AURCANA CORPORATION
(An Exploration Stage Company)

CONSOLIDATED FINANCIAL STATEMENTS

Nine Month Period Ended – September 30, 2006

(Un-audited – prepared by Management)

1550 - 1188 WEST GEORGIA STREET, VANCOUVER BC V6E 4A2
PHONE: (604) 331-9333 FAX: (604) 633-9179
WEBSITE: www.aurcana.com

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying un-audited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

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

AURCANA CORPORATION
(An Exploration Stage Company)
Consolidated Balance Sheets
(Unaudited – Prepared by Management)

	September 30 2006	December 31 2005
Assets		
Current		
Cash	**$ 3,195,051**	$ 36,660
Accounts receivable	**363,496**	70,203
Prepaid expenses and advances	**78,963**	—
	3,637,510	106,863
Property, plant & equpment (note 6)	**2,839,090**	923
Investment In and Expenditures On Mineral Properties (note 5)	**3,067,542**	157,759
	$ 9,544,142	$ 265,545
Liabilities		
Current		
Accounts payable (note 8)	**$ 299,191**	$ 20,574
Current portion of note payable (note (7)	**290,857**	—
Due to related parties	—	28,734
Total current liabilities	**590,048**	49,308
Long term liabilities		
Long term Debt (note (7), (10))	**835,420**	—
Total long term liabilities	**835,420**	—
Shareholders' Equity		
Capital Stock (note 8 (b))	**23,957,422**	15,681,976
Contributed Surplus (note 8(e))	**1,493,472**	174,924
Deficit	**(17,332,220)**	(15,640,663)
	8,118,674	216,237
	$ 9,544,142	$ 265,545

Commitments (note 10)

Approved on behalf of the Board:

"Ken Booth"
____Director
Ken Booth

"Brian Flower"
____ Director
Brian Flower

AURCANA CORPORATION

Consolidated Statements of Operations and Deficit
(An Exploration Stage Company)
Nine Months Ended September 30
(Unaudited – Prepared by Management)

	Three Months Ended September 30		Nine Months Ended September 30	
	2006	2005	**2006**	2005
Expenses				
Bank charges and interest	**$ 19,787**	$ —	**21,863**	$ —
Consulting fees	**26,684**	—	**44,699**	—
Depreciation	**24,263**	335	**24,354**	1,004
Interest income	**(21,295)**	(224)	**(34,779)**	(840)
Insurance	**7,617**	—	**7,617**	—
Investor relations	**5,455**	—	**5,455**	—
Licenses and taxes	**(36,379)**	200	**6,264**	6,145
Management fees	**36,750**	24,500	**75,250**	59,500
Professional fees	—	2,212	**14,299**	19,174
Regulatory fees	**4,588**	1,043	**15,169**	3,277
Rent and overhead	**(11,266)**	5,000	**66,641**	21,250
Salaries and wages	—	—	—	3,975
Stock based compensation	**1,367,348**	—	**1,367,348**	—
Transfer agent fees and shareholder information	**26,415**	1,402	**44,499**	12,617
Travel	**32,147**	—	**49,565**	1,650
Loss Before Other Items	**(1,482,114)**	(34,468)	**(1,708,244)**	(127,752)
Property Evaluation	**(11,980)**	(9,650)	**(32,712)**	(28,902)
(Loss) Gain On Foreign Exchange Conversion	**139,884**	(1,756)	**63,197**	(624)
Other income	**143,961**	—	**143,961**	—
Write Off Mineral Property Costs	—	—	**(157,759)**	(222,621)
Net Loss for the Period	**(1,210,249)**	(45,874)	**(1,691,557)**	(379,899)
Deficit, beginning of period	**(16,121,971)**	(15,356,073)	**(15,640,663)**	(15,022,048)
Deficit, End of Period	**(17,332,220)**	$(15,401,947)	**(17,332,220)**	$(15,401,947)
Loss Per Share	**$ (0.01)**	$ (0.00)	**$ (0.03)**	$ (0.01)
Weighted Average Number of Shares Outstanding	**68,456,171**	31,600,730	**51,010,650**	31,600,730

