Amended and Restated

AURCANA CORPORATION

UNAUDITED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

30 June 2008

(Restated)

Canadian Funds

1515 - 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

The accompanying unaudited 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 **Amended and Restated**
Interim Consolidated Balance Sheets
(Unaudited)
Canadian Funds

ASSETS		As At 30 June 2008		As at 31 December 2007
Current		**(Restated – Note 16)**		
Cash and cash equivalents	**$**	**4,314,837**	$	11,690,382
Accounts receivable - trade		**25,530,876**		1,558,468
- other		**2,450,146**		1,721,635
Prepaid expenses and advances		**336,094**		210,898
Due from joint venture partner		**1,040,290**		181,553
Inventory *(Note 4)*		**476,450**		643,966
		34,148,693		16,006,902
Property, Plant and Equipment *(Note 5)*		**7,370,512**		5,666,389
Mineral Properties *(Note 7)*		**15,014,576**		14,184,404
	$	**56,533,781**	$	35,857,695
LIABILITIES				
Current				
Accounts payable and accrued liabilities	**$**	**1,185,357**	$	1,609,749
Current portion of notes payable *(Note 8)*		**2,079,407**		2,245,741
		3,264,764		3,855,490
Notes Payable *(Note 8)*		**263,913**		1,627,335
Deferred Revenue *(Note 9)*		**25,589,692**		-
Asset Retirement Obligation *(Note 10)*		**944,270**		921,238
		30,062,639		6,404,063
SHAREHOLDERS' EQUITY				
Capital Stock *(Note 11)*		**46,358,809**		45,615,710
Obligation to Issue Shares *(Note 6)*		**-**		200,000
Contributed Surplus *(Note 11)*		**4,498,724**		4,679,823
Deficit		**(24,386,392)**		(21,041,901)
		26,471,141		29,453,632
	$	**56,533,781**	$	35,857,695

Commitments *(Note 14)*
Subsequent Event *(Note 15)*

On behalf of the Board:

__________________, Director

__________________, Director

- See Accompanying Notes -

AURCANA CORPORATION **Amended and Restated**

Interim Consolidated Statements of Operations, Comprehensive Income (Loss) and Deficit (Unaudited)

Canadian Funds

	Three Months Ended 30 June		Six Months Ended 30 June	
	2008	2007	**2008**	2007
REVENUES	**(Restated – Note 16)**		**(Restated– Note 16)**	
Sales *(Note 13)*	**$ 1,155,053**	$ -	**$ 4,502,326**	$ -
Cost of sales	**(2,756,678)**	-	**(5,068,141)**	-
Gross Margin	**(1,601,625)**	-	**(565,815)**	-
EXPENSES				
Administrative expense	**371,126**	188,427	**653,091**	312,253
Amortization	**146,523**	751	**281,173**	1,348
Depletion of mineral properties	**512,296**	-	**1,071,881**	-
Accretion of ARO	**8,632**	-	**23,032**	-
Foreign exchange loss (gain)	**(330,934)**	(267,022)	**(94,130)**	52,858
Interest and financing	**2,741**	1,945	**5,859**	3,626
Investor relations	**88,052**	12,111	**185,536**	64,663
Listing and filing fees	**14,223**	6,990	**27,664**	28,981
Professional fees	**59,122**	6,754	**95,633**	28,705
Property evaluation	**480,995**	-	**527,888**	4,219
Stock-based compensation *(Note 11c)*	**34,567**	-	**112,000**	2,863,621
	1,387,343	(50,044)	2,889,627	3,021,922
Earnings (loss) Before the Under-Noted	**(2,988,968)**	50,044	**(3,455,442)**	(3,360,274)
Other income	**82,895**	52,217	**110,952**	130,901
Net Earnings (loss) and Comprehensive Loss for the Period	**(2,906,073)**	102,261	**(3,344,490)**	(3,229,373)
Deficit, beginning of period	**(21,480,318)**	(21,219,162)	**(21,041,901)**	(17,887,528)
Deficit, End of Period	**$ (24,386,391)**	$ (21,116,901)	**$ (24,386,391)**	$ (21,116,901)
Loss Per Share – Basic	**$ (0.03)**	$ (0.00)	**$ (0.04)**	$ (0.04)
Loss Per Share – Diluted	**$ (0.03)**	$ (0.00)	**$ (0.04)**	$ (0.04)
Weighted average number of shares outstanding - Basic	**90,906,570**	89,778,274	**90,725,252**	82,783,514
Weighted average number of shares outstanding – Diluted	**90,906,570**	89,778,274	**90,725,252**	82,783,514

