# INTERIM CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2010

(Stated in Canadian Dollars)

# **Notice to Reader**

The accompanying unaudited interim consolidated financial statements of Endurance Gold Corporation ("the Company"), for the six month period ended June 30, 2010, have been prepared by management and have not been the subject of a review by the Company's independent auditor.

# **ENDURANCE GOLD CORPORATION** CONSOLIDATED BALANCE SHEETS

(Unaudited, Prepared by Management)

	(1	June 30, 2010 Unaudited)	December 31, 2009 (Audited)
ASSETS			
Current			
Cash	\$	1,024,749	\$ 404,951
Marketable securities (Note 3)		54,000	74,000
Prepaid expenses and deposits		4,775	14,930
Receivables		12,316	16,657
		1,095,840	510,538
Mineral properties (Note 5)		1,927,382	1,905,387
Reclamation bonds		6,500	6,500
	\$	3,029,722	\$ 2,422,425
Current Accounts payable and accrued liabilities	\$	67,679	\$ 34,676
Shareholders' equity			
		5,745,008	4,986,508
Capital stock (Note 6)		5,745,008 479,271	4,986,508 400,221
		5,745,008 479,271 (3,262,236)	4,986,508 400,221 (2,998,980)
Capital stock (Note 6) Contributed surplus (Note 6)		479,271	400,221
Capital stock (Note 6) Contributed surplus (Note 6)	\$	479,271 (3,262,236)	\$ 400,221 (2,998,980)
Capital stock (Note 6) Contributed surplus (Note 6) Deficit	\$	479,271 (3,262,236) 2,962,043	\$ 400,221 (2,998,980) 2,387,749
Capital stock (Note 6) Contributed surplus (Note 6) Deficit  Nature of operations and going concern (Note 1)	\$	479,271 (3,262,236) 2,962,043	\$ 400,221 (2,998,980) 2,387,749
Contributed surplus (Note 6)	\$ /s/ J. Christopher Mitchel	479,271 (3,262,236) 2,962,043 3,029,722	400,221 (2,998,980) 2,387,749

The accompanying notes are an integral part of these interim consolidated financial statements.

# CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT

(Unaudited, prepared by management)

	7	Three months ended June 30, 2010	7	Three months ended June 30, 2009	Six months ended June 30, 2010	Six months ended June 30, 2009
EXPENSES						
Amortization	\$	-	\$	216	\$ -	\$ 432
Business development and property investigation		10,258		6,577	54,808	12,061
Corporate communications		4,071		2,375	4,301	3,857
Listing and transfer agent fees		2,353		5,667	11,455	11,878
Management fees		53,700		20,000	98,700	46,500
Office and administrative		2,193		13,872	18,713	27,000
Professional fees		7,050		3,617	15,255	13,266
Stock-based compensation (Note 6)		30,900		-	79,050	74,970
		(110,525)		(52,324)	(282,282)	(189,964)
OTHER ITEMS						_
Interest income		1,356		798	1,526	1,207
Unrealized gain (loss) on marketable securities		6,000		15,980	(20,000)	37,957
		7,356		16,778	(18,474)	39,164
NET LOSS BEFORE TAX		(103,169)		(35,546)	(300,756)	(150,800)
Future income tax recovery (Note 10)		-		-	37,500	
NET LOSS FOR THE PERIOD		(103,169)		(35,546)	(263,256)	(150,800)
DEFICIT, BEGINNING OF PERIOD		(3,159,067)		(2,797,107)	(2,998,980)	(2,681,853)
DEFICIT, END OF PERIOD	\$	(3,262,236)	\$	(2,832,653)	\$ (3,262,236)	\$ (2,832,653)
Basic and diluted loss per common share	\$	(0.00)	\$	(0.00)	\$ (0.01)	\$ (0.01)
Basic and diluted weighted average number of common shares outstanding		47,472,586		35,412,586	43,641,205	31,380,542

The accompanying notes are an integral part of these interim consolidated financial statements.

# CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(Unaudited, Prepared by Management)

	Share No. of Shares	e Capital Amount	Contributed Surplus	Retained Earnings (Deficit)	Total Shareholder's Equity
	(No	ote 6)	(Note 6)		
Balance, December 31, 2008	27,212,586	4,052,779	305,187	(2,681,853)	1,676,113
Channa instead for each					
Shares issued for cash Private placements, net of issue costs	12,000,000	943,793	-	-	943,793
Issued for other consideration					
Mineral properties	300,000	10,000	-	-	10,000
Agent's options compensation	-	(20,064)	20,064	-	-
Stock-based compensation	-	-	74,970	-	74,970
Loss for the year		-	-	(317,127)	(317,127)
	12,300,000	933,729	95,034	(317,127)	711,636
Balance December 31, 2009	39,512,586	\$ 4,986,508	\$ 400,221	\$ (2,998,980)	\$ 2,387,749
Shares issued for cash					
Exercise of Warrants	7,960,000	796,000	-	-	796,000
Tax cost recognized on issuance of flow-through shares	-	(37,500)	-	-	(37,500)
Stock-based compensation	-	-	79,050	-	79,050
Loss for the period	<u>-</u>	-	-	(263,256)	(263,256)
	7,960,000	758,500	79,050	(263,256)	574,294
Balance June 30, 2010	47,472,586	\$ 5,745,008	\$ 479,271	\$ (3,262,236)	\$2,962,043

# CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited, prepared by management)

	T	hree months ended June 30, 2010	Т	Three months ended June 30, 2009		Six months ended June 30, 2010		Six months ended June 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES	Φ.	(100.150)	Φ.	(25.516)	Φ.	(252.256)	Ф	(150,000)
Net loss for the period	\$	(103,169)	\$	(35,546)	\$	(263,256)	\$	(150,800)
Add items not involving cash:				216				432
Amortization Stock-based compensation		30,900		216		79,050		74,970
Unrealized loss (gain) on marketable securities		(6,000)		(15,980)		20,000		(37,957)
Future income tax recovery		(0,000)		(13,500)		(37,500)		(31,531)
r deare meome tax recovery						(27,200)		
Changes in non-cash working capital items:								
Prepaid expenses and deposits		5,833		1,306		10,155		5,951
Receivables		750		1,903		4,341		1,059
Accounts payable and accrued liabilities		(47,003)		(39,799)		(10,338)		(24,558)
Net cash used in operating activities		(118,689)		(87,900)		(197,548)		(130,903)
CASH FLOWS FROM INVESTING ACTIVITIES								
Mineral properties		31,023		(51,110)		21,346		(116,308)
Net cash used in (provided by) investing activities		31,023		(51,110)		21,346		(116,308)
CASH FLOWS FROM FINANCING ACTIVITIES								
Proceeds from issuance of capital stock Share issuance costs		-		-		796,000		400,000 (6,609)
Net cash provided by financing activities						706000		
Net cash provided by infallenig activities		-		-		796,000		393,391
Net increase (decrease) in cash during the period		(87,666)		(139,010)		619,798		146,180
Cash, beginning of period		1,112,415		374,401		404,951		89,211
Cash, end of period	\$	1,024,749	\$	235,391	\$	1,024,749	\$	235,391

Supplemental disclosures with respect to cash flows (Note 8)

The accompanying notes are an integral part of these interim consolidated financial statements.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### 1. NATURE OF OPERATIONS AND GOING CONCERN

Endurance Gold Corporation (the "Company") was incorporated under the *Canada Business Corporations Act* on December 16, 2003 and continued into British Columbia on August 16, 2004. The Company is engaged in the exploration and development of mineral properties in North America and has not yet determined whether its properties contain ore reserves that are economically recoverable. The mining exploration business involves a high degree of risk. The recoverability of the amounts expended on mineral interests by the Company is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete exploration and development of its mineral properties and upon future profitable production or proceeds from disposition of its mineral interests.

These unaudited interim consolidated financial statements have been prepared by the Company's management in accordance with Canadian generally accepted accounting principles ("GAAP") on a basis consistent with those outlined in the Company's audited financial statements for the year ended December 31, 2009, except that they do not include all of the note disclosures required by Canadian GAAP for annual financial statements. They have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. They do not give effect to adjustments that could be necessary to the carrying values of assets and liabilities should the Company be unable to continue as a going concern. These adjustments could be material.