See accompanying notes

AURCANA CORPORATION
Consolidated Statements of Cash Flows
(An Exploration Stage Company)
Nine Months Ended September 30
(Unaudited – Prepared by Management)

	Three Months Ended September 30		Nine Months Ended September 30	
	2006	2005	**2006**	2005
Operating Activities				
Income (Loss) for the period	**$ (1,210,249)**	$ (45,875)	**$ (1,691,557)**	$ (379,899)
Items not involving cash				
Depreciation	**24,263**	335	**24,354**	1,004
Stock based compensation expense	**1,367,348**	—	**1,367,348**	—
Write-off of mineral properties	**—**	—	**157,759**	222,621
Operating Cash Flow	**181,362**	(45,540)	**(142,096)**	(156,274)
Changes in Non-Cash Working Capital				
Accounts receivable	**(353,298)**	2,930	**(293,293)**	13,017
Accounts payable	**128,568**	2,130	**243,688**	10,030
Prepaid expenses and advances	**240,058**	(2,675)	**(78,963)**	(584)
Note payable	**1,126,277**	—	**1,126,277**	—
Due to related parties	**34,930**	—	**6,196**	—
	1,176,535	2,385	**1,003,905**	22,463
Cash provided (used) in Operating Activities	**1,357,897**	(43,155)	**861,809**	(133,811)
Investing Activities				
Purchase of equipment	**(2,672,309)**	—	**(2,862,521)**	—
Expenditures on mineral properties	**(120,805)**	—	**(2,867,543)**	(28,312)
Cash Used In Investing Activities	**(2,793,114)**	—	**(5,730,064)**	(28,312)
Financing Activities				
Issue of common shares	**639,284**	—	**8,254,859**	—
Shares issue costs	**—**	—	**(228,213)**	—
Cash Provided By Financing Activities	**639,284**	—	**8,026,646**	—
Inflow (Outflow) of Cash and Cash Equivalents	**$ (795,933)**	$ (43,155)	**$ 3,158,391**	$ (162,123)
Cash and Cash Equivalents, Beginning of Period	**$ 3,990,984**	$ 73,686	**$ 36,660**	$ 192,654
Cash and Cash Equivalents, End of Period	**$ 3,195,051**	$ 30,531	**$ 3,195,051**	$ 30,531
Supplemental Cash Flow Information				
Issue of shares for mineral properties	**$ —**	$ —	**$ 200,000**	$ —
Income tax paid	**$ —**	$ —	**$ —**	**$** —
Interest paid	**$ —**	$ —	**$ —**	**$** —

See accompanying notes

1. BASIS OF PREPARATION

These interim financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles ("GAAP") based on accounting policies and practices consistent with those used in the preparation of the annual audited consolidated financial statements. The interim consolidated financial statements do not include all information and note disclosures require by Canadian GAAP for annual financial statements, and therefore should be read in conjunction with the Company's audited consolidated financial statements for the year ended December 31, 2005.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Principles of consolidation

These accounts include the accounts of Aurcana Corporation and its wholly-owned subsidiary, Aurcana de Mexico S.A. de C.V., a Mexican corporation.

(b) Variable interest entities

Effective January 1, 2005, the Company adopted the recommendations of Canadian Institute of Chartered Accountants Handbook Accounting Guideline 15 (AcG-15), Consolidation of Variable Interest Entities, effective for annual and interim periods beginning on or after November 1, 2004. Variable interest entities (VIEs) refer to those entities that are subject to control on a basis other than ownership of voting interests. AcG-15 provides guidance for identifying VIEs and criteria for determining which entity, if any, should consolidate them. Adoption of this accounting policy has not affected the Company's financial statements.

(c) Mineral properties

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. 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. All deferred mineral property expenditures are reviewed, 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 to 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.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written-off if the properties are abandoned or the claims allowed to lapse.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

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. When the amount of recoveries exceeds the total amount of capitalized costs of the property, the amount in excess of costs is credited to income.

