composed of net income and other comprehensive income, is defined as the change in shareholders' equity from transactions and other events from non-owner sources. Other comprehensive income for the Company includes unrealized gains and losses on available-for-sale securities and changes in the fair market value of derivatives designated as cash flow hedges, all net of related income taxes. The components of comprehensive income are disclosed in the statement of operations and comprehensive income. Cumulative changes in other comprehensive income are included in accumulated other comprehensive income ("AOCI") which is presented as a new category in shareholders' equity.

(iii) Hedging

Section 3865 specifies the circumstances under which hedge accounting is permissible and how hedge accounting may be performed. As at and during the nine month period ended August 31, 2007, the Company had no hedges.

At August 31, 2007, there is no effect on the Company's Financial Statements of adopting these standards and therefore no Statement of Comprehensive Income has been included in these Financial Statements.

Overall Performance

During the nine months ended August 31, 2007, the Company spent \$2,543 in exploration and \$55,016 in option and claim payments on its Iron Lake property. The Company will review new projects with the intent to acquire properties that complement the existing properties and increase the current and future development potential of the Company.

Results of Operations

The Company reported a net loss of \$51,773 (\$0.01 per share) for the quarter ended August 31, 2007 as compared to net loss of \$15,083 (\$0.01 per share) for the quarter ended August 31, 2006. Administrative expenses for the quarter ended August 31, 2007 totalled \$51,773 compared to \$15,493 for the comparative quarter, an increase of \$36,280. These cost increases are spread over all expense categories, particularly consulting and management fees which reflects the new management team. During the current quarter, the Company brought in a new management team and consequently operating activities have increased over the quarter. Activity was at a minimum during the comparative quarter last year. Administrative costs are expected to increase as the new management team settles in and as the Company engages in the acquisition of new properties to compliment its Iron Lake option.

Summary of Quarterly Results

The summary of unaudited quarterly results has been prepared in accordance with Canadian GAAP.

	Revenue \$	Income (Loss) \$	Income (Loss) per share \$	Deferred Exploration Expenditures \$
August 31, 2007	-	(51,773)	(0.01)	50,016
May 31, 2007	-	49,289	0.01	5,000
February 28, 2007	-	(17,963)	(0.00)	2,543
November 30, 2006	-	115,720	0.03	3,155
August 31, 2006	-	(15,083)	(0.00)	39,872
May 31, 2006	-	(49,109)	(0.01)	126,896
February 28, 2006	-	(35,794)	(0.01)	100,302
November 30, 2005	-	70,474	0.02	5,060

Fluctuations in the Company's expenditures reflect the seasonal variations of exploration, the level of corporate activity, and the ability of the Company to raise capital for its projects. It is important to note that the net income in the quarters ending May 31, 2007, November 30, 2006 and November 30, 2005 is a result of an accounting policy that requires the Company to record a reduction in share capital for the tax effect of expenditures renounced and if available, record a recovery in recognition of previously unrecorded future income tax assets. The Company does not have income from operations.

The Company recorded stock-based compensation in the quarter ending November 30, 2005 in the amount of \$53,414.

The results in the quarter ending November 30, 2005 reflect the write-down of properties in the amount of \$12,480 respectively on the Timmins Offset Gold Project and the Harper Creek Claims.

Mineral Properties

As a result of the change in management, there were no exploration and development costs for the quarter ended August 31, 2007. A sum of \$50,016 was paid by the Company for option and claim costs.

The Company has an option agreement to acquire the following property:

- Iron Lake Claims – B.C.

The Company has an option agreement to acquire a 55% interest in the property which is located northeast of the city of 100 Mile House and 15 km north of the small community of Eagle Creek, B.C. The original option agreement required cash consideration of \$105,000 and 300,000 (46,667 post-consolidations) shares. The Company had paid \$65,167 and issued 300,000 shares. As well, the Company was required to incur \$1,250,000 in exploration expenditures by July 2008. The optionor has credited the Company for \$600,000 in exploration costs as per an amended agreement.

In August 2007, the option agreement was amended. The Company agreed to provide a \$50,000 option payment on or before August 31, 2007 and Eastfield agreed to subscribe for units totalling \$25,000 in the Company's upcoming private placement (see Subsequent Events section). The Company made a payment of \$25,000 during August 2007, and the balance will be offset against the subscription agreement as agreed upon by both parties. A further payment of \$25,000 is due on or before December 31, 2007.

As well, the expenditures required to earn 55% have been amended such that the Company is required to incur \$250,000 in exploration expenditures on the Iron Lake Claims on or before December 31, 2007, or deliver to Eastfield \$250,000 as an advance against further exploration and incur a further \$450,000 in

exploration expenditures on or before July 31, 2008, or \$450,000 can be advanced in cash to Eastfield on or before May 31, 2008 as an advance against further exploration.