AURCANA CORPORATION **Amended and Restated**
Interim Consolidated Statement of Cash Flows
(Unaudited)
Canadian Funds

	Three Months Ended 30 June		Six Months Ended 30 June	
	2008	2007	**2008**	2007
	(Restated – Note 16)		**(Restated – Note 16)**	
Cash Flows From Operating Activities				
Net Loss and comprehensive loss for the period	**$ (2,906,073)**	$ 102,261	**$ (3,344,490)**	$ (3,229,373)
Items not involving cash				
Amortization	**146,523**	751	**281,173**	1,348
Depletion of mineral property	**512,296**	-	**1,071,881**	-
Stock-based compensation	**34,567**	-	**112,000**	2,863,621
Accretion of ARO	**8,632**	-	**23,032**	-
Unrealized foreign exchange	**(45,502)**	-	**(3,408)**	-
	(2,249,557)	103,012	**(1,859,812)**	(364,404)
Non-cash working capital change				
Accounts receivable	**(22,224,760)**	(643,199)	**(24,700,919)**	(1,292,929)
Account payable and accrued liabilities	**(149,732)**	(145,514)	**(424,392)**	442,282
Other	**697,898**	(1,705,178)	**42,320**	(886,534)
	(22,606,832)	(2,493,891)	**(25,082,991)**	(1,737,181)
	(24,856,389)	(2,390,879)	**(26,942,803)**	(2,101,585)
Cash Flows From Investing Activities				
Purchase of plant and equipment	**(1,765,395)**	(358,418)	**(1,981,889)**	(454,497)
Expenditures on mineral properties	**(1,321,832)**	(845,276)	**(1,902,052)**	(3,007,029)
	(3,087,227)	(1,203,694)	**(3,883,941)**	(3,461,526)
Cash Flows From Financing Activities				
Due to joint venture partner	**(808,964)**	-	**(858,737)**	-
Deferred revenue	**25,589,692**	-	**25,589,692**	-
Share capital issued for cash	**250,000**	116,000	**250,000**	21,220,721
Acquisition liability	**-**	-	**-**	(1,166,400)
Notes payable	**(85,915)**	(489,334)	**(1,529,756)**	(30,266)
	24,944,813	(373,334)	**23,451,199**	20,024,055
Net Increase (Decrease) in Cash and Cash Equivalents	**(2,998,803)**	(3,967,907)	**(7,375,545)**	14,460,944
Cash and cash equivalents - beginning of period	**7,313,640**	20,440,309	**11,690,382**	2,011,458
Cash and Cash Equivalents - End of Period	**$ 4,314,837**	$ 16,472,402	**$ 4,314,837**	$ 16,472,402

1. NATURE OF BUSINESS

The Company was originally incorporated under the laws of Ontario in 1917 and on 14 September 1998 was continued under Section 187 of the Canada Business Corporations Act. Its principal business activity is the production of copper, silver and zinc and the exploration and development of natural resource properties.