(d) **Foreign currency translation**

Foreign currency balances, including those of the integrated foreign subsidiary, are expressed in Canadian dollars on the following bases:

(i) Monetary assets and liabilities, at the rate of exchange in effect as at the balance sheet date;
(ii) Investment in and expenditures on mineral properties, at historical exchange rates; and
(iii) Revenues and expenses, at the average rate of exchange for each quarter.

Gains and losses arising from this translation of foreign currency are included in net loss for the period.

(e) **Loss per share**

Loss per share computations is based on the weighted average number of common shares outstanding during the period. Diluted loss per share has not been presented separately as the outstanding stock options and warrants are anti-dilutive.

(f) **Use of estimates**

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and would impact future results of operations and cash flows.

(g) **Stock-based compensation plans**

The Company accounts for stock options granted to directors, employees and consultants using the fair value method. The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model and charged to earnings over the vesting period with a corresponding increase in contributed surplus. Upon exercise of the stock options, consideration received together with the amount previously recognized in contributed surplus is recorded as an increase to capital stock.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(h) Asset retirement obligations

An asset retirement obligation is a legal obligation associated with the retirement of tangible long-lived assets that the Company is required to settle. This would include obligations related to future removal of property and equipment, and site restoration costs. The Company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. The adoption of this accounting policy has not affected the Company's financial statements.

(i) Amortization

The Company provides for amortization of its equipment as follows:

Vehicles – Straight-line over 5 years
Furniture and equipment - Straight-line over 5 years
Computers - Straight-line over 5 years

(j) Comparative Figures

Certain figures have been reclassified to conform to the current period's presentation.

3. FINANCIAL INSTRUMENTS

(a) Fair value

The carrying values of cash, accounts receivable, advances and accounts payable approximate their fair values because of the short maturity of these financial instruments.

(b) Credit risk

The Company's financial asset that is exposed to credit risk consists primarily of cash to the extent that it is held in foreign institutions.

(c) Interest rate risk

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary current assets and current liabilities.

(d) Currency risk

The Company is exposed to foreign currency fluctuations to the extent expenditures incurred by the Company are not denominated in Canadian dollars. As at June 30, 2006, the Company had investments in mineral properties that require the Company to make payments in US dollars and US dollar work commitments (note 5). The Company's ability to make these payments and complete its work commitment obligations will be affected by currency fluctuations.

4. REALIZATION OF ASSETS

The investment in and expenditures on mineral properties 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 attainment of successful production from the properties or from the proceeds of their disposal.

5. INVESTMENT IN AND EXPENDITURES ON MINERAL PROPERTIES

	La Negra, Mexico	Altiplano, Mexico	Real de Catorce, Mexico	Total
Balance, December 31, 2004	$ —	$ 589,066	$ —	$ 589,066
Acquisition costs				
Capital stock issued	—	10,000	—	10,000
Total acquisition costs	—	10,000	—	10,000
Deferred expenditures				
Consulting fees	—	4,038	—	4,038
Drilling and analysis	—	22,148	—	22,148
Field costs	—	122	2,005	2,127
Expenditures for the period	—	36,308	2,005	38,313
Subtotal	—	625,374	2,005	627,379
Recovery of expenditures	—	(82,570)	—	(82,570)
Write-off of mineral properties	—	(385,045)	(2,005)	(387,050)
Balance, December 31, 2005	$ —	$ 157,759	$ —	$ 157,759
Acquisition costs				
Capital stock issued	200,000	—	—	200,000
Consulting fees	28,984	—	—	28,984
Filing fees	19,602	—	—	19,602
Finders fees	190,400	—	—	190,400
Cash payments	1,301,360	—	—	1,301,360
Total acquisition costs	1,740,347	—	—	1,740,347
Consulting fees	27,469	—	—	27,469
Engineering	14,413	—	—	14,413
Equipment repairs	180,936	—	—	180,936
Field costs	49,491	—	—	49,491
Licenses and taxes	141,063	—	—	141,063
Management and administration	131,638	—	—	131,638
Maps & misc	4,464	—	—	4,464
Mine Planning	2,988	—	—	2,988
Plant	624,698	—	—	624,698
Site costs	199,528	—	—	199,528
Expenditures for the period	1,327,196	—	—	1,327,196
Write-off of mineral properties	—	(157,759)		(157,759)
Balance, September 30, 2006	$ 3,067,543	$ —	$ —	$ 3,067,543

