ABACUS MINING & EXPLORATION CORPORATION

(An Exploration Stage Company)

Financial Statements

June 30, 2009

NOTICE OF NO AUDITOR REVIEW

The accompanying unaudited interim financial statements have been prepared by management and approved by the Audit Committee and the Board of Directors.

The Company's independent auditors have not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of the interim financial statements by an entity's auditors.

ABACUS MINING & EXPLORATION CORPORATION
(An Exploration Stage Company)
Balance Sheets
(Unaudited - Prepared by Management)

	June 30, 2009 (Unaudited)	December 31, 2008 (Audited)
Assets		
Current		
Cash and cash equivalents	$ 780,478	$ 1,039,130
Marketable securities (note 5)	583	101,506
Amounts receivable	32,375	68,210
British Columbia Mining Exploration Tax Credit Receivable (note 11)	3,172,201	3,242,240
Prepaid expenses	75,956	108,944
	4,061,593	4,560,030
Mineral Interests (note 6)	50,409,533	48,919,420
Equipment (note 7)	129,721	74,207
Reclamation Deposits	35,000	12,000
	$ 54,635,847	$ 53,565,657
Liabilities		
Current		
Accounts payable and accrued liabilities (note 10(a))	$ 733,628	$ 1,103,830
Loans payable	2,575,543	0
	3,309,171	1,103,830
Future Income Tax (note 11)	1,435,474	1,435,474
	4,744,645	2,539,304
Shareholders' Equity		
Capital Stock (note 8)	73,387,032	73,222,032
Contributed Surplus	3,281,984	2,988,881
Deficit	(26,777,431)	(25,184,177)
Accumulated Other Comprehensive Income (Loss)	(383)	(383)
	49,891,202	51,026,353
	$ 54,635,847	$ 53,565,657

Nature of Operations and Going Concern (note 1)
Commitment (note 12)
Subsequent Event (note 14)

Approved by the Board:

"Douglas A. Fulcher"
……………………………………………… Director
Douglas A. Fulcher

"Michael McInnis"
……………………………………………… Director
Michael McInnis

ABACUS MINING & EXPLORATION CORPORATION

(An Exploration Stage Company)
Statements of Operations
For the Six Months Ended June 30
(Unaudited - Prepared by Management)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2009	**2008**	**2009**	**2008**
General and Administrative Expenses				
Consulting	$ 146,945	$ 321,888	$ 248,935	$ 466,431
Contract wages	118,272	328,583	272,631	411,390
Stock-based compensation (note 8(f))	205,948	58,818	293,103	177,443
Interest and financing	325,543	0	325,543	0
Travel and promotion	88,903	61,121	184,488	161,109
Legal	53,888	33,348	76,876	42,120
Accounting and audit	5,440	(380)	5,440	(380)
Rent	24,487	13,848	50,728	26,546
Investor relations	18,144	11,760	38,304	23,520
Office and miscellaneous	12,327	7,907	33,177	28,889
Regulatory fees	3,102	9,707	13,622	19,257
Insurance	5,554	3,477	11,114	6,537
Telephone	3,342	4,359	6,234	6,964
Transfer agent fees	3,613	3,436	5,020	4,684
Management fees	0	0	0	1,500
Amortization	7,458	4,189	14,909	7,135
Interest income	(3,248)	(39,812)	(4,647)	(110,885)
Loss Before Other Items and Income Tax	1,019,718	822,249	1,575,477	1,272,260
Other Items				
Loss on sale of securities	0	0	17,777	0
Loss Before Income Tax		822,249	1,593,254	1,272,260
Future income tax expense (recovery) (note 11)	0	26,054	0	77,407
Net Loss for the Period	$ 1,019,718	$ 848,303	$ 1,593,254	$ 1,349,667
Loss Per Share, Basic and Diluted	$ 0.01	$ 0.01	$ 0.01	$ 0.01
Weighted Average Number of Common Shares Outstanding	122,231,644	108,326,075	122,231,644	108,269,066

ABACUS MINING & EXPLORATION CORPORATION

(An Exploration Stage Company)
Statements of Shareholders' Equity
For the Six Months Ended June 30
(Unaudited – Prepared by Management)

	Number of Shares	Capital Stock	Contributed Surplus	Deficit	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, December 31, 2007	107,803,341	72,159,753	2,410,798	(23,375,295)	456,966	51,652,222
Net loss for year	0	0	0	(1,808,882)	0	(1,808,882)
Unrealized loss on available-for-sale securities, net of future income taxes of $102,892	0	0	0	0	(688,587)	(688,587)
Adjustment for impairment on available-for-sale securities, net of future income taxes of $8,865	0	0	0	0	231,238	231,238
Comprehensive loss						(2,266,231)
Issued for cash						
Private placement, net of issue costs (note 8(b)(i))	11,512,666	3,220,212	0	0	0	3,220,212
Exercise of options	1,145,000	122,360	0	0	0	122,360
Issued for debt	834,672	120,000	0	0	0	120,000
Fair value of options exercised	0	104,994	(104,994)	0	0	0
Fair value of finders' warrants issued on private placements	0	(24,926)	24,926	0	0	0
Stock-based compensation	0	0	658,151	0	0	658,151
Income tax effect on flow-through share renouncement	0	(2,480,361)	0	0	0	(2,480,361)
Balance, December 31, 2008	121,295,679	$ 73,222,032	$ 2,988,881	$ (25,184,177)	$ (383)	$ 51,026,353
Net loss for period	0	0	0	(1,593,254)	0	(1,593,254)
Comprehensive loss						(1,593,254)
Issued for debt	621,930	40,000	0	0	0	40,000
Issued for bonus shares	1,250,000	125,000	0	0	0	125,000
Stock-based compensation	0	0	293,103	0	0	293,103
Balance, June 30, 2009	123,167,609	$ 73,387,032	$ 3,281,984	$ (26,777,431)	$ (383)	$ 49,891,202

See notes to financial statements.