2. SIGNIFICANT ACCOUNTING POLICIES

Principles of consolidation

These financial statements include the accounts of: Aurcana Corporation and its wholly-owned subsidiaries, Aurcana de Mexico S.A. de C.V. and Minera Aurcana S.A. de C.V., both Mexican corporations. The Company's 80% interest in the joint venture, Real de Maconi S.A. de C.V., a Mexican corporation (Maconi) are accounted for by the proportionate consolidation method. Under this method, the Company includes in its accounts its proportionate share of the assets, liabilities, revenues and expenses. The joint venture has a 100% interest in Minera La Negra S.A. de C.V., a Mexican Corporation (La Negra). All significant inter-company balances and transactions have been eliminated.

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 disclosure required 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 31 December 2007.

Adoption of new accounting standards

Effective January 1, 2008 the Company adopted the following new accounting standards:

Section 1400 - General Standards on Financial Statement Presentation

CICA Handbook Section 1400, as amended, changed the guidance related to management's responsibility to assess the ability of an entity to continue as a going concern. Management is required to make an assessment of the Company's ability to continue as a going concern, taking into account all information available for at least, but not limited to 12 months from the balance sheet date. Disclosure is required of material uncertainties related to events or conditions that cast significant doubt upon the Company's ability to continue as a going concern. The adoption of this standard had no impact on the Company's disclosures as these uncertainties have been, and continue to be, fully described herein.

Section 1535 - Capital Disclosures

Handbook Section 1535 "Capital Disclosures" specifies the disclosure of (i) an entity's objectives, policies and processes 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. See Note 18.

2. SIGNIFICANT ACCOUNTING POLICIES – *continued*

Section 3031 – Inventories

This specifies standards for the measurement and disclosure of inventories. The adoption of this standard did not significantly impact the financial statements of the Company.

Financial Instruments - Disclosure (Section 3862) and Presentation (Section 3863)

These standards revise and enhance CICA 3861, *Financial Instruments - Disclosure and Presentation* (Section 3861). They carry forward the presentation requirements of Section 3861 and increase the disclosures required, which will enable users to evaluate the significance of financial instruments for an entity's financial position and performance, including disclosures about fair value. In addition, disclosure is required of qualitative and quantitative information about exposure to risks arising from financial instruments, including specified minimum disclosures about credit risk, liquidity risk and market risk. The quantitative disclosures must provide information about the extent to which the entity is exposed to risk, based on information provided internally to the entity's key management personnel. See Note 19.

Recent accounting pronouncements

Section 3064 replaces CICA 3062 and establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. The provisions relating to the definition and initial recognition of intangible assets are equivalent to the corresponding provisions of IAS 38, Intangible Assets. CICA 1000 - *Financial Statement Concepts* is amended to clarify criteria for recognition of an asset. CICA 3450 - *Research and Development Costs* is replaced by guidance in CICA 3064. EIC 27 is no longer applicable for entities that have adopted CICA 3064. A number of other EIC abstracts have inconsequential amendments. AcG 11 - *Enterprises in the Development Stage* is also amended to delete references to deferred costs and to provide guidance on development costs as intangible assets under CICA 3064. These changes are effective for the Company commencing January 1, 2009. The Company is currently assessing the financial reporting impact of this standard.

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 Canadian GAAP. This date is for interim and annual financial statements relating to 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. We are currently assessing the financial reporting impact of the transition to IFRS and the changeover date.

3. FINANCIAL INSTRUMENTS

Fair value - The carrying values of cash, accounts receivable, accounts payable and accrued liabilities, approximate their fair values because of the short-term maturity of these financial instruments.

The carrying value of notes payable approximates their fair value as this financial instrument bears interest at an approximate market rate of interest.

Credit risk - The Company's financial assets that are exposed to credit risk consist primarily of cash and accounts receivable. This risk is minimized to the extent that cash is placed with major financial institutions and accounts receivable consist of amounts due from Government Agencies.

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 30 June, the Company had investments in mineral properties that require the Company to make payments in US dollars and Mexican pesos, and US dollar and Mexican pesos work commitments. The Company's ability to make these payments to satisfy its obligations for work commitments will be affected by foreign currency rate fluctuations. The Company does not utilize derivatives or other techniques to manage foreign currency risk.