At June 30, 2010, the Company had a deficit of \$3,262,236 (\$2,832,653 in 2009) and further losses are anticipated in the development of its business plan. The Company's ability to continue in operation is dependent on its ability to secure additional financing to fund planned exploration and its ongoing administrative expenditures. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company.

## 2. CHANGES IN ACCOUNTING POLICIES AND PRESENTATION

#### **Recent Accounting Pronouncements**

International financial reporting standards ("IFRS")

The Canadian Institute of Chartered Accountants ("CICA") has adopted a strategic plan whereby the Canadian accounting standards will be converged with IFRS with the requirement to report under the new standards for fiscal years commencing in 2011. The Company's transition date of January 1, 2011 will require the restatement into IFRS for comparative purposes of amounts previously reported under Canadian GAAP by the Company for the year ended December 31, 2010, including a revised opening balance sheet as at January 1, 2010.

The Company is in the process of assessing the impact of these standards and will be monitoring changes to IFRS as they are implemented. At this time, the most significant impacts appear to be related to the calculation of stock based compensation. However, the resulting effect on the Company's consolidated financial statements has not yet been quantified.

Business Combinations, Consolidations, Non-Controlling Interests

In January 2009, the CICA issued Handbook Sections 1582 Business Combinations, 1601 Consolidated Financial Statements and 1602 Non-controlling Interests which replace CICA Handbook Sections 1581 Business Combinations and 1600 Consolidated Financial Statements. Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These Sections are applicable for interim and annual consolidated financial statements for fiscal years beginning January 1, 2011. Early adoption of these Sections is permitted and all these Sections must be adopted concurrently. The Company has not yet determined the impact of the adoption of these standards on its consolidated financial statements.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### 3. MARKETABLE SECURITIES

As at June 30, 2010 the Company owned 400,000 (400,000 in 2009) common shares of Metal Creek Resources Ltd., whose shares are traded on the TSX Venture Exchange, with a quoted market value of \$54,000 (\$74,000 in 2009), being \$0.135 (\$0.185 in 2009) per share.

#### 4. CAPITAL MANAGEMENT

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company defines its capital as shareholders' equity.

The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue common shares through private placements.

#### 5. MINERAL PROPERTIES

As at June 30, 2010, the Company's mineral properties are located in North America. Expenditures incurred on mineral properties are as follows:

	Ra	ttlesnake-					(	Carter,			
		Natrona,		Pardo,	Ne	chako JV,		West		Other	
		Vyoming,		ntario,	-	B.C.		irginia,		operties,	TOTAL.
		U.S.A.	CA	NADA	C.	ANADA		J.S.A.	C	ANADA	TOTAL
Deferred Acquisition 12/31/09	\$	34,786	\$	68,750	\$	80,000	\$	-	\$	-	\$ 183,536
Recoveries		-		(50,000)		-		-		-	(50,000)
Deferred Acquisition 06/30/10		34,786		18,750		80,000		-		-	133,536
Deferred Exploration 12/31/09		164,751	1	,076,789		480,311		_		_	1,721,851
Additions:		·				,					
Field expenses		2,611		-		-		-		-	2,611
Geological and misc.		23,939		1,069		3,088		-		8,314	36,410
Geophysics		800		-		-		-		10,195	10,995
Land and recording fees		3,035		-		3,544		-		-	6,579
Line cutting/trenching		-		-		-		-		15,400	15,400
		30,385		1,069		6,632		-		33,909	71,995
Deferred Exploration 6/30/10		195,136	1	,077,858		486,943		-		33,909	1,793,846
Total Mineral Properties 6/30/10	\$	229,922	\$ 1	,096,608	\$	566,943	\$	-	\$	33,909	\$ 1,927,382

#### NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

5. MINERAL PROPERTIES (cont'd...)

	N W	ttlesnake- Natrona, Yyoming, U.S.A.	C	Pardo, Intario, ANADA	chako JV, B.C. ANADA	V	Carter, West Virginia, U.S.A.	Other operties, ANADA	TOTAL
Deferred Acquisition 12/31/08	\$	-	\$	73,750	\$ 80,000	\$	-	\$ 2,361	\$ 156,111
Additions		34,786		45,000	-		37,929	6,239	123,954
Recoveries		-		(50,000)	-		-	-	(50,000)
		34,786		(5,000)	-		37,929	6,239	73,954
Deferred Acquisition 12/31/09		34,786		68,750	80,000		37,929	8,600	230,065
Deferred Exploration 12/31/08		-	1	,048,510	347,424		-	2,780	1,398,714
Additions:									
Drilling		-		-	78,205		-	-	78,205
Field expenses		15,893		4,624	15,536		2,562	714	39,329
Geochemistry		16,396		-	7,432		-	1,470	25,298
Geological and misc.		54,055		23,655	20,616		23,992	1,574	123,892
Geophysics		54,197		-	-		-	-	54,197
Land and recording fees		7,070		-	17,293		796	-	25,159
Line cutting/trenching		17,140		_	-		-	_	17,140
		164,751		28,279	139,082		27,350	3,758	363,220
Deferred Exploration 12/31/09		164,751	1	,076,789	486,506		27,350	6,538	1,761,934
BC mining exploration tax credit		-		-	(6,195)		-	-	(6,195)
Write-downs		-		-	-		(65,279)	(15,138)	(80,417)
<b>Total Mineral Properties 12/31/09</b>	\$	199,537	\$ 1	,145,539	\$ 560,311	\$	_	\$ _	\$ 1,905,387

#### Rattlesnake Natrona Properties, Wyoming, USA

The Company, through its wholly-owned US subsidiary, Endurance Resources Inc., ("ERI") acquired by staking a 100% interest in 62 claims and was granted four state leases for a combined total acreage of 3,841 acres located in Rattlesnake Hills, Natrona County, Wyoming, USA.

#### Pardo Property, Ontario, Canada

The Company acquired a 100% interest on the Pardo Property located northeast of Sudbury, Ontario, by making payments of \$100,000 in cash and issuing 200,000 common shares (at a value of \$18,750). The vendors have retained a 3% net smelter return royalty ("NSR") interest, one-half of which may be purchased by the Company for \$1,500,000.

In June 2009, the Company entered into an option agreement (the "Agreement") with Ginguro Exploration Inc. ("Ginguro"), a TSX Venture Exchange issuer, (formerly Mount Logan Resources Ltd., a private Ontario corporation). Under the terms of the Agreement, Ginguro can earn an initial 55% interest in the Pardo Property by completing \$1,000,000 in exploration expenditures and making cash payments totaling \$200,000 (\$100,000 received) to the Company over a three year period. On completion of its earn-in, Ginguro has a one-time option to increase its ownership to 70% by completing an additional \$1,000,000 in exploration expenditures and making a further cash payment of \$250,000 to the Company.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### 5. MINERAL PROPERTIES (cont'd...)

#### Nechako Gold (Amarc JV) Property, British Columbia, Canada

The Nechako Gold Property is comprised of fifteen mineral claims located within the Cariboo Mining District, west of Quesnel, British Columbia.

During 2004, the Company entered into an option and joint venture agreement with Amarc Resources Inc. ("Amarc"), whereby the Company earned a 60% interest in the Nechako Gold Property by completing \$250,000 in exploration expenditures and issuing 250,000 shares to Amarc and 70,000 shares to an underlying property vendor. As a result, a joint venture as to 60% (Endurance) and 40% (Amarc) was formed in December 2005. As Amarc elected not to participate in its pro-rata share of costs on the Nechako Gold Property since 2006, the property is now held 75% by Endurance and 25% by Amarc.

#### Carter Property, West Virginia, USA

The Company, through ERI, acquired an option to explore for and potentially develop and mine metallurgical coal on the Carter property located three miles south of the town of Iaeger, in southern West Virginia, USA by making a total payment of US\$24,000. The Company also issued 200,000 shares (valued at \$5,000) as finders' fees. The Company gave notice to terminate the option in February 2010 and wrote off the carrying value of \$65,279 in acquisition and exploration costs incurred on the property as of December 31, 2009.