ABACUS MINING & EXPLORATION CORPORATION

(An Exploration Stage Company)
Statements of Cash Flows
For the Six Months Ended June 30
(Unaudited – Prepared by Management)

	For the Three Months Ended June 30, 2009	For the Three Months Ended June 30, 2008	For The Six Months Ended June 30, 2009	For The Six Months Ended June 30, 2008
Operating Activities				
Net loss for the period	$ (1,019,718)	$ (848,303)	$(1,593,255)	$ (1,349,667)
Items not involving cash				
Amortization	7,457	4,189	14,909	7,135
Stock-based compensation	205,948	58,818	293,103	177,443
Loss on sale of marketable securities	0	0	17,777	0
Interest on financing	200,543	0	200,543	0
Write-off of reclamation bonds	0	0	0	11,272
Future income tax (recovery)	0	26,054	0	77,408
	(605,770)	(759,242)	$ (1,066,923)	(1,076,409)
Changes in non-cash working capital				
Amounts receivable	70,303	17,374	105,874	28,584
Prepaid expenses	15,755	(1,523)	32,988	14,437
Accounts payable and accrued liabilities	(679,295)	(132,004)	(330,201)	1,136,536
	(593,237)	(116,153)	(191,339)	1,179,557
Cash Used in Operating Activities	(1,199,007)	(875,395)	(1,258,262)	103,148
Investing Activities				
Mineral interests	(684,462)	(4,001,108)	(1,490,113)	(6,901,486)
Equipment purchases	0	(25,814)	(70,423)	(38,623)
Reclamation deposit	(23,000)		(23,000)	
Cash Used in Investing Activities	(707,462)	(4,026,922)	(1,583,536)	(6,940,109)
Financing Activities				
Issuance of capital stock for cash	0	57,600	0	57,600
Proceeds on sale of marketable securities	0	0	83,146	0
Loan payable	2,500,000		2,500,000	
Cash Provided by Financing Activities	2,500,000	57,600	2,583,146	57,600
Increase (Decrease) in Cash During the Period	593,531	(4,844,717)	(258,652)	(6,779,363)
Cash and Cash Equivalents, Beginning of Period	186,947	6,979,579	1,039,130	8,914,225
Cash and Cash Equivalents, End of Period	$ 780,478	$ 2,134,862	$ 780,478	$ 2,134,862
Cash and Cash Equivalents Consist				
Cash	$ 780,478	133,122	$ 780,478	133,122
Temporary investments	0	2,001,740	0	2,001,740
	$ 780,478	$ 2,134,862	$ 780,478	$ 2,134,862

Supplemental disclosure with respect to cash flows (note 9)

1. NATURE OF OPERATIONS AND GOING CONCERN

Abacus Mining & Exploration Corporation (the "Company"), incorporated in British Columbia, is an exploration stage company engaged principally in the acquisition, exploration and development of mineral properties.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

Several adverse conditions cast substantial doubt on the validity of this assumption. The Company has incurred significant operating losses over the past several fiscal years, is currently unable to self-finance operations, has working capital of $752,422 (2008 - $1,410,243), an accumulated deficit of $26,777,431 (2008 - $26,836,478), limited resources, no source of operating cash flow and no assurances that sufficient funding will be available to conduct further exploration and development of its mineral interests. The Company's current working capital is not sufficient to meet its administrative overhead costs, flow-through obligations, and to continue exploration work on its mineral interests in 2009.

The application of the going concern concept is dependent upon the Company's ability to generate future profitable operations and receive continued financial support from its creditors and shareholders. Management is actively seeking to raise the necessary capital to meet its funding requirements and has undertaken available cost cutting measures. There can be no assurance that management's plan will be successful.

If the going concern assumption were not appropriate for these financial statements then adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used. Such adjustments could be material.

The business of mining and exploration involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead and maintain its mineral interests. The recoverability of amounts shown for mineral interests is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of these properties, and future profitable production or proceeds from disposition of mineral interests.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and reflect the following:

(a) Cash and cash equivalents

Cash and cash equivalents comprise cash and highly-liquid temporary investments, which mature within ninety days from the original dates of acquisition and which are readily convertible into known amounts of cash.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(b) Mineral interests

The Company capitalizes all costs related to investments in mineral property interests on a property-by-property basis. Such costs include mineral property acquisition costs and exploration and development expenditures, net of any recoveries. The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. Costs are deferred until such time as the extent of mineralization has been determined and mineral property interests are either developed or the Company's mineral rights are allowed to lapse. Costs accumulated relating to projects that are abandoned are written-off in the period in which a decision to discontinue the project is made.

All deferred mineral property expenditures are reviewed quarterly, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company's assessment of its ability to sell the property for an amount exceeding the deferred costs, provision is made for the impairment in value.

When it has been determined that a mineral property can be economically developed as a result of establishing proven and probable reserves, costs will be depleted using the unit-of-production method over the estimated life of the ore body based upon recoverable ounces to be mined from estimated proven and probable reserves.

The Company is still in the exploration stage and commercial production has not yet commenced. Hence, depletion has not been charged in these financial statements. Commercial production occurs when an asset or property is substantially complete and ready for its intended use.

From time to time the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received. Proceeds received on the sale or option of the Company's property interest is recorded as a reduction of the mineral property cost. The Company recognizes in income those costs that are recovered on mineral property interests when amounts received or receivable are in excess of the carrying amount.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Asset retirement obligations ("ARO")

The Company recognizes an estimate of the liability associated with an ARO in the financial statements at the time the liability is incurred. The estimated fair value of the ARO is recorded as a long-term liability, with a corresponding increase in the carrying amount of the related asset. The capitalized amount is depleted on a straight-line basis over the estimated life of the asset. The liability amount is increased each reporting period due to the passage of time and the amount of accretion is charged to earnings in the period. The ARO can also increase or decrease due to changes in the estimates of timing of cash flows or changes in the original estimated undiscounted cost. Actual costs incurred upon settlement of the ARO are charged against the ARO to the extent of the liability recorded. At present, the Company has determined that it has no material AROs to record in these financial statements.

(d) Equipment

Equipment is recorded at cost and amortized using the declining-balance method at an annual rate of 20% for office and other equipment, and 30% for computer equipment. Amortization on leasehold improvements is recorded on a straight-line basis over the term of the lease.