Exploration Update

Previous exploration on the property conducted in the early 1970's, 1989-1991 and to a limited extent in 2001 and 2002 has established the presence of significant copper, palladium, platinum and gold anomalies in soil. These are associated with a magnetic anomaly defined by a government funded regional airborne magnetic survey flown in 1967. A helicopter borne magnetic and electromagnetic survey was completed in the summer of 2004 with an aim to define conductors over which detailed ground geophysical and geochemical surveys can then be focused to more discriminately identify targets to be trenched and/or drilled.

The Company previously reported that five diamond drill holes totalling 680.6 metres had been completed in the Iron Lake copper-nickel-platinum group metal prospect in South Central British Columbia. The program, was designed to follow up the successful discovery of massive sulphide mineralization in 2005. The 2005 discovery was made testing an airborne electromagnetic conductor that was subsequently refined in February 2006 with a ground based UTEM geophysical survey in which a number of conductors were detected.

The first and most successful hole of the recent program, hole IL-06-05, intersected 2.2 metres of massive sulphide followed by 2.1 metres of semi massive sulphide. This hole was an 85 metre stepout to the south from 2005-03 which has intersected a total of 6 metres of similar massive sulphide in 2005. The sulphide intersected is dominantly pyrrhotite with lesser chalcopyrite and started at 73.5 metres downhole. The intercept, from 73.5 to 75.7 metres downhole, grades 0.54% copper, 31.8% iron and is anomalous in nickel and cobalt. The intersect is interpreted to be close to a true thickness. A 0.9m intercept of semi massive pyrrhotite was obtained from the second hole of program drilled at right angles to the first hole a further 95 metres to the south.

No economically significant intercepts of gold or platinum group metals were encountered although large footages of anomalous concentrations were with many sample intervals exceeding 50 parts per million platinum and or palladium in the three more northerly holes.

One of the surprises of the program was the high concentrations of vanadium encountered in the three most northerly holes where many samples exceed 400 parts per million vanadium and where a trench returned values to 796 parts per million vanadium. The elevated vanadium values are correlative with increased magnetite content leading to speculation that the vanadium occurs as ferrovandium.

The Iron Lake property is located 45 kilometres northeast of 100 Mile House BC and covers 6875 hectares. Soil sampling (1989 and 2003) defined a strong soil copper anomaly measuring 1500 metres by 1200 metres with local palladium or gold anomalies and where an accumulation of rubble was discovered in 2000 which returned analysis ranging between 0.55% and 1.15% copper, 0.40 and 1.1 g/t gold, 0.15 and 0.45 g/t palladium and 0.10 and 0.25 g/t platinum. The mineralization in the rubble consists of moderate disseminated sulphides in olivine pyroxenite accompanied by elevated nickel values. Both the massive and disseminated sulphide mineralization is believed to be magmatic in origin. The Iron Lake Ultramafic Complex appears to have a dimension of approximately 4 kilometres by 6 kilometres based on the 2004 airborne geophysical survey.

Liquidity

Financing of operations is achieved primarily by issuing share capital. During the quarter, the Company was advanced \$200,000 from a director of the Company and an individual related to a director of the Company as short term, non interest bearing loans. These loans provided working capital as the Company worked to complete a private placement financing which closed subsequent to the end of the

quarter (see Subsequent Events). At August 31, 2007, the Company had \$62,655 in cash and a working capital deficiency of \$206,777.

During the quarter ended August 31, 2007, cash expenditures for operating activities amounted to \$51,773 compared to \$15,355 during the comparative quarter last year. Non cash working capital for the current quarter used \$36,349 compared to \$76,640 during the comparative quarter last year. The Company is currently in a transitional phase as a new management team is being recruited and implemented.

The Company spent \$50,016 in deferred exploration during the quarter ended August 31, 2007 compared to \$39,872 during the quarter ended August 31, 2006.

Financing activities during the current quarter generated \$200,000 in short term, non interest bearing loans advanced by a related party as discussed above. There were no financing activities during the comparable quarter last year.

Subsequent to the end of the quarter, the Company raised \$2,200,000 which will be used for working capital and to fund potential new acquisitions. The details of the private placements are described in the subsequent events section of this report.

Capital Resources

The Company's primary capital assets are mineral property assets. The Company capitalizes all costs related to the mineral properties until the properties are put into commercial production and amortized or written-off when abandoned or when delays in the development process require a revaluation.

All of the Company's mineral property agreements are non-binding. To earn its interest in the properties the Company must incur certain expenditures as per the agreements. In order to maintain its option on the Iron Lake property, the Company must spend a further \$700,000 in exploration, \$250,000 by December 31, 2007 and a further \$450,000 by July 31, 2008. The Company must also make an option payment of \$25,000 on or before December 31, 2007.

Transactions with Related Parties

The Company was charged \$nil for the three months ended August 31, 2007 (2006: \$6,338) for administrative and consulting fees by directors or by companies controlled by directors of the Company.