5. INVESTMENT IN AND EXPENDITURES ON MINERAL PROPERTIES (Continued)

The investment in and expenditures on mineral properties 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 attainment of successful production from the properties or from the proceeds of their disposal.

(i) **La Negra Mine, Queretaro State, Mexico**

On February 2, 2006, the Company signed a LOI with Reyna Mining & Engineering S.A. de C.V. (“Reyna”) to acquire the La Negra silver-zinc-copper-lead mine in Queretaro State, Mexico, approximately 250 kilometres northeast of Mexico City.

Under the terms of the LOI, the Company and Reyna will form a joint venture whereby the Company will own an 80% interest in La Negra, and Reyna will own 20%. Reyna has a LOI to acquire 100% of the La Negra mine from Industriales Penoles S.A. de C.V. (“Penoles”). Under the terms of the acquisition Aurcana will own an 80% interest in the La Negra Mine and Reyna will own 20%. Aurcana will be responsible for the cost of the acquisition and up to US$3.0 million in expected costs and working capital to bring the mine back into production. The total cost of the acquisition is US$3.0 million of which US$2.0 million is to be paid to Penoles on closing (paid). The remaining payment of US$1.0 million will be due 12 months from closing. Under the terms of the LOI Aurcana is required to pay Reyna US$25,000 on execution of the LOI (paid), US$500,000 and US$725,000 on the date which is twelve and twenty four months respectively from the execution of a definitive joint venture agreement. Aurcana will issue to Reyna three million shares of which one million shares will be issued on the execution of a definitive agreement (issued) and one million shares on each of the dates, which is twelve and twenty fours months, respectively, following the execution of a formal joint venture agreement. In addition the Company will issue 1,000,000 warrants at a price of $0.25 to Reyna (issued). Each warrant will entitle Reyna to purchase one common share for a period of two years.

A finder’s fee of 4% of the gross transaction of US$4,250,000 in the amount of US$170,000 was paid in cash.

(ii) **Altiplano Project – Mexico**

On September 3, 2003, the Company announced it had signed a Letter of Intent (“LOI”) with Exploraciones del Altiplano S.A. de C.V (“Altiplano”), whereby the Company can acquire a 100% interest in five gold-silver exploration properties over four years subject to a 3% net smelter return royalty (“NSR”). The Company committed to conduct an aggregate of 5,000 meters of drilling on the five properties in the first year. On signing the formal agreement, the Company paid Altiplano US $15,000 and issued Altiplano 200,000 common shares on February 20, 2004 at a deemed price of $0.21 per share ($42,000 included in land costs). Following completion of the first year of exploration commitment on each of the individual properties, should the Company wish to continue with its option on any particular property then the Company must pay Altiplano US $50,000 and issue 200,000 common shares (issued). In order to complete the 100% interest in each individual property, the Company is required to fund US $200,000 of exploration in year two, US $300,000 in year three and US $400,000 in year four and make cash and share payments, respectively, of US $50,000 and 200,000 shares at the end of year two, and US $100,000 and 200,000 shares at the end of years three and four. One percent of the NSR on any property may be purchased for US $1,000,000.

5. INVESTMENT IN AND EXPENDITURES ON MINERAL PROPERTIES (Continued)

(ii) **Altiplano Project – Mexico** (Continued)

The Company also granted 1,000,000 incentive stock options exercisable up to 2008 with exercise prices of $0.13 to $0.14 per share to the owners of Altiplano in their capacity as consultants to Aurcana. 800,000 of these stock options were cancelled upon termination of the agreement in 2005.