4. INVENTORY

		30 June 2008		31 December 2007
Supplies inventory	**$**	**441,394**	$	461,634
Stockpile inventory		**11,437**		55,152
Concentrates and in-process inventory		**23,619**		127,180
Total inventory	**$**	**476,450**	$	643,966

5. PROPERTY, PLANT AND EQUIPMENT

Details are as follows:

30 June 2008		**Cost**		**Accumulated Amortization**		**Net Book Value**
Land	**$**	**1,055,300**	**$**	**-**	**$**	**1,055,300**
Plant & equipment		**6,142,113**		**599,521**		**5,542,592**
Vehicles		**356,101**		**57,445**		**298,656**
Computer equipment		**418,846**		**77,532**		**341,314**
Other		**134,129**		**1,479**		**132,650**
	$	**8,106,489**	**$**	**735,977**	**$**	**7,370,512**
31 December 2007						
Land	$	1,055,300	$	-	$	1,055,300
Plant & equipment		4,276,984		368,260		3,908,724
Vehicles		310,540		35,122		275,418
Computer equipment		349,330		49,346		299,984
Other		132,446		5,483		126,963
	$	6,124,600	$	458,211	$	5,666,389

6. ACQUISITION

In March 2006, the Company entered into a joint venture agreement with Reyna Mining & Engineering S.A. de C.V. ("Reyna") to operate Maconi through which they are jointly developing the La Negra mine in Queretaro State, Mexico as held in the 100% subsidiary La Negra. As its 20% contribution to the joint venture Reyna contributed all the legal rights and obligations it held to acquire a 100% interest in La Negra, valued in the JV Agreement at US $1,500,000. The Company acquired its 80% interest in the Joint Venture by making the following contributions to the Joint Venture:

Upon subscription by the Company	$	2,000,000	Paid
Within 10 days of the first anniversary of the Company's subscription	$	1,000,000	(i)
Within 5 days of the JV 100% acquisition of La Negra	$	1,500,000	Paid
Within 60 working days of the 100% acquisition of La Negra	$	1,500,000	Paid
	$	6,000,000	

(i) contributed by common shares in the Company fair valued at $1,170,361

Under the terms of the JV Agreement, the Company has agreed to make the following payments or commitments to Reyna as consideration for signing the JV Agreement:

		Cash		Shares of the Company	
Upon signing	$	25,000	(paid)		
Within 30 days of the date of acquisition of La Negra		-		1,000,000	(issued)
Within 12 months of the acquisition of La Negra		500,000	(paid)	1,000,000	(issued)
Within 24 months of the acquisition of La Negra		725,000	(paid)	1,000,000	(issued)
	$	1,250,000		3,000,000	

The capital stock obligations were measured at the fair value of the Company's common shares on the agreement date ($600,000) and those not issued at each period end are reflected as an "obligation to issue shares" in the amount of $Nil (2007: $200,000). The Company also issued to Reyna 1,000,000 warrants, each warrant entitling Reyna to purchase one common share for $0.25 on or before 18 May 2008 (note 11e). The warrants were fair valued at $293,099 using the Black Scholes option pricing model. A finder's fee of US $170,000 was paid in cash. During May 2006, Maconi entered a formal purchase agreement with Penoles S.A. de C.V. ("Penoles") whereby the Joint Venture acquired 100% of Minera La Negra for US $3,000,000 (the "purchase price") the agreement was subsequently amended and paid as follows:

		Cash	Shares
Upon execution of the purchase agreement	$	2,000,000	-
Within 12 months of execution of the purchase agreement (i)		-	1,114,631

i) Under the initial terms of the agreement the requirement was for $1,000,000. This was settled, during the year ended December 31, 2007, under the amended terms for the issuance of 1,114,631 shares at a fair value $1,170,361.