(e) Use of estimates

The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates include the collectability of amounts receivable, recovery of British Columbia Mining Exploration Tax Credit Receivable, balances of accrued liabilities, the fair value of financial instruments, the rates for amortization of equipment, the recoverability of mineral property interests, determination of asset retirement and environmental obligations, estimates of future income tax assets and liabilities, valuation allowance for future income tax assets and the determination of the variables used in the calculation of stock-based compensation. While management believes that these estimates are reasonable, actual results could differ from those estimates and could impact future results of operations and cash flows.

(f) Capital stock

Capital stock issued for non-monetary consideration is recorded at fair value pursuant to the agreement to issue shares as determined by the Board of Directors of the Company based on the trading price of the shares on the TSX Venture Exchange (the "Exchange"). Costs incurred for the issue of shares are deducted from capital stock.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(g) Earnings / loss per share

Basic earnings (loss) per share is calculated using the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

(h) Stock-based compensation

The Company accounts for stock-based compensation using a fair value based method with respect to all stock-based payments measured and recognized, to directors, employees, and non-employees. For directors and employees, the fair value of the options is measured at the date of grant. For non-employees, the fair value of the options is measured on the earlier of the date at which the counterparty performance is completed or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable. The fair value of the options is accrued and charged either to operations or mineral interests, with the offset credit to contributed surplus. For directors and employees the options are recognized over the vesting period, and for non-employees the options are recognized over the related service period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to capital stock.

(i) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, and losses carried forward. Future tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets is limited to the amount of the benefit that is more likely than not to be realized.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(j) Flow-through common shares

Flow-through shares entitle a company that incurs certain resource expenditures in Canada to renounce them for tax purposes allowing the expenditures to be deducted for income tax purposes by the investors who purchased the shares. The proceeds from shares issued under flow-through share financing agreements are credited to capital stock and the tax benefits of the exploration expenditures incurred under these agreements are renounced to the purchaser of the shares. The tax impact to the Company of the renouncement is recorded on the date that the renunciation is filed with taxation authorities, through a decrease in capital stock and the recognition of a future tax liability.

When flow-through expenditures are renounced, a portion of the future income tax assets that were not previously recognized, due to the recording of a valuation allowance, are recognized as a recovery of future income taxes in the statement of operations.

(k) Warrants

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares at the time the units are priced, and any excess is allocated to warrants.

(l) Financial instruments

All financial instruments are classified as one of the following: held-to-maturity, loans and receivables, held-for-trading, available-for-sale or other financial liabilities. Financial assets and liabilities classified as held-for-trading are measured at fair value with gains and losses recognized in net income. Financial assets classified as held-to-maturity, loans and receivables, and other financial liabilities are measured at amortized cost using the effective interest method. Financial instruments classified as available-for-sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income (loss) and reported in shareholders' equity. Any financial instrument may be designated as held-for-trading upon initial recognition. When a decline in the fair value of an available-for-sale financial asset has been recognized in comprehensive income, and there is objective evidence that the impairment is other than temporary, the cumulative loss that had been previously recognized in accumulated other comprehensive income is removed from accumulated other comprehensive income and recognized in net income even though the financial asset has not been de-recognized.

Transaction costs that are directly attributable to the acquisition or issue of financial instruments that are classified as other than held-for-trading, which are expensed as incurred, are included in the initial carrying value of such instruments and amortized using the effective interest method.

The fair value of substantially all marketable securities is determined by quoted market prices. Gains or losses on securities sold are based on the specific identification method.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(l) Financial instruments (Continued)

Comprehensive income or loss is defined as the change in equity from transactions and other events from sources other than the Company's shareholders that are excluded from the calculation of net income (loss) calculated in accordance with Canadian GAAP.

For the Company, such items consist primarily of unrealized gains and losses on marketable securities. The Company has included a calculation of other comprehensive income (loss) in the statements of shareholders' equity.

(m) Adoption of new accounting standards

Effective January 1, 2008, the Company adopted the following standards of the Canadian Institute of Chartered Accountants ("CICA") Handbook.

(i) Capital Disclosures (Section 1535)

Section 1535 specifies the disclosure of: (i) an entity's objectives, policies and procedures for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance.

As a result of the adoption of this standard, additional disclosure on the Company's capital management strategy has been included in note 4.

(ii) Financial Instruments - Disclosures and Presentation

Sections 3862 and 3863 replace Handbook Section 3861, "Financial Instruments – Disclosures and Presentation", revising its disclosure requirements, and carrying forward its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

Section 3862 specifies disclosures that enable users to evaluate: (i) the significance of financial instruments for the entity's financial position and performance; and (ii) the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks.

As a result of the adoption of these standards, additional disclosures on the risks of certain financial instruments have been included in note 3.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Future accounting changes

(i) Amendments to Section 1400 – Going Concern

CICA Section 1400, "General Standards of Financial Statement Presentation", was amended to include requirements to assess and disclose an entity's ability to continue as a going concern. When financial statements are not prepared on a going concern basis, that fact shall be disclosed together with the basis on which the financial statements are prepared and the reason why the company is not considered a going concern. The new requirements are effective for the Company for interim and annual financial statements beginning January 1, 2009. The Company is currently evaluating the impact of this new standard.

(ii) International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The effective date for the Company is for interim and annual financial statements relating to the Company's fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

3. FINANCIAL INSTRUMENTS

The Company has classified its cash and cash equivalents as held-for-trading; marketable securities as available-for-sale; amounts receivable and advances to contractor as loans and receivables; reclamation deposits as held-to-maturity; and accounts payable and accrued liabilities as other financial liabilities.

The carrying values of cash and cash equivalents, amounts receivable, advances to contractor, reclamation deposits, and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

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

3. FINANCIAL INSTRUMENTS (Continued)

(a) Credit risk

The Company manages credit risk, in respect of cash and cash equivalents, by purchasing highly liquid, short-term investment grade securities held at a major Canadian financial institution. In regards to amounts receivable, the Company is not exposed to significant credit risk as they are due from governmental agencies.

