HULDRA SILVER INC.

Condensed Consolidated Interim Financial Statements

For the three and six months ended June 30, 2011 and 2010

HULDRA SILVER INC.
Condensed Consolidated Interim Statements of Financial Position
(Unaudited)
(Expressed in Canadian dollars)

	Note	June 30, 2011	December 31, 2010	January 1, 2010
Assets			(Note 16)	(Note 16)
Current assets				
Cash and cash equivalents		$ 1,485,269	$ 1,998,259	$ 17,268
Short term investments	4	20,000	300,000	-
Amounts Receivable		419,715	108,687	272
Prepaid expenses and other assets		113,708	18,857	1,795
		2,038,692	**2,425,803**	**19,335**
Non-current assets				
Property, Plant, & Equipment	5	9,821,559	20,454	673
Mineral Interests	6	286,437	86,437	86,437
Restricted Cash	8	60,000	60,000	10,000
Total assets		**$ 12,206,688**	**$ 2,592,694**	**$ 116,445**
Liabilities				
Current liabilities				
Accounts payable and accrued liabilities		$ 619,212	$ 51,323	$ 47,182
Current portion of Waterton derivative liability	9	32,276	-	-
Current portion of Waterton debt obligation	9	694,630	-	-
Warrant liability	9	925,428		
Current portion of Craigmont obligation	5	3,000,000	-	-
Due to related parties		64	64	5,362
		5,271,610	**51,387**	**52,544**
Non-current liabilities				
Asset retirement obligation		925,000	25,000	25,000
Long term portion of Waterton derivative liability		147,724	-	-
Long term portion of Waterton debt obligation	9	865,804	-	-
Long term portion of Craigmont obligation	5	2,283,583	-	-
Total Liabilities		**9,493,721**	**76,387**	**77,544**
Equity				
Shareholders' equity				
Share capital	10 a)	10,223,815	9,165,723	6,531,388
Share-based payments reserve	11	817,318	342,110	81,404
Accumulated Deficit		(8,328,166)	(6,991,526)	(6,573,891)
Total Equity		2,712,967	**2,516,307**	**38,901**
Total liabilities and equity		**$ 12,206,688**	**$ 2,592,694**	**$ 116,445**

Ryan Sharp (signed) Director ***Garth Braun (signed)*** Director

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

HULDRA SILVER INC.
Condensed Consolidated Interim Statements of Operations and Comprehensive Loss (Unaudited)
(Expressed in Canadian dollars)

		Three Months Ended June 30		Six Months Ended June 30,	
	Note	**2011**	**2010**	**2011**	**2010**
			(Note 16)		**(Note 16)**
Operating Expenses					
Exploration Costs	6	$ 286,749	$ 6,897	$ 372,738	$ 9,093
Salaries and benefits		32,745	—	43,810	—
Share-based compensation expense	11	379,176	143,631	534,800	244,983
Professional fees		57,172	18,029	86,851	29,506
Management fees	12	24,000	3,000	47,000	6,000
Consulting fees	12	19,000	12,000	50,000	16,000
Office and general	12	27,197	6,224	41,896	7,162
Travel		5,067	—	14,429	—
Regulatory fees		3,787	1,677	11,526	6,136
Transfer agent fees		1,940	2,104	4,286	2,964
Rent	12	7,500	—	15,000	—
Vehicle expenses		1,719	—	3,103	—
Depreciation		(958)	50	591	100
Operating Loss Before Other Items		(845,094)	(193,612)	(1,226,030)	(321,944)
Other Items					
Finance costs		(41,171)	(98)	(35,515)	(170)
Unrealized loss on warrant liability	9	(75,095)	—	(75,095)	—
Net Loss and Comprehensive Loss for the Period		$ (961,360)	$ (193,710)	$ (1,336,640)	$ (322,114)
Loss Per Share – Basic and Diluted		$ (0.05)	$ (0.02)	$ (0.08)	$ (0.03)
Weighted Average Number of Common Shares Outstanding		18,140,316	11,711,442	17,756,857	10,519,602

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

HULDRA SILVER INC.
Condensed Consolidated Interim Statements of Cash Flows
(Unaudited)
(Expressed in Canadian dollars)

	Note	Six Months Ended June 30 2011	2010 (Note 16)
Operating Activities			
Net loss for the period		$ (1,336,640)	$ (322,114)
Adjustments for:			
Share-based compensation expense	11	534,800	244,983
Depreciation		5,626	100
Non-cash interest expense	9	41,035	—
Unrealized loss on warrant liability	9	75,095	—
Changes in non-cash working capital items			
Amounts receivable		(311,028)	(4,867)
Prepaid expenses and other receivables		(94,851)	(2,286)
Accounts payable and other accrued liabilities		337,889	(31,844)
Cash Used in Operating Activities		(748,074)	(116,028)
Investing Activities			
Acquisition of land, permits and mineral rights	5	(715,210)	—
Reclamation deposits		—	(50,000)
Purchase of property, plant, and equipment		(2,257,938)	(1,085)
Purchase of short term investment		(20,000)	—
Redemption of short term investment		300,000	—
Cash Used in Investing Activities		(2,693,148)	(51,085)
Financing Activities			
Due to directors		—	(42)
Issuance of share capital, net of share issuance costs		—	725,740
Proceeds from Waterton Credit Facility, net of cash borrowing costs		2,679,732	—
Proceeds from exercise of stock options		91,750	—
Proceeds from exercise of warrants		156,750	—
Cash Provided by financing activities		2,928,232	725,698
Net change in Cash and Cash equivalents for the Period		(512,990)	558,585
Cash and cash equivalents, Beginning of period		1,998,259	17,268
Cash and Cash equivalents, End of period		$ 1,485,269	$ 575,853
Supplemental cash flow information on non-cash transactions	14		

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

HULDRA SILVER INC.
Condensed Consolidated Interim Statements of Changes in Equity
(Unaudited)
(Expressed in Canadian dollars)

	Number of Common Shares	Share Capital	Share-based Payments Reserve	Accumulated Deficit	Total Equity
Balance, January 1, 2010	9,314,519	$ 6,531,388	$ 81,404	$ (6,573,891)	$ 38,901
Equity offering, net of issuance costs	3,895,000	725,740	-	-	725,740
Share-based compensation	-	-	244,983	-	244,983
Net loss for the period	-	-	-	(322,114)	(322,114)
Balance, June 30, 2010	13,209,519	7,257,128	326,387	(6,896,005)	687,510
Balance, January 1, 2011	**17,228,499**	**$ 9,165,723**	**$ 342,110**	**$(6,991,526)**	**$ 2,516,307**
Common shares issued for cash:					
Stock options exercised	340,000	91,750	-	-	91,750
Warrants exercised	316,000	156,750	-	-	156,750
Transfer to share capital on exercise of warrants	-	9,258	(9,258)	-	-
Transfer to share capital on exercise of stock options	-	50,334	(50,334)	-	-
Common shares issued for land purchase	130,765	150,000	-	-	150,000
Common shares issued for land, permits, mineral claims and mineral leases purchase	372,000	500,000	-	-	500,000
Common shares issued upon execution of Credit Agreement	90,909	100,000	-	-	100,000
Share-based compensation			534,800	-	534,800
Net loss for the period	-	-	-	(1,336,640)	(1,336,640)
Balance, June 30, 2011	**18,478,173**	**$ 10,223,815**	**$ 817,318**	**$(8,328,166)**	**$ 2,712,967**

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

1. NATURE OF OPERATIONS

Huldra Silver Inc. (the "Company" or "Huldra") is a junior mining company engaged in the business of identification, acquisition and exploration of mineral property interests. The Company's head office is located at # 610 - 837 West Hastings Street, Vancouver, B.C.