#### Other Properties, Canada

Dogpaw Property, Ontario

The Company entered into an option agreement dated April 16, 2007 with Metals Creek Resources Corp. ("MEK"), whereby MEK earned a 75% interest in a majority of the claims comprising the Dogpaw property by incurring exploration expenses of \$450,000 and issuing of 450,000 common shares of MEK (with a value of \$161,000). As a result, a joint venture as to 25% (Endurance) and 75% (MEK) was formed in January 2010.

In addition, the Company retains a 4% NSR payable by Houston Lake Mining of four of the other claims forming part of the Dogpaw Property.

BQ-Endurance 100% Property, British Columbia

The Company acquired a 100% interest in ten mineral claims in the Omineca Mining Division, British Columbia by staking. At December 31, 2009, the Company wrote off the carrying value of \$1,649 in acquisition costs incurred on the property. The property is inactive.

Virginia Silver – Endurance 100% (Annie) Property, British Columbia

The Company acquired a 100% interest in seven mineral claims in the Omineca Mining Division, British Columbia by staking. At December 31, 2009, the Company wrote off the carrying value of \$3,492 in acquisition and exploration costs incurred on the property. The property is inactive.

#### 6. CAPITAL STOCK

(a) The authorized share capital of the Company consists of an unlimited number of common shares without par value.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(*Unaudited, Prepared by Management*)

#### **6. CAPITAL STOCK** (cont'd...)

#### (b) Issued and outstanding:

	Number of			Contributed		
	Shares		Amount		Surplus	
Balance at December 31, 2008	27,212,586	\$	4,052,779	\$	305,187	
Issued for:						
Mineral properties acquisition	300,000		10,000		-	
Stock-based compensation	-		-		74,970	
Non-brokered private placement	12,000,000		1,000,000		-	
Share issuance costs	-		(56,207)		-	
Agent's options compensation			(20,064)		20,064	
Balance at December 31, 2009	39,512,586		4,986,508		400,221	
Issued for:						
Flow-through share renunciation (Note 10)	-		(37,500)		-	
Warrants exercised	7,960,000		796,000		-	
Stock-based compensation			-		79,050	
Balance at June 30, 2010	47,472,586	\$	5,745,008	\$	479,271	

#### **Share issuance**

During the six month period ended June 30, 2010, the Company issued 7,960,000 common shares at \$0.10 per share for proceeds of \$796,000 from the exercise of Warrants.

During the fiscal year ended December 31, 2009, the Company:

- i) Issued 200,000 common shares as Finders' fees pursuant to a mineral property agreement with a total value of \$5,000 (see Note 5).
- ii) Completed a non-brokered private placement financing of 8,000,000 Units at a price of \$0.05 per Unit for gross proceeds of \$400,000 with four directors, an officer and a consultant of the Company in March 2009. Each Unit consists of one common share and one share purchase warrant entitling the holder to purchase one common share of the Company for a period of twelve months from closing at a price of \$0.10 per share.
- iii) Issued 100,000 common shares as the final Option payment pursuant to the Pardo property agreement with a total value of \$5,000 (see Note 5).
- iv) Completed a non-brokered private placement financing of 1,000,000 flow-through ("FT") shares at a price of \$0.15 per FT share and 3,000,000 non-flow through Units ("Unit") at a price of \$0.15 per Unit, for gross proceeds of \$600,000 in September 2009. Each Unit consists of one common share and one-half share purchase warrant entitling the holder to purchase one common share of the Company for a period of two years from closing at a price of \$0.30 per share. A total of 420,000 Units were subscribed by two directors of the Company.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### **6. CAPITAL STOCK** (cont'd...)

#### (c) Stock Options, Warrants and Agent's Compensation Options Outstanding

The Company has an incentive stock option plan that conforms to the requirements of the TSX Venture Exchange. Options to purchase common shares have been granted to directors, officers, employees and consultants of the Company at exercise prices determined by the market value of the common shares on the date of the grant. The options vest immediately on the date of the grant or otherwise at the discretion of the Board.