Based on exploration work completed to December 31, 2005, the Company discontinued work on four of the five properties known as the Cerro Blanco, Sabinas, Veta Venado and Penoles and will not proceed with any further work on these four properties. As a result, acquisition and exploration expenditures of $385,045 were written off at December 31, 2005. The Altiplano agreement was terminated on August 5, 2005 and neither party is bound by any contractual obligation. The remaining property under the agreement is La Virgen.

On April 25, 2005, the Company entered into an agreement with Mauricio Hochschild & Compania S.A.C. ("Hochschild Agreement") relating to the exploration of La Virgen. Under the terms of the Hochschild Agreement, Hochschild must spend a total of US $2,500,000 on exploration and pay the owner a total of US $300,000 over four years, pay the required property taxes to the Mexican government and make property payments to Altiplano. Hochschild must spend US $150,000 in the first year, US $500,000 in year two, US $850,000 in year three and US $1,000,000 million in year four and pay the owner US $25,000 on signing, US $75,000 by April 4, 2006, US $100,000 by April 4, 2007 and US $100,000 by April 4, 2008. Once Hochschild has spent US $2,500,000 and made payments to Altiplano, Hochschild will have earned a 70% interest in the property. Aurcana's obligation is to issue 200,000 common shares to Altiplano on each anniversary of the agreement for four years at which point Aurcana will have a 30% interest. Should Hochschild withdraw or default on this agreement the Company has the option to continue making the expenditures and required payments that Hochschild defaulted and by doing so earn 100% interest in the property. Should the Company not exercise this option and comply with its part of the agreement, the Company will only earn its 30% interest in the property. Once Hochschild and Aurcana have earned their interests, the property will be subject to a 3% NSR, which can be repurchased within six years from the date of signing by paying US $1,000,000 to buy 1% of the NSR, by paying US $3,000,000 to buy 2% of the NSR or by paying US $6,000,000 to buy 3% of the NSR. The Company elected to terminate the agreement in May 2006 and as such has written off all acquisition and deferred exploration costs to date.

5. INVESTMENT IN AND EXPENDITURES ON MINERAL PROPERTIES (Continued)

(iii) Real de Catorce Project - Mexico

On June 29, 2004, the Company received regulatory approval for its acquisition of a 100% interest in the Real de Catorce silver property located in San Luis Potosi State, Mexico. Under the terms of the LOI, the Company can earn a 100% interest in the Real de Catorce project subject to a 3% NSR. On signing the formal agreement, the Company will pay Real de Catorce US $5,000. Following completion of the first year exploration commitment of US $100,000, should the Company wish to continue with its option, then the Company must pay Real de Catorce US $50,000 and issue 100,000 common shares. In order to complete the purchase of a 100% interest, the Company would fund US $200,000 of exploration in year two, US $300,000 in year three and US $400,000 in year four and make cash and share payments of US $50,000 and 100,000 shares at the end of year two and US $100,000 and 100,000 shares at the end of years three and four. One percent of the NSR may be purchased for US $1,000,000.

On July 25, 2005, the Company announced it would not be proceeding with the Real de Catorce project as the Company had a LOI signed with Genco Resources Ltd. ("Genco") to joint venture the property but the terms of the underlying agreement were changed by the property owner and Genco decided not to proceed with the execution of a final agreement. The property owner subsequently cancelled Aurcana's option. As at December 31, 2005, all deferred exploration expenses had been written off.