Huldra is a publicly listed company registered under the Business Corporation Act of British Columbia. The Company is listed on the TSX Venture Exchange and trades under the symbol "HDA.V".

The recoverability of the amounts shown for resource properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of the properties, and upon future profitable production or proceeds from the disposition thereof.

The Company had an accumulated deficit of $8,328,166 as at June 30, 2011 (December 31, 2010 - $6,991,526). To date, operating losses have been funded primarily by proceeds from non-brokered private placements, a credit agreement entered into with Waterton Global Value, L.P. (Note 9) and a brokered private placement of 6,476,880 special warrants and 2,113,366 flow-through special warrants that was completed pursuant to an agency agreement dated July 14, 2011 (Note 15).

2. BASIS OF PRESENTATION

i) Statement of compliance and conversion to International Financial Reporting Standards

The Canadian Accounting Standards Board confirmed in February 2008 that International Financial Reporting Standards ("IFRS") will replace Canadian Generally Accepted Accounting Principles ("Canadian GAAP") for publicly accountable enterprises for financial periods beginning on and after January 1, 2011.

These condensed consolidated interim financial statements for the three and six month periods ended June 30, 2011 have been prepared in accordance with IAS 34 Interim Financial Reporting.

The policies applied in these condensed consolidated interim financial statements are based on IFRS issued and outstanding as of August 24, 2011, the date the Board of Directors approved the statements. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2011 could result in a restatement of these condensed consolidated interim financial statements, including the transition adjustments recognized on change-over to IFRS.

These condensed consolidated interim financial statements should be read in conjunction with the Company's 2010 annual financial statements and the explanation of how the transition to IFRS has affected the reported financial position, financial performance, and cash flows of the Company provided in Note 16.

ii) Basis of consolidation

These condensed consolidated interim financial statements include the accounts of the Company and its wholly-owned subsidiaries, 0906262 B.C. Ltd, 0913103 B.C. Ltd. and 0307443 B.C. Ltd. (formerly Craigmont Holdings Ltd.). All inter-company balances and transactions are eliminated on consolidation.

iii) Basis of measurement

These condensed consolidated interim financial statements are presented in Canadian dollars, which is also the Company's functional currency and have been prepared on a historical cost basis, except for the Waterton derivative liabilities and the warrant liability, both of which are carried at fair value.

iv) Use of Estimates and Judgments

The preparation of the condensed consolidated interim financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed consolidated interim financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the assumptions used in assigning value to the land, permits and mineral rights acquired upon the acquisition of Craigmont Holdings Ltd., the valuation of the Waterton debt obligation, the valuation of the Waterton derivative liabilities, the valuation of the warrants issued to Waterton, the assessment for impairment and useful life of mineral interests and milling and other permits, the estimate of asset retirement obligations, and the assumptions used in determining the fair value of share-based compensation.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in preparing the opening balance sheet at January 1, 2010 for purposes of transition to IFRS.

i) Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand and all highly liquid investments that are readily convertible into cash with maturity dates not exceeding 90 days from the date of issuance.

ii) Property, plant and equipment

On initial recognition, property, plant and equipment ("PPE") are valued at cost, being the purchase price and directly attributable costs of acquisition or construction required to bring the asset to the location and condition necessary to be capable of operating in the manner intended by the Company, including appropriate borrowing costs and the estimated present value of any future unavoidable costs of dismantling and removing items.

Property, plant and equipment is subsequently stated at cost less accumulated depreciation, less any accumulated impairment losses, with the exception of land which is not depreciated.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost can be measured reliably. The carrying amount of a replaced asset is derecognized when replaced. Repairs and maintenance costs are charged to the statement of operations and comprehensive loss during the financial period in which they are incurred.

The Company allocates the amount initially recognized in respect of an item of property, plant, and equipment to its significant parts and depreciates separately each part. Residual values, method of depreciation and useful lives of the assets are reviewed annually and adjusted if appropriate.

Gains and losses on disposal of an item of property, plant, and equipment are determined by comparing the proceeds from disposal with the carrying amount of the asset and are recognized within other gains and losses in the statement of operations and comprehensive loss.

Property, plant and equipment are depreciated using the following methods:

Automotive equipment	30% declining balance
Furniture and office equipment	20% declining balance
Computers	20% declining balance
Heavy machinery and equipment	5 years straight-line
Camp and other site infrastructure	5 years straight-line

iii) Impairment of non-financial assets

At the date of each statement of financial position, the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. Where the asset does not generate cash flows that are independent from other assets, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

An asset's recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset or cash generating unit is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the statement of operations and comprehensive loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the statement of operations and comprehensive loss.

iv) Mineral Interests

The Company follows the method of accounting for its mineral interests whereby all costs related to acquisition and site restoration are capitalized by project, net of recoveries received. The amounts shown as mineral interests represent costs incurred to date less amounts written off, and do not necessarily represent present or future values. These costs will be amortized against revenue from future production or written off if the interest is abandoned or sold. The ultimate recoverability of amounts capitalized for mineral interests is dependent upon the delineation of economically recoverable ore reserves, the Company's ability to obtain the necessary financing to complete development and realize profitable production or proceeds from the disposition thereof. Management's estimates of recoverability of the Company's investment in various mineral interests have been based on current conditions. However, it is reasonably possible that changes could occur in the near term which could adversely affect management's estimates and may result in future write downs of capitalized property carrying values.

v) Restricted Cash

Cash is considered to be restricted as it is subject to rights of a government agency.

vi) Exploration and Evaluation Expenditures

Exploration and evaluation expenditures ("E&E") excluding mineral interest acquisition and site restoration costs are charged to the statement of operations and comprehensive loss as incurred. When it has been established that a mineral deposit is commercially mineable and a decision has been made to formulate a mining plan (which occurs upon completion of a positive economic analysis of the mineral deposit), the costs subsequently incurred to develop the mine on the property prior to the start of the mining operations are capitalized. Any recoveries received that relate to exploration costs are recorded as a recovery of such costs.

vii) Borrowing costs

Interest and financing costs on debt or other liabilities that are directly attributable to the acquisition, construction and development of a qualifying asset are capitalized to the asset.

On commencement of commercial production, the interest and financing costs are amortized over the life of the mine. All other borrowing costs are expensed as incurred.

viii) Financial Instruments

Financial assets and financial liabilities are recognized on the statement of financial position when the Company becomes a party to the contractual provisions of the financial instrument.

Financial assets

Financial assets are classified into one of the following categories, depending on the purpose for which the asset was acquired. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or financial assets acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statements of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss.

Loans and receivables - These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are classified as current assets or non-current assets based on their maturity date. They are carried at amortized cost using the effective interest rate method less any provision for impairment. Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. The Company's cash and cash equivalents, short-term investments, accounts receivable and restricted cash are included in this category of financial assets.

Held-to-maturity investments - These assets are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Company's management has the positive intention and ability to hold to maturity. These assets are measured at amortized cost using the effective interest rate method. If there is objective evidence that the investment is impaired, determined by reference to external credit ratings and other relevant indicators, the financial asset is measured at the present value of estimated future cash flows. Any changes to the carrying amount of the investment, including impairment losses, are recognized in the statement of operations and comprehensive income or loss. At June 30, 2011, the Company has not classified any financial assets as held-to-maturity investments.

Available-for-sale investments - Non-derivative financial assets not included in the above categories are classified as available-for- sale. They are carried at fair value with changes in fair value recognized as other comprehensive income and classified as a component of equity. Where a decline in the fair value of an available-for-sale financial asset constitutes objective evidence of impairment, the amount of the loss is removed from equity and recognized in the statement of operations and comprehensive loss. When financial assets classified as available-for-sale are sold, the accumulated fair-value adjustments recognized in other comprehensive income are included in the statement of operations and comprehensive loss. At June 30, 2011, the Company has not classified any financial assets as available-for sale.