Also during the current quarter, the Company was advanced \$200,000 by a new director of the Company and an individual related to a new director of the Company as short term, non interest bearing loans until the private placement financing could be completed.

All of the above transactions are in the normal course of operations and are measured at the exchange amount established and agreed to by the related parties.

Directors and Officers Compensation

During the quarter ended August 31, 2007, the Company paid \$30,000 (Q3 2006: \$5,338) to directors of the Company and \$1,000 (Q3 2006: \$nil) to officers of the Company. No stock options were granted during the current or comparative periods.

Proposed Transactions

There are no transactions that will materially affect the performance of the Company, however the Company continues to look for potential property acquisitions.

Share Data

The authorized capital of the Company consists of an unlimited number of common shares of which 14,164,562 were issued and outstanding as of the date of this report.

Pursuant to the Company's Stock Option Plan, the number of common shares reserved for issuance under the Plan in aggregate shall not exceed 10% of the total number of issued and outstanding common shares on a non-diluted basis. Currently, there are no stock options are outstanding.

The following table sets out all the outstanding share purchase warrants in Avion:

Number of Warrants to Purchase Common Shares	Exercise Price	Expiry Date
202,020	\$0.63	June 20, 2008
310,555	\$0.525	July 25, 2008
10,000,000	\$0.29	October 12, 2009
<hr/> 10,512,575 <hr/>	<hr/> \$0.30 <hr/>	

Avion has no performance shares or escrow shares.

All common shares, options and warrants and per share amounts have been restated to give retroactive effect to the 3:1 consolidation that took place on June 21, 2007 and a share consolidation that took place on April 7, 2006.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

The Company has no significant source of operating cash flow and no revenues from operations. The Company has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish reserves.

The property interests in which the Company has an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company's mineral properties may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters.

Commitments

The Company entered into flow-through share subscription agreements during the previous fiscal year whereby it is committed to incur on or before December 31, 2007 a total of \$198,788 of qualifying Canadian Exploration Expenses as described in the Income Tax Act of Canada. These flow through shares were renounced on March 1, 2007 which generated a future income tax recovery of \$71,564. As

at the end of the period, \$61,347 has been incurred, leaving a balance of \$137,441 to be incurred on or before December 31, 2007.

Forward Looking Statements

This document contains statements which constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results and achievements expressed or implied by such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Management Changes

On March 14, 2007, the Company announced the appointment of Mr. Rene Bharti to its Board of Directors. Mr. Bharti has also been appointed President and Chief Executive Officer of the Company. Over the past decade Rene Bharti has held senior management roles in several public and private companies, including those in the resource, technology, and entertainment sectors. Previously, Mr. Bharti also served as Vice President of Business Development for a publicly listed resource company with gold assets in the former Soviet Union. Subsequent to that, Mr. Bharti founded a highly successful entertainment company servicing TV and film clients in Canada, the U.S. and Mexico. Mr. Bharti holds a Bachelor of Commerce (Honours) degree from Queen's University.

Concurrently, the Company has accepted the resignation of Eugene Beukman as President, Chief Executive Officer and Director of the Company and wishes him success in his other endeavors.

Also in June 2007, Stan Bharti, David Meyer and Scott Moore were appointed to the Board of Directors replacing the current board members.

Multilateral Instrument 52-109 Disclosure

Evaluation of disclosure controls and procedures

We have evaluated the effectiveness of our disclosure controls and procedures and have concluded, based on our evaluation that they are sufficiently effective to provide reasonable assurance that material information relating to the Company is made known to management and disclosed in accordance with applicable securities regulations.

Internal controls over financial reporting

The Chief Executive Officer and Chief Financial Officer, together with other members of management, after having designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial reporting in accordance with the issuer's GAAP as of August 31, 2007 have not identified any changes to the Company's internal control over financial reporting which would materially affect, or is reasonably likely to materially affect the Company's internal control over financial reporting.

Subsequent Events

In October 2007, the Company completed a private placement financing raising total gross proceeds of \$2,200,000 through the issuance of 10,000,000 units of the Company at a price of \$0.22 per unit. Each unit comprises one common share and one common share purchase warrant. Each purchase warrant

entitles the holder to acquire one common share of the Company at a price of \$0.29 per share until October 12, 2009. Each of the common shares, warrants and shares issued on the exercise of warrants will be subject to a hold period that expires February 13, 2007. In connection with this financing, the company paid various finders fees of up to 5% of the amounts raised.

Also, subsequent to the closing of the above mentioned private placement, the Company has announced that it intends to raise a further \$300,000 through a private placement financing of units priced at \$0.27 per unit. Each unit will be comprised of one common share and one common share purchase warrant. Each purchase warrant will be exercisable at a price of \$0.36 per share for a period of 2 years from the date of issue.

Other

Additional information relating to the Company's operations and activities can be found by visiting the Company's website as. You may also access the Company's disclosure documents through the Internet on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com.