6. EQUIPMENT

	September 30, 2006		
	Cost	Accumulated Amortization	Net Book Value
Mineral property, plant and equipment	$ **26,311,758**	**$ 23,632,659**	**$ 2,679,099**
Vehicles	$ **17,599**	**$ 887**	**$ 16,712**
Computer equipment	$ **147,138**	**$ 7,296**	**$ 139.841**
Office Furniture	**$ 3,619**	**$ 182**	**$ 2,437**
	$ 26,480,114	**$ 23,641,025**	**$ 2,839,090**

	December 31, 2005		
	Cost	Accumulated Amortization	Net Book Value
Furniture and equipment	$ 5,351	$ 4,428	$ 923

7. LONG TERM DEBT

The Company purchased mining equipment in the aggregate amount of US$1,175,288 ($1,325,031) for the La Negra Mine, through its subsidiary, Minera La Negra S.A. de C.V. Pursuant to the purchase, the Company and Mineral La Negra, signed notes payable to Atlas Copco Mexicana, S.A. de C.V. less the down payment of US$176,293 ($198,754 paid) for a total amount of US$998,995 ($1,126,277). The notes are interest bearing at a fixed rate of 8.68% for a three year period, payments of which will be in quarterly instalments to commence November, 2006. The Company has signed as Guarantor on the loans. As at September 30, 2006, the outstanding long term debt was as follows:

Note payable	$	1,126,277
Less current portion		(290,857)
Long term debt	$	835,420

8. CAPITAL STOCK

(a) **Authorized**
Unlimited number of common shares
Unlimited Class "B" preference shares

(b) **Issued and outstanding**

	Number of Common Shares		Amount		Subscriptions
Balance – December 31, 2004	31,600,730	$	15,671,976		—
Issued for property	200,000		10,000		
Balance – December 31, 2005	31,800,730		15,681,976		—
Exercise of options	725,000		84,000		—
Share issue costs	—		(148,229)		—
Private placement	23,382,272		4,957,800		—
Exercise of warrants	12,246,300		3,089,075		—
Exercise of options	1,400,000		128,000		
Property acquisition	1,000,000		200,000		—
Balance – September 30, 2006	69,829,302	$	23,957,422	$	—

During the period ended September 30, 2006, the Company:

(i) Completed a non-brokered private placement with Industriales Penoles S.A. de C.V. ("Penoles"), for 1,032,272 common shares at $0.55 per common share (Discounted Market Price) for gross proceeds of US$500,000 (CDN$567,750);

8. **CAPITAL STOCK** (Continued)

(c) **Issued and outstanding (cont'd)**

(ii) Completed a non-brokered private placement of 23,350,000 units at $0.20 per unit for gross proceeds of $4,470,000. Each Unit consisted of one share (a "Share") and one half of a share purchase warrant. One full warrant (a "Warrant") permitted the holder to purchase a further share (a "Warrant Share") for a period of 12 months from closing at a price of $0.25 per Warrant Share, provided that if the closing price of the Company's shares as traded on the Exchange was at or over $0.45 per share for 20 consecutive trading days, the Company would have the right to accelerate the expiry of the Warrants upon giving 30 days notice to the holders thereof;

(iii) Pursuant to the accelerated expiry notice, issued 12,246,300 common shares pursuant to the exercise of 12,246,300 share purchase warrants at a price of $0.25 per warrant for $3,089,075;

(iv) Issued 1,000,000 shares at a deemed price of $0.20 to Reyna pursuant to the exercise of the definitive agreement with respect to the joint venture agreement to acquire the La Negra Mine (note 5);

(v) Issued 1,400,000 common shares pursuant to the exercise of stock options at prices of $0.10 - $0.14;

During the year ended December 31, 2005, the Company:

(i) Issued 200,000 common shares at a deemed price of $0.05 to Minera Laramide pursuant to the continuation of the La Virgen property under the Altiplano agreement (note 5).

(c) **Stock options**

The Company has a stock option plan whereby the Company may grant options to directors, officers, employees and consultants of up to 10% of the common shares outstanding at the time of grant. The exercise price, term and vesting period of each option are determined by the board of directors within regulatory guidelines.