All financial assets except for those classified as fair value through profit or loss are subject to review for impairment at least at each reporting date. Financial assets are impaired when there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described above.

Financial liabilities

The Company classifies its financial liabilities into one of two categories, depending on the purpose for which the liability was incurred. The Company's accounting policy for each category is as follows:

Fair value through profit or loss - This category comprises derivatives, or liabilities acquired or incurred principally for the purpose of selling or repurchasing in the near term. They are carried in the statement of financial position at fair value with changes in fair value recognized in the statement of operations and comprehensive loss. At June 30, 2011, the Company has classified the derivative liabilities and the warrant liability associated with the Waterton debt in this category.

Other financial liabilities: This category includes due to directors, accounts payable and accrued liabilities and the Craigmont obligation, all of which are recognized at amortized cost using the effective interest method.

Transaction costs in respect of financial instruments at fair value through profit or loss *are* recognized in the statement of operations and comprehensive loss immediately, while transaction costs associated with all other financial instruments included in the initial measurement of the financial instrument.

ix) Share capital

Common shares are classified as equity. Incremental costs directly attributable to the issue of common shares and share options are recognized as a deduction from equity, net of tax, from the proceeds.

x) Share-based payments

The Company has a share option plan that is described in Note 11 i). The share option plan allows Company employees and consultants to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee.

Options issued to Employees and others providing similar services

The fair value of employee options are measured at grant date, and each tranche is recognized using the graded vesting method over the period during which the options vest. The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise, the term of the option, the impact of dilution, the share price at grant date and expected volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Options issued to Non-Employees

Options issued to non-employees are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services cannot be estimated reliably, the options are measured by determining the fair value of the options granted, using a Black-Scholes option pricing model.

xi) Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in the statement of operations and comprehensive loss except to the extent that it relates to items recognized directly in equity, in which case the income tax is also directly recognized as equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustments to tax payable in respect of previous years.

Deferred tax is provided using the statement of financial position method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. To the extent that the Company does not consider it probable that a future tax asset will be recovered, it provides a valuation allowance against that excess.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset, and they relate to the income taxes levied by the same tax authority and the Company intends to settle current tax liabilities and assets on a net basis or their tax assets and tax liabilities will be realized simultaneously.

Deferred income tax liabilities are recognized for all taxable temporary differences, except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit.

xii) Provisions

Provisions are recognized where a legal or constructive obligation has been incurred as a result of past events; it is probable that an outflow of resources embodying economic benefit will be required to settle the obligation; and a reliable estimate of the amount of the obligation can be made. If material, provisions are measured at the present value of the expenditures expected to be required to settle the obligation. The increase in any provision due to passage of time is recognized as finance costs in the statement of operations and comprehensive loss.

xiii) Asset retirement obligation

The Company records the present value of estimated costs of legal and constructive obligations required to restore the site in the period in which the obligation is incurred. The nature of these restoration activities include dismantling and removing structures, rehabilitating mines and tailings dam, dismantling facilities, closure of plant and waste sites and restoration, reclamation and re-vegetation of affected areas.

The future obligation for mine closure activities are estimated by the Company using mine closure plans or other similar studies which outline the requirements that will be carried out to meet the obligations. Since the obligations are dependent on the laws and regulations of the countries in which the mines operate, the requirements could change as a result of amendments in the laws and regulations relating to environmental protection and other legislation affecting resource companies.

As the estimate of the obligations is based on future expectations, a number of assumptions and judgments are made by management in the determination of closure provisions. The closure provisions are more uncertain the further into the future the mine closure activities are to be carried out.

The present value of decommissioning and site restoration costs are recorded as a long-term liability. The provision is discounted using a nominal, risk free pre-tax discount rate. Charges for accretion and restoration expenditures are recorded as operating activities. In subsequent periods, the carrying amount of the liability is accreted by a charge to the statement of operations and comprehensive loss to reflect the passage of time and the liability is adjusted to reflect any changes in the timing of the underlying future cash flows.

Changes to the obligation resulting from any revisions to the timing or amount of the original estimate of undiscounted cash flows are recognized as an increase or decrease in the decommissioning provision, and a corresponding change in the carrying amount of the related long-lived asset. Where rehabilitation is conducted systematically over the life of the operation, rather than at the time of closure, or provision is made for the estimated outstanding continuous rehabilitation work at each balance sheet date the cost is charged to the statement of operations and comprehensive loss.

Costs for restoration of subsequent site damage which is created on an ongoing basis during production are provided for at their net present values and charged against the statement of operations and comprehensive loss as extraction progresses.

Loss per Share

Basic and diluted loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. For all periods presented, the loss available to common shareholders equals the reported loss. Diluted loss per share does not adjust the loss attributable to common shareholders when the effect is anti-dilutive.

As the Company incurred net losses in all periods presented, the stock options and stock warrants as disclosed in Notes 10 and 11 respectively, were not included in the computation of diluted loss per share as their inclusion would be anti-dilutive.

xiv) New accounting standards and interpretations not yet adopted

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated financial statements.

IFRS 9 "Financial Instruments" replaces the current standard IAS 39: Financial Instruments: Recognition and Measurement, replacing the current classification and measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value.

IFRS 10, "Consolidated Financial Statements", builds on existing principles and standards and identifies the concept of control as the determining factor in whether an entity should be included with the consolidated financial statements of the parent company.

IFRS 11, "Joint Arrangements", established the principles for financial reporting entities when they have an interest in arrangements that are jointly controlled.

IFRS 12, "Disclosure of Interest in Other Entities", provides the disclosure requirements for interests held in other entities including joint arrangements, associates, special purpose entities and other off-balance sheet entities.

IFRS 13, "Fair Value Measurement", defines fair value and requires disclosure about fair value measurements and provides a framework for measuring fair value when it is required or permitted within the IFRS standards.

4. SHORT TERM INVESTMENTS

	June 30, 2011	December 31, 2010
Guaranteed Investment Certificate, Bank of Montreal	$ 20,000	$300,000

5. PROPERTY, PLANT AND EQUIPMENT

	Land and Permits $	Camp and Other Site Infrastructure $	Ore Processing Mill Deposit $	Heavy Machinery and Equipment $	Computer $	Furniture and Office Equipment $	TOTAL $
Cost							
Balance at January 1, 2010	—	—	—	—	1,615	—	1,615
Additions	—	—	—	20,020	1,736	1,605	23,361
Balance at December 31, 2010	—	—	—	20,020	3,351	1,605	24,976
Additions	7,552,293	491,556	1,566,831	191,384	2,841	1,826	9,806,731
Balance at June 30, 2011	7,552,293	491,556	1,566,831	211,404	6,192	3,431	9,831,707
Accumulated Depreciation							
Balance at January 1, 2010	—	—	—	—	942	—	942
Depreciation for the period	—	—	—	2,958	462	160	3,580
Balance at December 31, 2010	—	—	—	2,958	1,404	160	4,522
Depreciation for the period	—	347	—	4,728	323	228	5,626
Balance at June 30, 2011	—	347	—	7,686	1,727	388	10,148
Carrying Amounts							
At January 1, 2010	—	—	—	—	673	—	673
At December 31, 2010	—	—	—	17,062	1,947	1,445	20,454
At June 30, 2011	7,552,293	491,209	1,566,831	203,718	4,465	3,043	9,821,559

On February 24, 2011, the Company, under a purchase and sale agreement, completed the acquisition of four district lots located at Treasure Mountain, British Columbia for a total consideration of $350,000 consisting of $200,000 cash and 130,765 common shares of the Company having a total value of $150,000. Additionally, property transfer tax paid of $3,500 was added to the cost base.