The Company's 80% proportionate interest on acquisition of La Negra is as follows:

Purchase price	$	2,579,280
Fair market value of net assets acquired		
Cash		2,355
Accounts receivable		32,225
Plant		824,976
Mineral property		1,747,580
		2,607,136
Liabilities		(27,856)
		2,579,280
Purchase price discrepancy	$	-

7. MINERAL PROPERTIES

Expenditures incurred on mineral properties are as follows:

		La Negra, Mexico	Rosario, Mexico		Total
Balance 31 December 2006	$	8,163,982	-	$	8,163,982
Acquisition costs			376,352		376,352
Mineral property expenditures		2,467,887	162,790		2,630,677
Balance 30 June 2007	$	10,631,869	539,142	$	11,171,011
Balance 31 December 2007	$	10,307,924	3,876,480	$	14,184,404
Mineral Property expenditures		-	1,902,053		1,902,053
Depletion		(1,071,881)	-		(1,071,881)
Balance, 30 June 2008	$	9,236,043	5,778,533		15,014,576

La Negra Mine, Queretaro State, Mexico

The Company holds an 80% interest in the La Negra Property (note 6). On July 1, 2007, the Company entered into commercial production.

Rosario Property, Mexico

On 22 February 2007, the Company received Exchange approval to enter into an Option Agreement to acquire, through its subsidiary, Aurcana de Mexico, a 100% interest in a silver-zinc-lead-gold Property, Rosario ("Rosario") located in Sinaloa State, Mexico for $US 3,000,000.

Under the terms of the Option Agreement, the Company had the exclusive option to purchase the Rosario Property. Following its technical and legal review of the Rosario Property, the Company on 7 August 2007 exercised the Option to Purchase and executed a Sale and Purchase Agreement to acquire a 100% undivided interest in Rosario, under the following terms

On or before 22 February 2007	US$	250,000	(paid)
On or before 7 August 2007	US$	250,000	(paid)
On or before 7 February 2008	US$	1,250,000	(paid)
On or before 7 February 2009	US$	1,250,000	
	US$	3,000,000	

8. NOTES PAYABLE

		30 June 2008		31 Dec. 2007
Capital equipment contracts, repayable in quarterly payments totalling US$112,336 at 8.68% per annum, maturing between December 2009 and February 2010 and secured by the related equipment *(Note 5)*	**$**	**558,496**	$	691,510
Notes payable to the Company's principal customer *(Note 13)*, repayable in monthly instalments totalling $US 41,000 bearing interest at LIBOR plus 2% per annum. The note is guaranteed by the Company		**510,930**		706,318
Note payable to IMMSA for the acquisition of the Rosario property, non-interest bearing *(Note 7)*		**1,273,894**		2,475,248
		2,343,320		3,873,076
Less: Current Portion		**(2,079,407)**		(2,245,741)
	$	**263,913**	$	1,627,335

Scheduled principal repayments are as follows:

Twelve months ended 30 June		
2009	$	2,079,407
2010		263,913
	$	2,343,320

9. DEFERRED REVENUE

In June 2008, Aurcana Corporation agreed to sell to Silver Wheaton (Caymans) Ltd. ("Silver Wheaton") 50% of the silver metal to be produced from ore extracted during the mine-life at La Negra. The sale was made in consideration of a prepayment to Cane Silver Inc., a 100% owned subsidiary of Aurcana, of US$25 million in cash, plus a fee per ounce of payable silver to be delivered to Silver Wheaton of the lesser of US$3.90 (subject to an inflationary adjustment beginning after year three) and the prevailing market price per ounce.

The following table reconciles movements on deferred revenue associated with the Silver Wheaton transaction:

		US Dollars		Canadian Dollars
Balance, December 31, 2007	$	-	$	-
Sale advance		25,000,000		25,517,500
Repayments		(249,927)		(252,524)
Unrealized foreign exchange loss		-		324,716
Balance, June 30, 2008	$	24,750,073	$	25,589,692

During the period ended 30 June 2008, Aurcana delivered concentrate containing 18,834 ounces (2007 – Nil) of silver for credit to Silver Wheaton

10. ASSET RETIREMENT OBLIGATION

During the year ended December 31, 2007 the Company revised its estimate of asset retirement obligations, associated with the La Negra Mine.