Concentration of credit risk exists with respect to the Company's cash and cash equivalents as all amounts are held at a single major Canadian financial institution. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	2009	2008
Temporary investments	$ 0	$ 2,001,740
Bank accounts	780,478	133,122
Total	$ 780,478	$ 2,134,862

Temporary investments earned interest at 1.42% and matured on January 30, 2009. The credit risk associated with cash and cash equivalents is minimized substantially by ensuring that these financial assets are placed with major Canadian financial institutions with strong investment grade ratings by a primary ratings agency.

The Company has no asset backed securities.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in obtaining funds to meet commitments. The Company's approach to managing liquidity risk is to provide reasonable assurance that it will have sufficient funds to meet its liabilities when due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company maintains sufficient cash and cash equivalents at June 30, 2009 in the amount of $780,478 and amounts receivable of $3,204,576 in order to meet short-term liabilities. At June 30, 2009, the Company had accounts payable and accrued liabilities and a loan payable of $3,309,171, which will be paid in fiscal 2009. The Company will require significant cash requirements to meet its administrative overhead costs and flow-through obligations and maintain its mineral interests in 2009. This will require the Company to obtain additional financing in 2009 to continue exploration work on the mineral interests.

3. FINANCIAL INSTRUMENTS (Continued)

(c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate, foreign currency and other price risk.

(i) Interest rate risk

The Company's cash and cash equivalents consists of cash held in bank accounts and temporary investments that earn interest at variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on estimated fair values as of March 31, 2009. Future cash flows from interest income on cash and cash equivalents will be affected by interest rate fluctuations. The Company manages interest rate risk by maintaining an investment policy that focuses primarily on preservation of capital and liquidity.

(ii) Foreign currency risk

The Company is not exposed to significant foreign currency risk.

(iii) Other price risk

Other price risk is the risk that the fair or future cash flows of a financial instrument will fluctuate because of changes in market prices, other than those arising from interest rate risk or foreign exchange risk. The Company is not exposed to significant other price risk.

4. CAPITAL MANAGEMENT

The Company is an exploration stage company and this involves a high degree of risk. The Company has not determined whether its properties contain economically recoverable reserves of ore and currently has not earned any revenues from its mineral property interests and, therefore, does not generate cash flows from operations. The Company's primary source of funds comes from the issuance of capital stock. The Company does not use other sources of financing that require fixed payments of interest and principal due to lack of cash flow from current operations and is not subject to any externally imposed capital requirements.

The Company defines its capital as capital stock. Capital requirements are driven by the Company's exploration activities on its mineral property interests. To effectively manage the Company's capital requirements, the Company has a planning and budgeting process in place to ensure that adequate funds are available to meet its strategic goals. The Company monitors actual expenses to budget on all exploration projects and overhead to manage costs, commitments and exploration activities.

The Company has in the past invested its capital in liquid investments to obtain adequate returns. The investment decision is based on cash management to ensure working capital is available to meet the Company's short-term obligations while maximizing liquidity and returns of unused capital.

4. CAPITAL MANAGEMENT (Continued)

Although the Company has been successful at raising funds in the past through the issuance of capital stock, it is uncertain whether it will continue this financing due to the current difficult conditions. The Company believes that it has sufficient funds and additional receivables to fund its working capital for the coming year.

5. MARKETABLE SECURITIES

The Company has investments in marketable securities of companies that have directors in common. These marketable securities have been classified as available for sale.

	2009		2008	
	Cost	Fair Value	Cost	Fair Value
1,682,049 (2007 - 1,682,049) common shares of Committee Bay Resources Ltd.*	$ 0	$ 0	$ 341,026	$ 437,333
8,333 (2007 - 8,333) common shares of Redstar Gold Corp.	1,000	583	1,000	1,917
Balance	$ 1,000	$ 583	$ 342,026	$ 439,250

* formerly Niblack Mining Corp. ("Niblack")

As at December 31, 2006, 600,000 of the Niblack common shares held by the Company were held in escrow and had a fair value equal to cost. The 1,000,000 common shares of Niblack were issued to the Company in 2005 as a bonus for lending funds to Niblack in the form of a loan receivable. The increase in fair value of marketable securities over cost, net of future income taxes of $65,595, was reflected as an adjustment to the December 31, 2006 balance of accumulated other comprehensive income.

During 2007, the 600,000 Niblack common shares were released from escrow and the Company acquired a further 682,049 Niblack common shares on conversion of a loan receivable. The difference between the fair value and cost of marketable securities was recorded in accumulated other comprehensive income, net of future income taxes of $93,994.

During 2008, Committee Bay Resources Ltd. ("Committee Bay") purchased all the issued and outstanding capital stock of Niblack by way of a plan of arrangement. The Company received one share of Committee Bay for each share of Niblack held. The unrealized loss on marketable securities has been recorded in accumulated other comprehensive income, at $688,587 net of future income taxes of $102,892. At December 31, 2008, an impairment loss of $240,103 was considered other than temporary and, accordingly, removed from accumulated other comprehensive income and recorded in net loss.

During 2009, the Committee Bay shares were sold for net proceeds of $83,146.

6. MINERAL INTERESTS

At June 30, 2009 and December 31, 2008, expenditures deferred on mineral property interests are as follows:

	Afton Mine Property					
	Afton	Rainbow	Iron Mask/ Ajax	DM/Audra	New Gold	Total
Balance, December 31, 2008	$22,750,747	$2,769,649	$17,102,264	$1,389,432	$4,907,328	$48,919,420
Additions during year						
Acquisition costs	46,274	0	0	0	0	46,274
Exploration costs						
Drilling	0	0	2,184	0	0	2,184
Contract wages	0	235	288,945	235	0	289,415
Assays	0	0	16,207	0	2,177	18,384
Camp support and field supplies	0	0	111,362	0	0	111,362
Travel and accommodation	0	0	84,752	0	0	84,752
Equipment rental	0	0	15,920	0	0	15,920
Geological consulting	0	0	63,343	0	0	63,343
Preliminary economic assessment	0	0	739,862	0	0	739,862
Recording fees	0	0	34,081	0	0	34,081
Environmental impact assessment	0	0	84,536	0	0	84,536
Permitting	0	0	0	0	0	
Access road	0	0	0	0	0	
	0	235	1,441,192	235	2,177	1,443,839
Net additions during year	46,274	235	1,441,192	235	2,177	1,490,113
Balance, June 30, 2009	$22,797,021	$2,769,884	$18,543,456	$1,389,667	$4,909,505	$ 50,409,533