The Company announced on May 5, 2011 that it has closed the definitive strategic acquisition agreement dated March 30, 2011 with Craigmont Holdings Ltd. ("Craigmont") and a wholly-owned subsidiary of the Company whereby the Company acquired 100% of the shares of Craigmont. The Company paid the vendor consideration consisting of cash of $500,000, the issuance of 372,000 shares of the Company with a value of $500,000 and the granting of a non-interest bearing vendor mortgage where $3,000,000 is payable on January 31, 2012 and $3,100,000 (net of estimated environmental remediation costs of $900,000) is payable on January 31, 2013. Because the vendor mortgage is non-interest bearing, the Company discounted the repayment amounts at a discount rate of 14%, such that the amount recorded for the mortgage on the date of the transaction was $5,164,724. This value will be accreted to face value and capitalized as a borrowing cost relating to the acquisition of the assets acquired at a rate of 14% over the term of the mortgage. With regards to the allocation of consideration, the Company has allocated $7,064,724 to land and permits, $900,000 to asset retirement obligation (see Note 7), $200,000 to mineral claims and $200,000 to accrued liabilities relating to the continuing interest retained by the vendors in the mineral claims.

In connection with the closing of the acquisition of Craigmont, the Company caused Craigmont to grant to the vendors a guarantee of the obligation of the Company to pay the amounts outstanding to the vendors; and a mortgage in favour of the vendors over the seven parcels of land owned by Craigmont as security for such guarantee. The vendors agreed that, upon payment of the second $3,000,000 payment due to the vendors under the purchase agreement, the vendors will discharge the mortgage with respect to all of the parcels of land except for two parcels. Until such second payment is made, the Company is not entitled to cause any secondary charges to be placed on the titles to any of the mortgaged parcels of land. The vendors will continue to hold a mortgage over those two parcels until the balance of the cash consideration owing under the purchase agreement is paid to the vendors.

On June 21, 2011, the Company announced that it has entered into a Purchase and Service Agreement with Canadian Royal Mining Corporation of Chilliwack, B.C., to acquire a two hundred (200) ton per day modular silver, lead, zinc process plant. The mill is expected to be delivered to the Company's milling property in Merritt, B.C., in the third quarter of 2011 and will take approximately three months to commission and assemble. To date, the Company has made a payment in the amount of $1,555,927 to Canadian Royal Mining Corporation representing approximately 30% of the cost to manufacture. The remaining amount due on the Purchase and Service Agreement is $3,630,495. Of this amount, 50% is payable when equipment manufacturing has been completed and the remaining 20% is payable when the mill is delivered.

6. MINERAL INTERESTS

Upon incorporation in 1980, the Company acquired from two directors in consideration of 750,000 vendor's shares, a 100% interest in 38 mineral claims at Treasure Mountain, located 27 km east of Hope, B.C. These 38 mineral claims, or their subsequent conversions, covering the area of the developed vein deposit, the projected vein extensions and several other exploration targets, have been maintained in continuous good standing since 1980. In May 2011, the Company acquired a 100% interest in 20 mineral claims and 10 mineral leases through its 100% share acquisition of Craigmont Holdings Ltd.

The Company's group of claims consists of the following:

	June 30, 2011 $	December 31, 2010 $	January 1, 2010 $
a) The Company acquired from its directors the Treasure Mountain group of claims located in the Similkameen Mining Division of British Columbia for a consideration of 750,000 vendors' shares at $0.01 per share.	7,500	7,500	7,500
b) The Company acquired a Crown Grant mineral claim to Lot 1210 in the Yale Mining Division contiguous to the Treasure Mountain Claims known as the "Eureka" for a cash consideration of $14,437.	14,437	14,437	14,437
c) The Company acquired the surface rights to Lot 1209 located in the Yale Mining Division of British Columbia known as the "Whynot Fraction" for a consideration of $39,500.	39,500	39,500	39,500
d) The Company acquired 20 mineral claims and 10 mineral leases as part of its 100% share acquisition of Craigmont Holdings Ltd. Of the total consideration, $200,000 was allocated to the mineral claims and mineral leases.	200,000	-	-
e) Provision for reclamation.	25,000	25,000	25,000
	286,437	86,437	86,437

Cumulative exploration costs incurred are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011 $	**2010** $	**2011** $	**2010** $
EXPLORATION COSTS, beginning of period	5,970,229	5,801,912	5,884,240	5,799,716
Costs incurred during the period				
Engineering	14,510	3,000	18,470	4,890
Insurance	2,620	332	2,934	638
Meals and travel living allowance	2,370	921	2,822	921
Property tax	—	267	158	267
Assessment work	22	1,078	709	1,078
Recording fees	—	500	—	500
Exploration supplies and camp expenses	32,746	799	32,746	799
Water sampling	6,530	—	6,530	—
Salaries and benefits	30,314	—	30,314	—
Construction planning	23,576	—	48,326	—
Fuel and propane	10,656	—	10,656	—
Vehicle	21,298	—	23,610	—
Depreciation	5,035	—	5,035	—
Permitting	900	—	54,256	—
Metallurgical	13,200	—	13,200	—
Road rehabilitation	87,368	—	87,368	—
Drilling	16,275	—	16,275	—
Surveying	5,460	—	5,460	—
Tenure lease	393	—	393	—
Freight	6,257	—	6,257	—
Data compilation and field program	7,219	—	7,219	—
Total costs incurred during the period	286,749	6,897	372,738	9,093
CUMULATIVE EXPLORATION COSTS, end of period	6,256,978	5,808,809	6,256,978	5,808,809

7. ASSET RETIREMENT OBLIGATION

As part of the acquisition of Craigmont Holdings Ltd., the Company assumed the asset retirement obligation relating to the Craigmont property. Based on costs negotiated with the vendor, and a prior study of the costs to be incurred that was performed in 2002, management has currently estimated the cost to remediate the Craigmont property at $900,000.

As part of the acquisition agreement, the Company has agreed to commission a detailed study of the costs required to remediate the Craigmont property by January 2012. If the cost estimated as a result of this study is less than $900,000, then the difference is payable to the vendors. If the cost estimated is higher than $900,000, the Company is responsible for the excess. Due to the length of time since the preparation of the prior study, the adjustment to the cost estimate once the study required pursuant to the acquisition agreement is completed could be significant.

8. RESTRICTED CASH

The Company has in place deposits amounting to $60,000 as at June 30, 2011 (December 31, 2010 - $60,000) registered in the name of the British Columbia Ministry of Finance as security for its mining permit and for reclamation clean up.

9. WATERTON DEBT

On June 17, 2011, the Company announced that it has entered into a credit agreement dated June 16, 2011 (the “Credit Agreement”) with Waterton Global Value, L.P. (“Waterton”) pursuant to which Waterton has agreed to make a $10,000,000 credit facility (the “Credit Facility”) available to the Company. The Credit Facility may be drawn down, at the Company’s option, in up to four advances, with the first advance consisting of $3,000,000, the second advance consisting of $2,000,000 and each of the third and fourth advances consisting of $2,500,000. Provision of any advances under the Credit Facility by Waterton will be subject to the satisfaction or waiver of certain conditions as set out in the Credit Agreement.

The advances may be drawn down by the Company at any time until May 31, 2012 and all amounts outstanding must be repaid on a monthly basis during the period from May 2012 to April 2013. If the price of silver exceeds $27.50 per ounce on a given repayment date, an additional amount is required to be paid (the “silver adjustment provision”). In addition, the Company may prepay any portion of the amounts borrowed at any time, and, is required to repay the amounts borrowed immediately in the event of the change in control. Because the silver adjustment provision, the prepayment option, and the change in control requirement are not closely related to the underlying debt instrument, the Company has separately accounted for these features as derivative liabilities on a fair value basis.