The Company's stock options as at September 30, 2006 and the changes during the period are as follows:

	Shares	**Weighted Average Exercise Price**
Outstanding as at December 31, 2005	**1,525000**	**$ 0.11**
Exercised	**(1,400,000)**	**$0.09**
Granted	**3,050,000**	**$0.59**
Outstanding and exercisable as at September 30, 2006	**3,175,000**	**$ 0.57**

8. CAPITAL STOCK (Continued)

(c) **Stock options (cont'd)**

Stock options outstanding and exercisable as at September 30, 2006 are as follows:

Expiry Date	Exercise Price	Number of Shares
August 22, 2007	$ 0.16	**100,000**
September 25, 2008	$ 0.13	**20,000**
November 18, 2008	$ 0.14	**5,000**
August 18, 2008	$0.59	**75,000**
August 18, 2011	$0.59	**2,375,000**
August 24, 2011	$0.59	**600,000**
		3,175,000

(d) **Stock-based compensation**

During the period ended September 30, 2006 the Company granted 3,050,000 stock options at a price of $0.59 per common share to various Directors, Officers and Consultants of the Company. The options were granted in accordance with the terms of the Company's 10% Rolling Stock Option Plan approved August 11, 2006, which can be exercised for a period of up to two and five years.

For the period ended September 30, 2006 the Company applied the fair value method in accounting for its stock options granted to directors, officers and consultants by using the Black-Scholes option pricing model.

The stock-based compensation expense of $1,367,348 was charged as expenses for the period

The fair value of each option granted is calculated using the following weighted average assumptions:

	September 30/06
Expected life (years)	**2 – 5**
Interest rate	**3.90 – 4.11%**
Volatility	**97.48**
Dividend yield	**0.00%**

8. CAPITAL STOCK (Continued)

(e) **Contributed surplus**

Contributed surplus represents accumulated stock-based compensation expense, reduced by the fair value of the stock options exercised.

The Company's contributed surplus as at September 30, 2006 and the changes during the periods are as follows:

Balance at December 31, 2005	$	**174,924**
Fair value of stock-based compensation		**1,367,348**
Fair value of stock options exercised		**(48,800)**
Balance at September 30, 2006	**$**	**1,493,472**

(f) **Share purchase warrants**

The Company's share purchase warrants as at September 30, 2006 and the changes during the period are as follows:

	Warrants	Weighted Average Exercise Price
Warrants outstanding and exercisable at December 31, 2005	**1,000,000**	**$ 0.15**
Issued	**1,000,000**	**0.25**
Expired	—	**0.00**
Exercised	—	**0.00**
Warrants outstanding and exercisable at Sept. 30, 2006	**2,000,000**	**$ 0.20**

Share purchase warrants outstanding at September 30, 2006 are as follows:

Expiry Date	Exercise Price	Number of Warrants
December 16, 2006	$ 0.15	1,000,000
June 18, 2008	$0.25	1,000,000

9. RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2006, the Company:

a) paid or accrued management fees of $75,250 (2005 - $59,500) to a company controlled by directors;
b) paid or accrued technical, geological and consulting services of $35,255 (2005 – $9,130) to a company controlled by a director;
c) paid or accrued rent of $22,500 (2005 - $21,250) to a company controlled by directors; and
d) paid or accrued a cash bonus payment of $50,000 (2005 - $Nil) to a company controlled by directors, in relation to the acquisition of the La Negra Mine.

These fees were measured at the exchange amount, which is the amount agreed upon by the transacting parties.

10. COMMITMENTS AND CONTINGENCIES

The Company's contractual obligations as at September 30, 2006 comprise:

	Remainder of 2006	**2007**	**2008**	**2009**	**2010**	**2011**
Long term debt	$ 36,474	$ 427,775	$ 427,775	$ 390,809	$ —	$ —
Capital leases	14,730	48,420	—	—	—	—
Totals	**$ 46,704**	**$ 468,065**	**$ 427,775**	**$ 390,809**	**$ —**	**$ —**

The Company has long term debt in relation to the purchase of mine equipment totalling US$1,175,288 ($1,325,031) (Note 6).

During the period ended September 30, 2006, the Company amended its current office space agreement, reducing the monthly rent to $1500 per month until May 2007. The Company effective October 1, 2006 executed a lease for new office space for a period of 14.5 months less 2 days expiring on December 13, 2007 at a monthly rate of $3,420 per month.