6. MINERAL INTERESTS (Continued)

	Afton Mine Property					
	Afton	Rainbow	Iron Mask/ Ajax	DM/Audra	New Gold	Total
Balance, December 31, 2007	$22,540,603	$2,770,388	$13,766,723	$1,308,184	$1,444,470	$41,830,368
Additions during year						
Acquisition costs	210,144	0	0	0	0	210,144
Exploration costs						
Drilling	0	0	2,359,666	0	3,375,050	5,734,716
Contract wages	0	2,534	923,419	21,674	584,220	1,531,847
Assays	0	8,457	422,308	34,398	489,635	954,798
Camp support and field supplies	0	108	246,562	108	156,008	402,786
Travel and accommodation	0	0	183,693	0	143,865	327,558
Equipment rental	0	0	42,104	0	26,060	68,164
Geological consulting	0	0	354,692	71,807	13,248	439,747
Preliminary economic assessment	0	0	180,216	0	0	180,216
Recording fees	0	731	16,857	731	0	18,319
Environmental impact assessment	0	0	503,316	15,908	0	519,224
Permitting	0	0	11,030	0	0	11,030
Access road	0	0	237	0	1,242	1,479
Expense recoveries	0	0	(115,429)	0	0	(115,429)
	0	11,830	5,128,671	144,626	4,789,328	10,074,455
Less: Recoveries	0	(12,569)	(1,793,130)	(63,378)	(1,326,470)	*(3,195,547)
Net additions during year	210,144	(739)	3,335,541	81,248	3,462,858	7,089,052
Balance, December 31, 2008	$22,750,747	$2,769,649	$17,102,264	$1,389,432	$4,907,328	$48,919,420

* British Columbia Mining Exploration Tax Credit Receivable (note 11).

6. MINERAL INTERESTS (Continued)

The Company has acquired or has an option to acquire mineral interests as follows:

(a) Iron Mask/Ajax, Rainbow, DM/Audra, New Gold JV and Afton Mine Property, Kamloops Mining Division, BC

During the year ended December 31, 2004, the Company exercised its options and acquired a 100% interest in the Iron Mask and Rainbow properties (a total of 53 mineral claims) for $200,000, the issuance of 850,000 common shares of the Company and incurring $1,500,000 in mineral exploration expenditures on the property. The properties are subject to two separate 1.5% net smelter royalties of which the Company may purchase each 1.5% net smelter royalty for $3,000,000. Certain of the mineral claims are subject to various net profit interests or net smelter royalties held by underlying vendors of those claims.

The DM/Audra claims are part of the Iron Mask project and are presented separately due to the underlying net profit interests. The acquisition costs for DM/Audra have been included as part of the Iron Mask acquisition costs in prior years.

On November 25, 2005, the Company signed an Asset Purchase Agreement with the optionor to purchase land, buildings, equipment, tailings pond and the back-in rights pursuant to the Rainbow and Iron Mask property agreements (“Afton”). Effective December 22, 2008, the parties amended the agreement to extend the date for the final payment to July 31, 2009. Total aggregate consideration for the transfer of the assets is $28,500,000 to be paid as follows:

- 8,500,000 shares at a deemed value of $1 per share on the execution date (issued);
- 5,000,000 shares at a deemed value of $1 per share and $5,000,000 cash on or before November 26, 2006 (issued and paid); and
- 5,000,000 shares at a deemed value of $1 per share and $5,000,000 cash on or before July 31, 2009 ($3,000,000 paid).

Upon completion of all share issuances and cash payments, the optionor will transfer title (the “Transfer Date”) of the assets to the Company, subject to any additional consideration. The final consideration is subject to a price adjustment clause if the ten-day weighted average closing price of the Company’s common shares issued to the optionor is less than $18,500,000, the Company will pay the optionor additional consideration equal to 81.1% of the difference between $18,500,000 and the weighted average closing price of the Company’s common shares. Any reclamation liabilities that may be attributable to the assets acquired will be assessed and recorded on the transfer date.

Effective June 11, 2009, the parties amended the Asset Purchase Agreement. Under the terms of the Amending Agreement, Teck will receive additional common shares of the Company sufficient to increase its ownership interest in the Company to 19.99%, and could receive an additional cash payment of up to $5 million. The number of additional

6. MINERAL INTERESTS (Continued

shares and the amount of additional cash is dependent of the market value of the Company at the time the assets are transferred from Teck to the Company (the "Transfer Date"). The additional cash payment, if any, is payable eighteen months after the Transfer Date.

(a) Iron Mask/Ajax, Rainbow, DM/Audra, New Gold JV and Afton Mine Property, Kamloops Mining Division, BC (Continued)

Pursuant to a letter of intent dated October 19, 2007, the Company entered into an option agreement with New Gold Inc. ("New Gold") to acquire a up to a 100% interest in additional claims surrounding the area of the Company's Ajax property. Under the terms of the option, from the date an exploration permit is obtained, the Company must incur $2,500,000 (incurred) in mineral exploration expenditures within 24 months and obtain an independent preliminary economic assessment within 30 months. Upon exercise of the option, New Gold has the option to form a joint venture on the property or revert to a 10% net profits interest royalty. In the event the joint venture is formed, the Company would hold a 60% interest in, and be the operator of, any open pit operation (to a maximum pit depth not exceeding 500 metres), while New Gold would hold a 60% interest in the joint venture, and be the operator of, any operation deeper than 500 metres.