In connection with the entry into the Credit Facility, the Company and its wholly-owned subsidiary 0906262 B.C. Ltd. agreed to grant Waterton security over substantially all of their assets to secure their repayment obligations under the Credit Facility. The Credit Facility is secured by guarantees provided by each of the Company and 0906262 B.C. Ltd.; general security agreements with the Company and 090262 B.C. Ltd. pursuant to which Waterton holds a security interest in all present and after-acquired personal property of the Company and 090262 B.C. Ltd.; and a debenture pursuant to which Waterton holds a charge over the real property and mineral claims comprising the Treasure Mountain Property.

On June 17, 2011, the Company borrowed the first advance of $3,000,000 under the Credit Agreement. As the silver adjustment provision, the prepayment option, and the change in control requirement are accounted for separately, the estimated value of these features of $180,000 has been deducted from the proceeds received and is characterized as the debt discount. Using the effective interest rate method and the 70.41% rate implicit in the calculation, the debt discount, together with the stated interest and transaction costs of $1,300,601 associated with the arrangement of the facility and the drawdown of the first advance, are accreted to face value as finance costs over the life of the agreement. The drawdown of future advances, along with the associated transaction costs and derivative liabilities, will be accounted for if and when such funds are borrowed. On July 28, 2011, the Company drew down the second advance of $2,000,000.

The Credit Facility requires the Company to satisfy certain covenants so long as any amount owing under the Credit Agreement remains unpaid or the Company has any obligation under the Credit Agreement, which among others include:

a) The Company shall not dispose of any asset (including, without limitation, any securities other than securities issued directly from the Company's treasury) other than (i) bona fide sales of inventory (including tailings produced at the Company's mining properties) in the ordinary course

of business for the purposes of carrying on the business and at fair market value, (ii) the sale of any asset (other than securities) which has no material economic value in the business and is obsolete provided the fair value of such asset does not exceed, when aggregated with the fair market value of all other assets sold, $100,000, (iii) any disposal to the extent that the related disposal proceeds are applied in repayment and/or repayment of the advances made under the Credit Facility, with the exception of certain assets as set out in the agreement.

b) The Company shall not declare, make or pay any dividend or other distribution on issued shares of the Company or any of its subsidiaries.

In connection with the agreement, the Company agreed to pay a one-time fee to Waterton of $100,000 and to reimburse Waterton $125,000 for costs it incurred. In addition, the Company incurred costs of $65,268. These costs have been accounted for as part of the transaction costs associated with the drawdown of the first advance.

In addition, the Company has agreed to pay Waterton a structuring fee in an amount equal to 1% of the principal amount of such advance. Accordingly, a fee of $30,000 has been recognized as a transaction cost in connection with the drawdown of the first advance. The Company has also agreed to issue Waterton a total of 2,200,000 share purchase warrants if all four advances are drawn. In connection with the drawdown of the first advance, 900,000 warrants were issued and the value associated with such warrants of $850,333 is included as part of the transaction costs associated with the first advance. Warrants issued in connection with the drawdown of future advances will be accounted for as transaction costs relating to the particular advance. There were no warrants issued in connection with the second advance on July 28, 2011. Each warrant issued as part of the first advance is exercisable into one common share of the Company at a price of $1.28 per share until June 16, 2016 unless, at the third anniversary of the warrant, the Company has produced at least 1,250,000 ounces of silver in the previous full fiscal year and the price of silver exceeds $35 per ounce, in which case, the exercise price increases to $1.54 per share. The exercise price of any additional warrants issued will be based on the market price of the Company's common shares on the day prior to such issuance and will also be subject to adjustment based on the same conditions as are in effect for the warrants issued in connection with the first advance. Because the future exercise price is dependent, in part, on the future price of silver, the warrants are classified as derivative liabilities.

Also, Bayfront Capital Partners Ltd. ("Bayfront") acted as placement agent in connection with the Credit Facility. The Company paid a placement fee of $30,000 to Bayfront, which equals 1% of the principal amount of the advance drawn down, and issued to Bayfront common shares of the Company having market value of $100,000. Accordingly, transaction costs related to this placement fee of $130,000 have been recognized.

As such, at issuance, the amount recorded as the Waterton debt obligation is outlined as follows:

Face value of the advance	$ 3,000,000
Less allocation of fair value to derivative liability	$ (180,000)
Carrying value of advance on issue	$ 2,820,000
Transaction costs	$ (1,300,601)
Net debt component of Waterton debt on issue	$ 1,519,399

As at June 30, 2011, the amount recorded as Waterton debt obligation is consisted of:

Net debt component of Waterton debt on issue	$ 1,519,399
Plus: interest expense	$ 41,035
	$ 1,560,434
Less: current portion of Waterton debt obligation	$ (694,630)
Long-term portion of Waterton debt obligation	$ 865,804

10. SHARE CAPITAL AND RESERVES

a) Common Shares

Authorized, Issued and Outstanding

During 2010, the authorized capital stock of the Company was changed from 50,000,000 common shares without par value to unlimited number of common shares without par value.

b) Share Purchase Warrants

The following is a summary of changes in warrants from January 1, 2010 to June 30, 2011:

	Number of Warrants	Weighted Average Exercise Price
Balance at January 1, 2010	700,000	$ 0.30
Issue of warrants	7,705,600	$ 0.53
Exercised warrants	(594,980)	$ 0.30
Expired warrants	(131,500)	$ 0.30
Balance at December 31, 2010	7,679,120	
Issue of warrants	900,000	$ 1.28
Exercised warrants	(316,000)	$ 0.50
Balance at June 30, 2011	8,263,120	

As at June 30, 2011, the Company had outstanding warrants as follows:

Security	Number	Exercise Price	Expiry Date
Warrants	3,770,000	$0.35	November 4, 2011
Warrants	183,320	$0.20	November 4, 2011
Warrants	1,663,000	$0.75	June 22, 2012
Warrants	1,625,000	$0.75	December 22, 2012
Warrants	61,800	$0.75	June 22, 2012
Warrants	60,000	$0.75	December 22, 2012
Warrants	900,000	$1.28	June 16, 2016
	8,263,120		

11. SHARE-BASED PAYMENTS

i) Stock Option Plan

The Company's Board of Directors approved the adoption of a Stock Option Plan (the "Plan") in accordance with the policies of the TSX Venture Exchange. The Board of Directors is authorized to grant options to directors, officers, consultants or employees. The exercise price of options granted under the Stock Option Plan shall be as determined by the Board of Directors when such options are granted, subject to any limitations imposed by any relevant stock exchange or regulatory authority.

The Company shall not grant options under the Plan which will, when exercised, exceed 10% of the issued and outstanding shares, and further subject to the applicable rules and regulations of all regulatory authorities to which the Company is subject, including the TSX Venture Exchange, provided that the number of Shares reserved for issuance, within any twelve month period;

a) to any one option holder shall not exceed 5% of the total number of issued Shares;

b) to any one consultant shall not exceed 2% in the aggregate of the total number of issued Shares, and

c) to all persons employed or engaged to provide investor relations activities shall not exceed 2% in the aggregate of the total number of issued Shares. In addition, options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than ¼ of the options vesting in any three month period.

If any option expires or otherwise terminates for any reason without having been exercised in full, the number of Shares which would have been acquired on the exercise of such option shall again be available for the purposes of the Plan.