Stock option transactions and the number of share options outstanding are summarized as follows:

	Number of Options	_	Weighted Average Exercise Price		
Balance, December 31, 2008	775,000	\$	0.18		
Options granted	1,700,000		0.10		
Options expired	(175,000)		0.23		
Balance, December 31, 2009	2,300,000		0.12		
Options granted	1,250,000		0.10		
Options expired	(350,000)		0.18		
Balance, June 30, 2010	3,200,000	\$	0.10		
Number of options currently exercisable	3,200,000	\$	0.10		

The following incentive stock options were outstanding and exercisable at June 30, 2010:

Number	Exercise Price	
Outstanding	\$	Expiry Date
250,000	0.15	October 11, 2012
1,700,000	0.10	February 14, 2014
750,000	0.10	March 31, 2015
500,000	0.10	April 9, 2015
3,200,000		

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	_	ed Average ise Price
Balance, December 31, 2008	-	\$	_
Warrants granted	9,500,000	_	0.13
Balance, December 31, 2009	9,500,000		0.13
Warrants exercised	(7,960,000)		0.10
Warrants expired	(40,000)		0.10
Balance, June 30, 2010	1,500,000	\$	0.30

## NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### **6. CAPITAL STOCK** (cont'd...)

The following warrants to acquire common shares were outstanding at June 30, 2010:

Number	<b>Exercise Price</b>	
Outstanding	\$	Expiry Date
1,500,000	0.30	September 14, 2011

There are 240,000 Agent's compensation options outstanding at June 30, 2010. The Agent's compensation options were issued to the Agent in connection with the Company's non-brokered private placement completed in September 2009, each of which entitles the Agent to purchase one common share of the Company at a price of \$0.30 per share until September 14, 2011. The Agent's options were valued at \$20,064 using the Black-Scholes option pricing model (assuming a risk-free interest rate of 1.23%, an expected life of 2 years, annualized volatility of 171.79% and a dividend rate of 0%).

#### (d) Stock-based compensation

The fair value of options reported as compensation expense during the three month period has been estimated using the Black-Scholes Option Pricing Model using the following assumptions:

	2010	2009
Description		
Expected dividend yield	0.0%	0.0%
Risk free interest rate	2.96%	2.04%
Expected stock price volatility	138.16%	217.98%
Expected life of options	5 years	5 years
Weighted average fair value	\$0.0410	\$0.0441

Based on the foregoing, stock-based compensation expense of \$79,050 (\$74,970 in 2009) was recorded for options that vested during the period ended June 30, 2010. The off-setting credit was recorded in Contributed Surplus.

Option pricing models require the input of highly subjective assumptions, particularly as to the expected price volatility of the stock. Changes in these assumptions can materially affect the fair value estimate and therefore it is management's view that the existing models do not necessarily provide a single reliable measure of the fair value of the Company's stock option grants.

#### 7. SUPPLEMENTAL DISCLOSURES WITH RESPECT TO CASH FLOWS

Supplementary disclosure of non-cash investing and financing activities during the six months ended June 30:

	2010	2009
Shares issued for mineral properties (Note 5)	\$ -	\$ 5,000
Stock-based compensation (Note 6)	\$ 79,050	\$ 74,970

Incurred mineral property expenditures of \$43,341 through accounts payable (\$21,537 in 2009).

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### 8. RELATED PARTY TRANSACTIONS

Included in accounts payable and accrued liabilities is \$11,984 (\$27,390 in 2009) due to related parties. Amounts due to related parties are unsecured, non-interest bearing, and have no specific terms of repayment.

During the six month period ended June 30, 2010, the Company entered into the following related party transactions:

- a) Paid or accrued to companies controlled by an officer and director of the Company an aggregate of \$nil (\$25,000 in 2009) for geological fees included in general exploration and mineral property expenses and \$98,700 (\$46,500 in 2009) for management fees.
- b) Paid or accrued to companies controlled by directors of the Company an aggregate of \$32,450 (\$nil in 2009) for consulting fees.
- c) Paid a company with a common director an aggregate of \$14,093 (\$14,093 in 2009) for rent.