On July 24, 2006, two purchase and sale agreements to acquire additional property adjoining the western edge of the Company's Rainbow property were completed. The first agreement, dated March 24, 2006 to acquire three mineral claims, required a cash payment of $20,000 (paid) and the issuance of 50,000 common shares (issued) of the Company. During 2007, title to one of the claims lapsed. The second agreement, dated March 20, 2006 to acquire two mineral claims, required a cash payment of $2,500 (paid) and the issuance of 10,000 common shares (issued) of the Company. During 2007, title to both of the claims lapsed resulting in a write-down of $25,167. Both vendors retain a 1% net smelter royalty of which the Company may reduce to 0.5% by payment of $500,000 to each vendor.

(b) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties 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 or transfers and title may be affected by undetected defects.

(c) Realization of assets

The investment in and expenditures on mineral interests comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the obtaining of permits, the satisfaction of governmental requirements and possible aboriginal claims, the attainment of successful production from the properties or from the proceeds of their disposal.

Resource exploration and development is highly speculative and involves inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

6. MINERAL INTERESTS (Continued)

(d) Environmental

Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions.

If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

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. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

7. EQUIPMENT

	2009		
	Cost	Accumulated Amortization	Net
Computer equipment	$ 182,102	$ 82,799	$ 99,303
Office equipment	44,470	24,360	20,110
Other equipment	19,092	15,654	3,438
Leasehold improvements	9,814	2,944	6,870
	$ 255,478	$ 125,757	$ 129,721

	2008		
	Cost	Accumulated Amortization	Net
Computer equipment	$ 108,424	$ 65,072	$ 43,352
Office equipment	19,091	14,904	4,187
Other equipment	30,408	19,606	10,802
Leasehold improvements	9,814	981	8,833
	$ 167,737	$ 100,563	$ 67,174

8. LOAN PAYABLE

On March 5, 2009, the Company entered into a loan agreement whereby the lender will advance to the Company an amount up to $2,500,000 on or before March 31, 2009, subject to receipt of Exchange approval. Upon Exchange approval, the Company will enter into a promissory note agreement with the lender to advance $2,500,000 to the Company with a maturity date of one year from the date of signing of the promissory note agreement. The loan is to bear interest at a rate of 12% per annum, compounded monthly.

Upon advancing of the funds to the Company, the Company will issue to the lender 1,250,000 common shares of the Company subject to a four-month and one day hold period. In the event that the amount actually collected on the British Columbia Mining Exploration Tax Credit receivable (note 11) is less than the amount required to repay the outstanding loan amount plus interest and the Company does not otherwise have sufficient funds to repay the shortfall between the amount then owing under the advance plus interest (the “shortfall”), then at the discretion of the lender, the Company shall issue to the lender units of the Company, the number of units determined by dividing the shortfall by the five-day volume weighted average closing price of the Company’s shares on the five trading days on which trading in the common shares takes place immediately preceding the day before such calculation is made, less the maximum discount permitted by the Exchange. Each unit shall consist of one common share of the Company and one common share purchase warrant. Each warrant shall be exercisable for one common share of the Company upon payment of the exercise price of the warrant for a period of two years from the date of grant. The exercise price of the warrants shall be equal to the trading price of the Company’s common shares at the time such calculation is made, less the maximum discount permitted by the Exchange with respect to the granting of warrants, if any.

As security for the loan, the Company will grant the lender a security interest in certain Company assets, with the exception of its mineral interests.

The Company closed the above mentioned $2,500,000 loan agreement financing on April 1, 2009.

9. CAPITAL STOCK

(a) Authorized

Unlimited number of common shares without par value

(b) Private placements

(i) On September 11, 2008, the Company closed a non-brokered private placement and issued 11,500,666 flow-through units at a price of $0.30 per unit for gross proceeds of $3,450,200. Each flow-through unit consists of one flow-through common share and one-half of one common share purchase warrant. Each warrant entitles the holder to purchase one non-flow-through common share until March 10, 2010 at a price of $0.50 per share.

Finders received cash commissions of $191,892 and were issued 12,000 units with the same terms and conditions as the units described above and 760,246 finders' warrants. Each finders' warrant entitles the holder to purchase one non-flow-through common share until March 10, 2010 at a price of $0.30 per share. The 760,246 finders' warrants were fair valued at $24,926 (note 8(d)).

Other cash share issuance costs of $38,096 were incurred by the Company in respect of this private placement, resulting in net cash proceeds received of $3,220,212.

(ii) On June 7, 2007, the Company closed a brokered private placement and issued 13,645,000 units at a price of $0.70 per unit and 11,250,000 flow-through units at a price of $0.80 per unit for gross proceeds of $18,551,500. Each unit consists of one common share and one-half of one common share purchase warrant. Each flow-through unit consists of one flow-through common share and one-half of one common share purchase warrant. Each of the 12,447,500 share purchase warrants above entitles the holder to purchase one additional common share until December 6, 2008 at a price of $1.25 per share.

The agents received a cash commission of $781,305 and were issued 739,000 units with the same terms and conditions as the units described above, and 2,489,500 agent options. Each agent option will entitle the agents to purchase one common share until December 6, 2008 at a price of $0.85 per share. The 2,489,500 options issued to the agents were fair valued at $351,268 (note 8(g)).

9. CAPITAL STOCK (Continued)

(b) Private placements (Continued)

(iii) The Company concurrently issued, on a non-brokered basis, 443,700 units at a price of $0.70 per unit and 595,750 flow-through units at a price of $0.80 per unit to raise gross proceeds of $787,190. Each unit consists of one common share and one-half of one common share purchase warrant. Each flow-through unit consists of one flow-through common share and one-half of one common share purchase warrant. Each of the 519,725 share purchase warrants above entitles the holder to purchase one additional common share until January 3, 2009 at a price of $1.25 per share.

Finders received a cash commission of $7,000 and were issued 31,059 units with the same terms and conditions as the units described above and 56,870 agent options. Each agent option will entitle the holder to purchase one additional common share until January 3, 2009 at a price of $0.85 per share. The 56,870 options issued to the agents were fair valued at $5,710 (note 8(g)).

Other cash share issuance costs of $141,354 were incurred by the Company in respect of these private placements, resulting in net cash proceeds received of $18,409,031.