The following is a summary of changes in stock options from January 1, 2010 to June 30, 2011:

	Number of Options	Weighted Average Exercise Price
Balance at January 1, 2010	100,000	$ 0.95
Issue of options	1,520,000	$ 0.33
Cancelled options	(100,000)	$ 0.95
Balance at December 31, 2010	1,520,000	
Issue of options	370,000	$ 1.29
Exercised options	(340,000)	$ 0.27
Balance at June 30, 2011	1,550,000	$ 0.58

As at June 30, 2011, the following stock options were outstanding and exercisable;

Number Outstanding	Number Exercisable	Exercise Price	Weighted Average Contractual Life (Years)	Expiry Date
540,000	540,000	$ 0.25	3.75	March 29, 2015
150,000	150,000	$ 0.25	3.83	May 4, 2015
290,000	290,000	$ 0.385	4.00	June 28, 2015
200,000	100,000	$ 0.66	4.50	December 22, 2015
90,000	90,000	$ 0.95	4.58	January 28, 2016
280,000	280,000	$ 1.40	4.83	May 2, 2016
1,550,000	1,450,000		4.15	

ii) Fair Value of Options Issued During the Period

The weighted average fair value at grant date of options granted during the three months ended June 30, 2011 was $1.21 per option (June 30, 2010: $0.30). The weighted average fair value at grant date of options granted during the six months ended June 30, 2011 was $1.13 per option (June 30, 2010: $0.19). These options vested immediately on the date of grant. None of the options granted allow for cash settlement.

Options issued to Employees and others providing similar services

The fair value at grant date is determined using a Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of the option.

Options issued to Non-Employees

Options issued to non-employees, are measured based on the fair value of the goods or services received, at the date of receiving those goods or services. If the fair value of the goods or services received cannot be estimated reliably, the options are measured by determining the fair value of the options granted, using a Black-Scholes option pricing model.

The model inputs for options granted during the six months ended June 30, 2011 included:

Grant Date	Expiry Date	Share Price at Grant Date $	Exercise Price $	Risk-Free Interest Rate	Expected Life	Volatility Factor	Dividend Yield
01/28/2011	01/28/2016	1.00	0.95	2.56%	60 months	130.66%	0%
05/02/2011	05/02/2016	1.40	1.40	2.65%	60 months	129.96%	0%

The Company expensed $379,176 during the three months ended June 30, 2011 (June 30, 2010: $143,631), and $534,800 during the six months ended June 30, 2011 (June 30, 2010: $244,993).

These amounts include an expense of nil and $12,100 for the three and six months ended June 30, 2011, related to 10,000 options granted to a non-employee, determined by using the Black-Scholes option pricing model as the Company could not estimate reliably the fair value of the services received.

12. RELATED PARTY TRANSACTIONS

The following is a summary of the Company's related transactions during the period:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2011	2010	2011	2010
	$	$	$	$
Management fees paid to a director and a Company controlled by a director (i)	24,000	12,000	47,000	12,000
Consulting fees paid to a director (ii)	4,000	3,000	7,000	6,000
Office Rental payments made to a Company controlled by a director (iii)	7,500	—	15,000	—
Office and general expenses paid to a director of the Company (iv)	360	360	720	720

i) Management fee is $8,000 per month. There is no formal agreement.

ii) Consulting fee was $1,000 per month until June 2011. Consulting fee is now $2,000 per month. There is no formal agreement.

iii) Office rental payment is $2,500 per month.

iv) Office and general expense is reimbursed at $120 per month.

Key management personnel remuneration during the period included $121,000 share-based compensation expense (June 30, 2010: $211,817).

13. FINANCIAL INSTRUMENTS

Fair Value

The Company records its financial instruments at fair value using various techniques. These include estimates of fair values based on prevailing market prices (bid and ask prices, as appropriate) for instruments with similar characteristics and risk profiles or internal and external valuation models, such as discounted cash flow analyses, using, to the extent possible, observable market-based inputs.

The financial instruments have been characterized on a fair value hierarchy based on whether the inputs to those valuation techniques are observable (inputs reflect market data obtained from independent sources) or unobservable (inputs reflect the Company's market assumptions).

The three levels of fair value estimation are:

Level 1 – quoted prices in active markets for identical instruments

Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.

Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

The Company has categorized the Waterton debt, the Waterton derivative liabilities, and the warrant liability as Level 3 on the fair value hierarchy. The Company's other financial instruments have not been categorized on the hierarchy because their carrying amount is a reasonable approximation of fair value due to their short term nature.

The fair value of the Waterton debt was estimated by deducting the proceeds received from the fair value of the derivative liabilities. There was no significant change in the estimated fair value of the derivative liability and the Waterton debt between the issue date and June 30, 2011.

The Company estimated the fair value of the derivative liabilities based on its expectations with respect to the future price of silver during the period in which the Waterton loan is required to be repaid.

The fair value of the warrants was estimated using the Black-Scholes model with the following assumptions:

Expected life	5 years
Risk-free interest rate	2.2%
Volatility	129.8%
Dividend yield	0.0%

Risk Exposure and Management

Credit Risk

Credit risk is the risk of financial loss to the Company. If a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the balance sheet date under its financial instruments is approximately $1.9 million.

All of the Company's cash and cash equivalents are held with a major financial institution in Canada and management believes the exposure to credit risk with respect to such institutions is not significant. Those financial assets that potentially subject the Company to credit risk are primarily receivables. The Company considers the risk of material loss to be significantly mitigated due to the financial strength of the parties from whom the receivables are due, including government organizations.

Liquidity Risk

Liquidity is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it projects the funds required to support its operations as well as the development of its Treasure Mountain Property.

Management anticipates that, subject to financing, it will make substantial capital expenditures towards developing the Treasure Mountain Property. However, there is no assurance that the Company will operate profitably or will generate positive cash flow in the future. The Company has no history of profitable operation and no assurance that additional funding will be available to it for further

exploration and development of the Treasure Mountain Property if required. The Company may also need further financing if it decides to obtain additional mineral properties. As such, the Company is subject to many risks common to exploration enterprises, including undercapitalization, cash shortages and limitations with respect to personnel, financial and other resources and lack of revenues. Although the Company has been successful in the past in obtaining financing through credit facilities or the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Such means of financing typically result in dilution of the positions of existing shareholders, either directly or indirectly. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of the Treasure Mountain Property.

The following is a summary of the maturities for the Company's non-derivative financial liabilities:

	Less than 30 days	30 days to 1 year	1 year to 2 years	More than 2 years
Accounts Payable and Accrued Liabilities	$ 399,212	$ 20,000	$ -	$ -
Waterton Debt Obligation	$ -	$ 653,595	$ 3,267,974	$ -
Craigmont Obligation	$ -	$ 3,000,000	$ 3,100,000	$ -
	$ 399,212	$ 3,673,595	$ 6,367,974	$ -

14. SUPPLEMENTAL CASH FLOW INFORMATION

	Six Months Ended June 30	
	2011	**2010**
Issued common shares to acquire land	$ 150,000	$ —
Issued common shares to acquire real property, mineral claims and mineral lease purchase	$ 500,000	$ —
Issued common shares upon execution of credit agreement	$ 100,000	$ —

15. SUBSEQUENT EVENTS

Subsequent events to June 30, 2011:

a) The Company granted 1,080,000 stock options to directors, consultants and employees of the Company. Each option is exercisable into one common share at $1.44 per share for a period of five years. The options are subject to the terms of the Company's stock option plan.

b) 401,585 warrants were exercised for gross proceeds of $229,135 and 20,000 stock options were exercised for gross proceeds of $19,000.

c) The Company has entered into two separate agreements for the purchase of mining equipment for a combined total of $847,000.

d) On July 14, 2011, the Company announced that it raised aggregate gross proceeds of $9,336,763 by way of a brokered private placement of 6,476,880 special warrants (the "Special Warrants") at a price of $1.05 per Special Warrant and 2,113,366 flow-through special warrants (the "FT Special Warrants") at a price of $1.20 per FT Special Warrant (the Special Warrants and FT Special Warrants collectively, the "Offered Securities"). The Offering was completed pursuant to an agency agreement dated July 14, 2011 (the "Agency Agreement") among the Company and

National Bank Financial Inc. (“NBF”) and Pope & Company Limited (“Pope”) (NBF and Pope collectively, the “Agents”). Bayfront Capital Partners Ltd. received a finder’s fee in connection with the Offering.