Management has estimated reclamation and closure costs for the current mine workings using its best judgment of such future costs and based on an anticipated mine life of five years. The ultimate value of the asset retirement obligation is uncertain and may change in future years based on updated estimates of costs, mine life, and other new information. Any future changes in the estimate of the asset retirement obligation will be recognized prospectively in the year such adjustment is made.

The Company has estimated the fair value of the asset retirement obligation at 31 December 2007 to be $1,039,200. The obligation has been calculated using a discount rate of 5% and an inflation rate of 2.50%.

Details for the periods ended 30 June are as follows:

	2008		2007
Total asset retirement obligation – beginning of period	921,238	$	-
Total accretion during the period	23,032	$	-
Total asset retirement obligation – end of period	944,270	$	-

11. CAPITAL STOCK

(a) Authorized

Unlimited number of common shares

(b) Share issuance details for the periods ended 30 June are as follows:

	2008			December 31, 2007		
	Shares		**Amount**	Shares		Amount
Balance – Beginning of period	**90,543,933**	**$**	**45,615,710**	70,929,302	$	24,205,811
Private placement	**-**		**-**	16,850,000		21,062,500
Issuance for acquisition liability	**-**		**-**	1,114,631		1,170,361
Shares issued for property	**1,000,000**		**200,000**	1,000,000		200,000
Exercise of warrants (note 11e)	**1,000,000**		**250,000**	-		-
Exercise of options (note 11)	**-**		**-**	650,000		383,500
Fair value of options exercised (note 11d)	**-**		**-**	-		(114,071)
Fair value of warrants exercised (note 11e)	**-**		**293,099**	-		-
Share issue costs	**-**		**-**	-		(1,292,391)
Balance – End of period	**92,543,933**	**$**	**46,358,809**	90,543,933	$	**45,615,710**

During the period ended June 30, 2008 the Company:

Issued 1,000,000 ($200,000) common shares to Reyna Mining for the acquisition of Minera La Negra *(Note 6).*

11. CAPITAL STOCK - continued

During 2007 the Company:

Closed a brokered private placement of 4,000,000 units at a price of $1.25 per Unit for total gross proceeds of $5,000,000. Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole warrant entitled the holder to purchase one additional share of the Company at a price of $1.85 until September 7, 2008;

Paid the Agent a commission of $350,000 and issued 50,000 common shares (fair value $62,500) of the Company in payment of a corporate finance fee. In addition, the Agent received 280,000 Agent's warrants (fair value $146,808) exercisable at any time up to 18 months following the closing of the private placement at an exercise price of $1.50 per share;

Closed a non-brokered private placement of 12,800,000 units at a price of $1.25 per Unit for total gross proceeds of $16,000,000. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional share of the Company at a price of $1.85 until September 9, 2008;

In connection with the non-brokered private placement, paid a finder's fee of 5% of the gross proceeds and 426,950 warrants (fair value $223,857) exercisable at any time up to 18 months following the closing of the private placement at an exercise price of $1.50 per share; and

The Company also issued 1,114,631 (fair value $1,170,361) shares to Penoles to retire the acquisition liability *(Note 6).*

(c) Stock based compensation

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.

During the period ended June 30, 2008 the change in stock options was as follows:

	2008	2007
Opening	**5,525,000**	3,075,000
Granted	**150,000**	2,500,000
Exercised	**-**	(475,000)
Expired	**(25,000)**	-
Options outstanding – End of period	**5,650,000**	5,100,000

The weighted average exercise price of the stock options outstanding at June 30, 2008 was $1.05 and the weighted average remaining life of the options is 2.90 years.