(c) Renounced exploration expenditures

In February 2008, the Company renounced $9,539,850 (2007 - $2,893,801) of exploration expenditures under its flow-through share program, resulting in a future income tax liability of $2,480,361 (2007 - $987,365), which was deducted from capital stock.

(d) Bonus Shares

During the period ended June 30, 2009, the Company arranged a private loan for a total of $2,500,000. The Company agreed to pay bonus shares of 1,250,000 at a deemed value of $125,000 as consideration for the loan. The loan has a term of one year bearing interest at a rate of 12% per annum, compounded monthly, resulting in an interest expense of $200,543 including the deemed value of $125,000 for the bonus shares issued. Additionally, a finders fee in the amount of $125,000 was paid.

9. CAPITAL STOCK (Continued)

(e) Share purchase warrants

The Company has, as at June 30, 2009 and December 31, 2008, share purchase warrants outstanding entitling the holders to acquire common shares as follows:

Outstanding as at December 31, 2008	Exercise Price	Expiry Date	Issued	Exercised	Expired	Outstanding as at June 30, 2009
535,254	$1.25	January 3, 2009	0	0	(535,254)	0
5,756,332	$0.50	March 10, 2010	0	0	0	5,756,332
760,246	$0.30	March 10, 2010	0	0	0	760,246
7,051,832			0	0	(535,254)	6,516,578

9. CAPITAL STOCK (Continued)

(d) Share purchase warrants (Continued)

Outstanding as at December 31, 2007	Exercise Price	Expiry Date	Issued	Exercised	Expired	Outstanding as at December 31, 2008
11,785,715	$0.85	February 16, 2008	0	0	(11,785,715)	0
2,357,143	$0.75	February 16, 2008	0	0	(2,357,143)	0
12,817,000	$1.25	December 6, 2008	0	0	(12,817,000)	0
535,254	$1.25	January 3, 2009 *	0	0	0	535,254
0	$0.50	March 10, 2010	5,756,332	0	0	5,756,332
0	$0.30	March 10, 2010	760,246	0	0	760,246
27,495,112			6,516,578	0	(26,959,858)	7,051,832

* These warrants expired unexercised on January 3, 2009.

The fair value of the 760,246 finders' warrants, in the amount of $24,926 ($0.03 per warrant) and included as a reduction to capital stock, were estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2008
Risk-free interest rate	2.71%
Expected dividend yield	0
Expected stock price volatility	54%
Expected life in years	1.5

(e) Stock options

The Company has a 20% fixed stock option plan, which allows the board of directors to grant options to directors, officers, employees and consultants. Under the terms of the option plan, a maximum of 16,178,267 options may be granted.

9. CAPITAL STOCK (Continued)

(e) Stock options (Continued)

Options to purchase common shares have been granted to directors, officers and consultants at exercise prices determined by reference to the market value on the date of the grant. As at June 30, 2009, the Company had stock options outstanding to directors, officers and consultants for the purchase of up to 13,450,000 common shares exercisable as follows:

Options Outstanding		
Number of Options	Exercise Price	Expiry Date
1,135,000	$0.16	September 17, 2009
1,450,000	$0.32	October 23, 2009
800,000	$0.28	March 4, 2010
500,000	$0.34	May 20, 2010
1,935,000	$0.90	April 7, 2011
400,000	$0.65	March 15, 2012
485,000	$0.45	January 11, 2013
925,000	$0.45	February 1, 2013
1,000,000	$0.43	May 5, 2013
1,650,000	$0.26	August 29, 2013
840,000	$0.15	February 20, 2014
300,000	$0.10	March 3, 2014
2,030,000	$0.20	June 26, 2014
13,450,000		

A summary of the status of the Company's stock options as at June 30, 2009 and changes during the period then ended are as follows:

	2009	
	Number of Options	Weighted Average Exercise Price
Outstanding at beginning of year	10,280,000	$0.44
Granted	1,140,000	$0.14
Granted	2,030,000	$0.20
Exercised	0	$0.00
Expired	0	$0.00
Forfeited	0	$0.00
Outstanding at June 30, 2009	13,450,000	$0.39

9. CAPITAL STOCK (Continued)

(e) Stock options (Continued)

A summary of stock options outstanding at June 30, 2009 is as follows:

Range of Exercise Prices	Number Outstanding	Weighted Average Exercise Price
$0.01 - $0.25	4,305,000	$0.17
$0.26 - $0.50	6,810,000	$0.35
$0.51 - $0.75	400,000	$0.65
$0.76 - $1.00	1,935,000	$0.90
	13,450,000	$0.39

(f) Stock-based compensation

During the period ended June 30, 2009, the Company granted stock options to employees and officers to acquire up to 2,030,000 common shares. The total fair value of the options was calculated at $230,405, of which $115,202 will be recognized in 2009 and $115,202 will be recognized in 2010.

During the period ended March 31, 2009, the Company granted stock options to employees and officers to acquire up to 1,140,000 common shares. The total fair value of these options was calculated at $108,864, of which $54,432 will be recognized in 2009 and $54,432 will be recognized in 2010.

During the year ended December 31, 2008, the Company granted stock options to consultants, directors and officers to acquire up to 4,075,000 common shares. The total fair value of these options was calculated at $1,046,428, of which $580,510 was recognized in 2008, $441,479 will be recognized in 2009 and $24,439 will be recognized in 2010.

During the year ended December 31, 2007, the Company granted stock options for consulting fees to a director to acquire up to an aggregate of 400,000 common shares at an exercise price of $0.65 per share. The fair value of these stock options is recognized into stock-based compensation expense over the vesting period of the options. The total fair value of these options was calculated at $207,040, of which $129,399 was recognized in 2007 and $77,641 was recognized in 2008.

The fair value of stock options used to calculate stock-based compensation expense is estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2009	**2008**
Risk-free interest rate	2.15%	3.19%
Expected dividend yield	0	0
Expected stock price volatility	89.00%	94.09%
Expected option life in years	5	5

9. CAPITAL STOCK (Continued)

(f) Agent options

The Company granted agent options related to the sale of the Company's securities through the course of its private placement.

The Company has, as at June 30, 2009, no agent options outstanding as the options expired unexercised on January 3, 2009.