The Company intends to use the proceeds of the Offering to advance its Treasure Mountain project towards production, for mill design and construction and for general working capital purposes. The Company intends to use the gross proceeds of the sale of the FT Special Warrants to incur expenses that qualify as “Canadian exploration expenses” and “flow-through mining expenditures” for purposes of the Income Tax Act (Canada), and intends to renounce an amount equal to such gross proceeds of the sale of the FT Special Warrants in favour of the holders of the FT Special Warrants, with an effective date of no later than December 31, 2011.

The Special Warrants are governed by a special warrant indenture dated July 14, 2011 (the “Special Warrant Indenture”) between the Company and Computershare Trust Company of Canada (“Computershare”). Each Special Warrant entitles the holder thereof, upon exercise of each Special Warrant, to receive, without payment of additional consideration, one common share of the Company (a “Special Warrant Share”) and one common share purchase warrant (a ”Warrant”). The Warrants are governed by a warrant indenture dated July 14, 2011 (the “Warrant Indenture”) between the Company and Computershare. Each Warrant entitles the holder thereof to acquire one additional common share (a “Warrant Share”) at a price of $1.35 per Warrant Share until July 14, 2013.

The FT Special Warrants are governed by a flow-through special warrant indenture dated July 14, 2011 (the “FT Special Warrant Indenture”) between the Company and Computershare. The FT Special Warrants were issued as “flow-through shares” as defined in subsection 66(15) of the Income Tax Act (Canada). Each FT Special Warrant entitles the holder thereof, upon exercise of each FT Special Warrant, to receive without payment of additional consideration, one common share (an “FT Special Warrant Share”).

Pursuant to the Agency Agreement, the Company paid to the Agents a cash fee equal to 8.0% of the gross proceeds from Offered Securities sold by the Agents pursuant to the Offering, issued to the Agents that number of special warrants (the “Special Broker Warrants”) equal to 8.0% of the number of Special Warrants sold by the Agents pursuant to the Offering and issued to the agents that number of flow-through special warrants (the “FT Special Broker Warrants”) equal to 8.0% of the number of FT Special Warrants sold by the Agents pursuant to the Offering (the “Special Broker Warrants and the FT Special Broker Warrants are collectively referred to herein as the “Broker Securities”.

Each Special Broker Warrant, upon exercise thereof, entitles the holder thereof to receive, without payment of additional consideration, one broker warrant (a “Broker Warrant”). Each Broker Warrant entitles the holder to acquire one common share (a “Broker Share”) and one common share purchase warrant (a “BW Warrant”) at an exercise price of $1.05 until July 14, 2013. Each BW Warrant entitles the holder to acquire one common share (a “BW Share”) at an exercise price of $1.35 per BW Share until July 14, 2013. The BW Warrants will be issued pursuant to the Warrant Indenture. Each FT Special Broker Warrant, upon the exercise or deemed exercise thereof, entitles the holder thereof to receive, without payment of additional consideration, one broker warrant (an “FT Broker Warrant”). Each FT Broker Warrant entitles the holder to acquire one common share (an “FT Broker Share”) at an exercise price of $1.05 per FT Broker Share until July 14, 2013.

Pursuant to the Agency Agreement, the Company has agreed to prepare and file a prospectus and all other necessary documents in order to qualify the securities issuable upon conversion of the Offered Securities (the “Underlying Securities”) to subscribers resident in Canada, or

otherwise subject to the Canadian securities laws, upon exercise of the Broker Securities. In the event that the date (the "Qualification Date") on which a receipt for the final prospectus is issued by the British Columbia Securities Commission, as principal regulator, on its own behalf and on behalf of each of the other securities commissions or securities regulatory authorities, as applicable, has not occurred prior to 5:00 p.m. (Vancouver time) on September 12, 2011 (the "Qualification Deadline"), each unexercised Special Warrant will thereafter entitle the holder to receive, upon exercise thereof, for no additional consideration, an additional 10% of the Special Warrant Shares and the Warrants otherwise issuable, which would consist of 1.1 Special Warrant Shares (instead of one Special Warrant Share) and 1.1 Warrants (instead of one Warrant), subject to adjustment (the additional Special Warrant Shares and Warrants are collectively referred to herein as the "Penalty Securities"). The holders of the FT Special Warrants will not be entitled to any Penalty Securities.

In the event that the Qualification Date has not occurred prior to the Qualification Deadline, (i) each unexercised Special Broker Warrant will thereafter entitle the holder to receive upon exercise thereof, for no additional consideration, an additional 10% of the Brokers Warrants otherwise issuable, which would consist of 1.1 Broker Warrants (instead of one Broker Warrant) subject to adjustment and (ii) each unexercised FT Special FT Special Broker Warrant will thereafter entitle the holder to receive upon the exercise thereof, for no additional consideration, an additional 10% of the FT Broker Warrants otherwise issuable, which would consist of 1.1 FT Broker Warrants (instead of one FT Broker Warrant) subject to adjustment (the additional Broker Warrants and FT Broker Warrants are referred to herein as the "Broker Penalty Securities").

e) Share Based Payment Plan

On July 18, 2011, the Board of Directors approved a new stock option plan (the "2011 Plan"). The 2011 Plan was ratified, confirmed, and approved by the shareholders of the Company at the Annual General Meeting held on August 18, 2011. The 2011 Plan is a stock option plan, whereby the aggregate number of shares reserved for issuance under the 2011 Plan, including any other plan or arrangement of the Company (including the 2009 stock option plan), shall not exceed ten (10%) percent of the total number of issued shares of the Company (calculated on a non-diluted basis) at the time an option is granted. The 2011 Plan complies with the current policies of Exchange for Tier 2 issuers.

16. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS

The Company has adopted IFRS with a transition date of January 1, 2010.

The accounting policies in Note 3 have been applied in preparing the condensed interim financial statements for the three and six months ended June 30, 2011, the comparative information for the three and six months ended June 30, 2010, the statement of financial position as at December 31, 2010 and the preparation of an opening IFRS statement of financial position on the transition date, January 1, 2010.

In preparing its opening IFRS statement of financial position and comparative information for the financial statements for the year ended December 31, 2010, the Company has adjusted amounts reported previously in financial statements prepared in accordance with Canadian GAAP with respect to share-based compensation expense that was not previously recognized.

An explanation of how the transition from previous GAAP to IFRS has affected the Company's financial position, financial performance and cash flows is set out in the following tables.

The guidance for the first time adoption of IFRS is set out in IFRS 1 *'First-time Adoption of International Financial Reporting Standards'*. Under IFRS 1 the IFRS are applied retrospectively at the transition date with all adjustments to assets and liabilities as stated under GAAP taken to retained earnings unless certain exemptions are applied. The Company has applied the following exemptions to its opening statement of financial position dated January 1, 2010:

a) Share-based Payment

IFRS 1 encourages, but does not require, first-time adopters to apply IFRS 2 *Share-based Payment* to equity instruments that were granted on or before November 7, 2002, or equity instruments that were granted subsequent to November 7, 2002 and vested before the later of the date of transition to IFRS and January 1, 2005. The Company has elected not to apply IFRS 2 to awards that vested prior to January 1, 2010.

b) Estimates

In accordance with IFRS 1, an entity's estimates under IFRS at the date of transition to IFRS must be consistent with estimates made for the same date under previous Canadian GAAP, unless there is objective evidence that those estimates were in error. The Company's IFRS estimates as of January 1, 2010 are consistent with its Canadian GAAP estimates for the same date.