11. CAPITAL STOCK – continued

(c) Stock based compensation - continued

Stock options outstanding and exercisable as at June 30, 2008 are as follows:

Expiry Date	Exercise Price	Number of Shares
28 September 2008	$0.13	20,000
18 November 2008	$0.14	5,000
18 August 2011	$0.59	1,800,000
24 August 2011	$0.59	600,000
22 March 2012	$1.50	2,175,000
30 March 2012	$1.65	300,000
7 September 2009	$1.25	500,000
12 December 2012	$0.64	100,000
15 May 2013	$0.58	150,000
		5,650,000

The options granted during the period 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 periods of between two to five years.

As at June 30, 2008, 5,525,000 of the outstanding options have vested, leaving a balance of 125,000 remaining to vest.

For the period ended June 30, 2008, the Company applied the fair value method in accounting for all awards of stock options by using the Black-Scholes option pricing model. The Black-Scholes Option Pricing Model was created for use in estimating the fair value of freely tradable fully transferable options. The Company's stock options have characteristics significantly different from those of traded options and, because changes in the highly subjective input assumptions can materially affect the calculated values, management believes that the accepted Black-Scholes model does not necessarily provide a reliable measure of the fair value of the Company's stock option awards.

For the period ended June 30, 2008 the stock-based compensation expense was $112,000 (2007 - $2,863,000). The fair value of stock options granted as above is calculated using the following weighted average assumptions:

	2008	2007
Risk free interest rate	**3.14%**	4.03%
Expected stock price volatility	**96.18%**	101.29%
Expected dividend yield	**0.00%**	0.00%
Expected option life in years	**5.0**	4.5

11. CAPITAL STOCK - *continued*

(d) Contributed surplus

During the period ended June 30, 2008 the change in contributed surplus was as follows

	2008	2007
Balance - Beginning of period	$ **4,679,823**	$ 1,555,853
Fair value of stock-based compensation	**112,000**	2,863,621
Fair value of warrants exercised	**(293,099)**	-
Fair value of stock options exercised	**-**	(213,613)
Balance - End of period	$ **4,498,724**	$ 4,205,861

(e) Share purchase warrants

During the periods ended June 30, 2008 the change in share purchase warrants was as follows:

	2008	2007
Balance - Beginning of period	**10,106,950**	1,000,000
Issued	**-**	9,106,950
Exercised	**(1,000,000)**	-
Balance - End of period	**9,106,950**	10,106,950

The weighted average exercise price of share purchase warrants outstanding at June 30, 2008 was $1.82 and the weighted average life of the share purchase warrants outstanding at June 30, 2008 was 0.36 years

Share purchase warrants outstanding as at June 30, 2008 are as follows:

Expiry Date	Exercise Price	Number of Warrants
September 7, 2008	$1.85	2,000,000
September 9, 2008	$1.85	6,400,000
September 9, 2008	$1.50	706,950
		9,106,950

12. RELATED PARTY TRANSACTIONS

During the 6 month period ended June 30, 2008, the Company paid or accrued

Management fees of $109,000 (2007 - $138,000) to a company controlled by common directors;
Administrative management fees of $240,000 (2007 - $Nil) to a company controlled by a director;
Technical, geological and consulting services of $84,000 (2007 - $41,000) to a company controlled by a director;
Consulting fees of $42,000 (2007 - $) to officers or a company controlled by an officer.

As at June 30, 2008:

Prepaid expenses and deposits included an amount of $9,000 (Dec 31, 2007 - $9,000)for management fees paid to a company controlled by common directors;
Accounts payable included $12,000 (December 31, 2007 - $1,000) to an officer and to a company controlled by a director.