The amounts charged to the Company for the transactions provided have been determined by negotiations amongst the parties. These transactions were in the normal course of operations and were measured at the same value as if the transactions had occurred with non-related parties.

#### 9. FINANCIAL INSTRUMENTS AND RISK

Financial instruments are classified into one of the following five categories under Canadian generally accepted accounting principles: held-for-trading, held to maturity investments, loans and receivables, available-for-sale financial assets and other financial liabilities. The Company classifies its cash and marketable securities as held-for-trading, receivables as loans and receivables, and reclamation bond as held-to-maturity. Accounts payable and accrued liabilities are classified as other liabilities, which are measured at amortized cost.

#### Fair value

The carrying value of receivables and accounts payable and accrued liabilities approximated their fair value because of the short-term nature of these instruments.

Financial instruments measured at fair value on the balance sheet are summarized in levels of fair value hierarchy as follows:

Assets	Level 1	Level 2	Level 3	Total
Cash and cash equivalents  Marketable securities	\$ 1,024,749 54,000	\$ - -	\$ -	\$ 1,024,749 54,000
Total	\$ 1,078,749	\$ _	\$ _	\$ 1,078,749

## NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### 9. FINANCIAL INSTRUMENTS AND RISK (cont'd...)

#### Risk Management

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

#### Credit risk

Credit risk is the risk of potential loss to the Company if a customer or counterparty to a financial instrument fails to meets its contractual obligations. The Company's credit risk is limited to the carrying amount on the balance sheet and arises from the Company's cash, marketable securities, receivables and reclamation bonds.

The Company's cash and marketable securities are held through a Canadian chartered bank and a brokerage firm, which are high-credit quality financial institutions. The Company's receivables primarily consist of goods and services tax rebates due from the Government of Canada.

#### Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2010, the Company had a cash balance of \$1,024,749 to settle current liabilities of \$67,679. All of the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

#### Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates.

#### (a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term certificates of deposits issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

#### (b) Foreign currency rate risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. The Company funds certain operations, exploration and administrative expenses in the United States of America by purchasing its US dollar currency needs using funds from its Canadian dollar bank accounts. Management believes the foreign exchange risk derived from currency conversions is insignificant and therefore does not hedge its foreign exchange risk.

#### Sensitivity analysis

The carrying value of cash, marketable securities, receivables, reclamation bonds, accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturities of these financial instruments.

Based on management's knowledge of and experience in the financial markets, management does not believe that the Company's current financial instruments will be materially affected by credit risk, liquidity risk or market risk.

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIOD ENDED JUNE 30, 2010

(Unaudited, Prepared by Management)

#### 10. INCOME TAXES

#### Flow-through Expenditures

Under the Canadian *Income Tax Act* a company may issue securities referred to as flow-through shares, whereby the investors may claim the tax deductions arising from the qualifying expenditure (Canadian Exploration Expense) of the proceeds by the company. When resource expenditures are renounced to the investors and the company has reasonable assurance that the expenditures will be completed, future income tax liabilities are recognized (renounced expenditures multiplied by the effective corporate tax rate), thereby reducing share capital. Previously unrecognized tax assets may then offset or eliminate the liability recorded.

In January 2010, the Company renounced \$150,000 of exploration expenditures raised through the issuance of flow-through shares in 2009, resulting in a future tax liability of \$37,500, which was deducted from share capital (see also Note 6). The Company subsequently reduced the future income tax liability by recognizing previously unrecorded future income tax assets equal to the amount of the future tax liability. This decrease in the valuation allowance has resulted in a future income tax recovery of \$37,500 disclosed on the Consolidated Statements of Operations and Deficit.

At June 30, 2010, \$137,668 of qualified expenditures had been incurred, and the amount of flow-through proceeds remaining to be expended was \$12,332.

#### 11. SEGMENTED INFORMATION

The Company operates in one reportable operating segment, being the exploration and development of mineral properties in Canada and the United States.

Geographic information is as follows:

	June 30, 2010	Dec. 31, 2009
Mineral properties and deferred exploration costs in: - Canada - United States	\$ 1,697,460 229,922	\$ 1,705,850 199,537
TOTAL	\$ 1,927,382	\$ 1,905,387