Outstanding as at December 31, 2008	Exercise Price	Expiry Date	Issued	Exercised	Expired	Outstanding as at June 30, 2009
56,870	$0.85	January 3, 2009	0	0	(56,870)	0
56,870			0	0	(56,870)	0

.

The fair value of agent options were included as a reduction to capital stock in 2007, and were estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2007
Risk-free interest rate	4.60%
Expected dividend yield	0
Expected stock price volatility	64%
Expected life in years	1.5

10. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

(a) During the period ended June 30, 2009, the Company issued 621,930 (2008 – 211,449) common shares valued at $40,000 (2008 - $60,000) for settlement of certain accounts payable.

(b) During the period ended June 30, 2009, the Company issued l,250,000 common shares valued at $125,000 as bonus shares to the lender of the loan financing.

(c) Interest received during the period amounted to $4,647 (2008 - $110,885).

(d) Interest accrued on the loan payable during the period amounted to $75,543.

11. RELATED PARTY TRANSACTIONS

(a) The Company conducts the majority of its exploration activities through an exploration services contractor in which a director is a principal. The Company paid that contractor $957,864 (2008 - $6,600,371) for exploration costs and $496,292 (2008 - $565,522) to reimburse office and administrative costs that include $7,293 (2008 - $28,809) of equipment purchased and contract wages of $272,631 (2008 - $411,390). As at June 30, 2009, there was $409,326 (2008 - $942,972) payable to that contractor.

(b) A management fee of $nil (2008 - $1,500) and rent of $nil (2008 - $3,014) were paid to a company in which a director is a principal. As at June 30, 2009, there was $nil (2008 - $nil) due to that company and included in accounts payable.

(c) The Company shares office and administrative costs with a company with three directors in common. As at June 30, 2009, $2,146 (2008 - $2,146) was due from this company and included in amounts receivable.

(d) Consulting fees of $123,920 (2008 - $45,000) were paid to directors of the Company. As at June 30, 2009, $119,771 (2008 - $18,154) was payable to these directors.

All advances to and amounts due from (to) related parties have repayment terms similar to the Company's other accounts receivable (payable) and are without interest. All of the above transactions and balances are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

12. INCOME TAXES

The Company has capital losses of approximately $11,173,000 available to be carried forward indefinitely to offset future taxable capital gains.

The Company has accumulated non-capital losses for Canadian tax purposes of approximately $5,600,000 that expire in various years to 2028 as follows:

2009	$	165,000
2010		257,000
2014		557,000
2015		537,000
2026		716,000
2027		1,119,000
2028		2,249,000
	$	5,600,000

Significant components of the Company's future tax assets and liabilities, after applying enacted corporate income tax rates, are as follows:

		2008
Future income tax assets (liabilities)		
Carrying value of mineral interests in excess of tax basis	$	(3,214,048)
Tax basis of equipment in excess of carrying value		28,950
Marketable securities		31,268
Share issue costs		293,638
Non-capital losses		1,455,986
Capital losses		1,452,461
		48,255
Valuation allowance for future income tax assets		(1,483,729)
Future income tax assets (liabilities), net	$	(1,435,474)

12. INCOME TAXES (Continued)

The reconciliation of income tax provision computed at statutory rates to the reported income tax provision is as follows:

		2008
Income tax benefit computed at Canadian statutory rates	$	(855,520)
Temporary differences not recognized in year		83,326
Stock-based compensation		204,027
Share issue costs		(131,975)
Other permanent differences not recognized in year		2,819
Change in timing differences		53,937
Change in tax rates		(324,636)
Marketable securities		94,028
Utilization of previously unrecognized future income tax assets		(76,865)
Unrecognized future income tax assets		0
	$	(950,859)

Funds raised through the issuance of flow-through shares are required to be expended on qualified Canadian mineral exploration expenditures, as defined pursuant to Canadian income tax legislation. The flow-through gross proceeds, less the qualified expenditures made to date, represent the funds received from flow-through share issuances, which have not been spent as at December 31, 2008 and which are allotted for such expenditures. As at December 31, 2008, the amount of flow-through proceeds remaining to be expended was $3,450,200.

At the period ending June 30, 2009, the amount of flow-through proceeds remaining to be expended was $2,006,361.

The Company qualifies for a British Columbia mining tax credit as it has incurred qualified mineral exploration expenditures for determining the existence, location, extent or quality of a mineral resource in the province of British Columbia. The tax credit is calculated as 30% (for the area in which the Company operates) of qualified mineral exploration expenditures incurred during the year. At December 31, 2008, the British Columbia Mining Exploration Tax Credit receivable in the amount of $3,242,240 consists of receivables for the 2007 and 2008 years, which may change pursuant to an audit by the taxation authorities. Any changes will be reflected in future periods (note 6).

During the period ending June 30, 2009, the Company received the 2007 British Columbia Mining Exploration Tax Credit refund of $70,038. It is anticipated that the remaining 2008 amount of $3,172,202 will be refunded by mid-September of this year.

13. COMMITMENT

During 2007, the Company and related parties entered into a lease agreement for the rental of office premises for a six-year period, expiring March 31, 2013. The cost of the entire premises is shared primarily between the Company and four other companies related by a common director. The Company's proportionate share of minimum annual rental payments under this arrangement is payable as follows:

2009	$	23,642
2010		25,858
2011		26,597
2012		26,597
2013		6,649
	$	109,343

14. SUBSEQUENT EVENT

On July 13, 2009, the Company signed Option to Purchase Agreements ("Option Agreements") with subsidiaries of Teck Resources Limited – Afton Operating Corporation and Sugarloaf Ranches Limited (collectively "Teck") to acquire approximately 6,000 acres of land around the Company's Afton Ajax deposit.

Under the terms of the Option Agreements the Company will pay an aggregate of $100,000 to Teck for the options and will then have 2 years to elect to exercise the options, or have the right to extend the exercise period of the options by an additional 1 year by making further option payments to Teck of an additional $100,000. The exercise price of the options is $2,500 per acre, exercisable at any time during the two year period, less amounts paid to Teck for the options.