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

13. SALES AND ECONOMIC DEPENDENCE

Details of sales generated from customers that individually account for approximately 10% or more of consolidated sales are as follows:

Number of large customers	**1**
Amount of sales to large customers	**4,502,326**
Total consolidated sales	**4,502,326**
Total percentage of consolidated sales generated from large customers	**100%**

The Company has signed an exclusive multi-year sales agreement for the sale of all or substantially all of its copper and zinc concentrate from the La Negra mine *(Note 14)*. The Company is economically dependent upon a single customer and upon the successful renewal or replacement of this contract at economic rates.

14. COMMITMENTS

Supply agreement

On November 14, 2006, Minera La Negra signed a purchase contract with Trafigura Beheer B.V. (“Trafigura”) whereby Trafigura agreed to purchase 100%, evenly spread from January to December, of copper concentrate to be produced during the years 2007, 2008 and 2009 by the La Negra Mine. Production is estimated to be 8,000 to 10,000 tonnes per year for prices based on the published prices in the Metal Bulletin in London in US dollars *(Note 8).*

Acquisition of Rosario property

The Company has commitments, through its subsidiary Aurcana de Mexico S.A. de C.S.V., on the acquisition of the Rosario property requiring payment of US$1,250,000 on each of February 7, 2008 *(paid)* and 2009. *(Notes 7 and 8)*.

Office Lease

Effective May 1, 2007, the Company executed a lease for new office space for a period of 36 months, expiring on May 31, 2010. The minimum annual payments are as follows:

2008	$	49,331
2009	$	50,391
2010	$	21,180

15. SUBSEQUENT EVENT

Subsequent to the period end, Aurcana closed the acquisition of 100% of the Shafter silver mine (Shafter) from Silver Standard Resources Inc. (Silver Standard). Shafter is located in Presidio County, southwest Texas.

To acquire Shafter Aurcana paid Silver Standard US $23 million in cash; issued 15 million Aurcana common shares; and issued a $10 million convertible debenture paying a 3% coupon with a three year term and convertible into 6.62 million Aurcana common shares at $1.51 per share.

Canaccord Capital Corporation acted as financial advisor to the Company on the Silver Wheaton deal for a financial advisory fee of 2.5% of the $25,000,000 cash payment payable through the issuance of 1,040,000 common shares of the Company (issued).

16. RESTATEMENT TO FINANCIAL STATEMENTS

During the preparation of the consolidated financial statements for the year ended December 31, 2008, the Company determined that the effects of drastically falling concentrate prices, which commenced in the second quarter, had materially affected the quarterly results for the 2008 fiscal year. The misstatement was a result of the length of time required to settle on the final price and grade of concentrate sales from the La Negra mine under the terms of the contract then in effect. The contract allowed for the final sale price to be set based on prices in existence several months after the original sale was completed.

Additional changes were made to reflect other non-material items found during the preparation of the consolidated financial statements for the year ended December 31, 2008. The format of theses financials has also been amended to reflect the presentation in effect as of the 2008 year end.

These financial statements have been restated to give effect to the revalued invoices for the period, resulting in the following changes to the financial statements:

		Previously Reported		Restated		Adjustments
Consolidated Balance Sheet						
Total Assets	$	58,325,868	$	56,533,781	$	(1,792,087)
Total Liabilities		29,804,139		30,062,639		258,500
Shareholders' Equity	$	28,521,729	$	26,471,141	$	(2,050,588)
For the 6 months ended June 30, 2008						
Sales	$	6,552,913	$	4,502,326	$	(2,050,587)
Gross Margin (loss)		1,484,772		(565,815)		(2,050,587)
Expenses		(2,996,386)		(2,889,627)		106,759
Net Loss	$	(1,400,662)	$	(3,344,490)	$	(1,943,828)
For the 3 months ended June 30, 2008						
Sales	$	3,205,640	$	1,155,053	$	(2,050,587)
Gross Margin (loss)		448,962		(1,601,625)		(2,050,587)
Expenses		(1,494,102)		(1,387,343)		106,759
Net Loss	$	(962,245)	$	(2,906,073)	$	(1,943,828)