IFRS employs a conceptual framework that is similar to Canadian GAAP. However, some differences exist in certain matters of recognition, measurement and disclosure. While adoption of IFRS has not changed the Company's actual cash flows, it has resulted in changes to the Company's reported financial position. In order to allow the users of the financial statements to better understand these changes, the Company's Canadian GAAP statement of operations and comprehensive loss for the three and six months ended June 30 2010, statement of financial position for the six months ended June 30, 2010 and statement of cash flows for the six months ended June 30, 2010, and the years ended December 31, 2009 and 2010 have been reconciled to IFRS, with the resulting differences explained, below.

16. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Reconciliation of Statements of Financial Position

	January 1, 2010			June 30, 2010			December 31, 2010		
	Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Effect of Transition to IFRS	IFRS
ASSETS									
Current									
Cash and cash equivalents	$ 17,268	-	$ 17,268	$ 575,853	-	$ 575,853	$ 1,998,259	$ -	$ 1,998,259
Short term investments	-	-	-	-	-	-	300,000	-	300,000
Amounts receivable	272	-	272	5,139	-	5,139	108,687	-	108,687
Prepaid expenses and other receivables	1,795	-	1,795	4,081	-	4,081	18,857	-	18,857
	19,335	-	19,335	585,073	-	585,073	2,425,803	-	2,425,803
Non- Current									
Property, Plant & Equipment	673	-	673	1,658	-	1,658	20,454	-	20,454
Mineral Interests	86,437	-	86,437	86,437	-	86,437	86,437	-	86,437
Restricted Cash	10,000	-	10,000	60,000	-	60,000	60,000	-	60,000
TOTAL ASSETS	$ 116,445	-	$ 116,445	$ 733,168	-	$ 733,168	$ 2,592,694	-	$ 2,592,694

16. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Reconciliation of Statements of Financial Position

		January 1, 2010			June 30, 2010			December 31, 2010		
	Note	Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Effect of Transition to IFRS	IFRS
LIABILITIES										
Current										
Accounts payable and accrued liabilities		$ 47,182	-	$ 47,182	$ 15,338	-	$ 15,338	$ 51,323	-	$ 51,323
Due to directors		5,362	-	5,362	5,320	-	5,320	64	-	64
		52,544	-	52,544	20,658	-	20,658	51,387	-	51,387
Non-Current										
Site Restoration Liability		25,000	-	25,000	25,000	-	25,000	25,000	-	25,000
TOTAL LIABILITIES		77,544	-	77,544	45,658	-	45,658	76,387	-	76,387
SHAREHOLDERS' EQUITY										
Share Capital		6,531,388	-	6,531,388	7,257,128	-	7,257,128	9,165,723	-	9,165,723
Share-based payments reserve	16 a)	81,404	-	81,404	81,404	-	81,404	419,684	(77,574)	342,110
Accumulated Deficit		(6,573,891)	-	(6,573,891)	(6,651,022)	-	(6,651,022)	(7,069,100)	77,574	(6,991,526)
TOTAL EQUITY		38,901	-	38,901	687,510	-	687,510	2,516,307	-	2,516,307
TOTAL EQUITY AND LIABILITIES		$ 116,445	-	$ 116,445	$ 733,168	-	$ 733,168	$ 2,592,694	-	$ 2,592,694

16. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Reconciliation of Statements of Operations and Comprehensive Loss

		For the three months ended June 30, 2010				For the six months ended June 30, 2010				Year ended December 31, 2010		
	Note	Canadian GAAP	Adjustment to Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Adjustment to Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Effect of Transition to IFRS	IFRS
Operating Expenses												
Exploration Costs		6,897	-	-	6,897	$ 9,093	-	-	$ 9,093	$ 84,518	-	$ 84,518
Share-based compensation expense	16 b)	-	143,631	-	143,631	-	244,983	-	244,983	249,293	3,830	253,123
Professional fees		18,029	-	-	18,029	29,506	-	-	29,506	70,633	-	70,633
Management fees		3,000	-	-	3,000	6,000	-	-	6,000	34,000	-	34,000
Consulting fees		12,000	-	-	12,000	16,000	-	-	16,000	22,000	-	22,000
Office and general		6,224	-	-	6,224	7,162	-	-	7,162	19,775	-	19,775
Regulatory fees		1,677	-	-	1,677	6,136	-	-	6,136	8,873	-	8,873
Transfer agent fees		2,104	-	-	2,104	2,964	-	-	2,964	6,176	-	6,176
Rent		-	-	-	-	-	-	-	-	2,800	-	2,800
Vehicle expenses		-	-	-	-	-	-	-	-	2,290	-	2,290
Depreciation		50	-	-	50	100	-	-	100	3,580	-	3,580
		49,981	143,631	-	193,612	76,961	244,983	-	321,944	503,938	3,830	507,768
Operating loss before other items		(49,981)	(143,631)	-	(193,612)	$ (76,961)	(244,983)	-	$ (321,944)	$ (503,938)	$ 3,830	$ (507,768)
Other Income (Expenses)												
Interest Income (expense)		(98)	-	-	(98)	(170)	-	-	(170)	8,729	-	8,729
NET LOSS AND COMPREHENSIVE LOSS		$ (50,079)	$ (143,631)	-	$ (193,710)	$ (77,131)	(244,983)	-	$ (322,114)	$ (495,209)	$ 3,830	$ (499,039)

16. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Reconciliation of Statements of Cash Flows

		For the six months ended June 30, 2010				Year ended December 31, 2010		
	Note	Canadian GAAP	Adjustment to Canadian GAAP	Effect of Transition to IFRS	IFRS	Canadian GAAP	Effect of Transition to IFRS	IFRS
OPERATING ACTIVITIES								
Net loss		$ (77,131)	(244,983)	-	$ (322,114)	$ (495,209)	$ (3,830)	$ (499,039)
Adjustments for non-cash items:								
Depreciation of property, plant, and equipment		100	-	-	100	3,580	-	3,580
Finder fee warrants		-	-	-	-	93,444	-	93,444
Share-based compensation	16 b)	-	244,983	-	244,983	249,293	3,830	253,123
Changes in non-cash working capital items								
Amounts receivable		(4,867)	-	-	(4,867)	(108,415)	-	(108,415)
Prepaid expenses and other		(2,286)	-	-	(2,286)	(17,062)	-	(17,062)
Accounts payable and other accrued liabilities		(31,844)	-	-	(31,844)	4,141	-	4,141
Net Cash Used in Operating Activities		(116,028)	-	-	(116,028)	(270,228)	-	(270,228)
INVESTING ACTIVITIES								
Reclamation deposits		(50,000)	-	-	(50,000)	-	-	-
Purchase of property, plant, and equipment		(1,085)	-	-	(1,085)	(23,361)	-	(23,361)
Purchase of GIC investments		-	-	-	-	(350,000)	-	(350,000)
Net Cash Used in Investing Activities		(51,085)	-	-	(51,085)	(373,361)	-	(373,361)
FINANCING ACTIVITIES								
Due to directors		(42)	-	-	(42)	(5,298)	-	(5,298)
Issuance of share capital, net of share issuance costs		725,740	-	-	725,740	2,454,032	-	2,454,032
Proceeds from exercise of warrants		-	-	-	-	175,846	-	175,846
Net Cash Provided by Financing Activities		725,698	-	-	725,698	2,624,580	-	2,624,580
Increase in cash and cash equivalents		558,585	-	-	558,585	1,980,991	-	1,980,991
CASH AND CASH EQUIVALENTS, Beginning		17,268	-	-	17,268	17,268	-	17,268
CASH AND CASH EQUIVALENTS, Ending		$ 575,853	-	-	$ 575,853	$ 1,998,259	-	$ 1,998,259

16. FIRST TIME ADOPTION OF INTERNATIONAL FINANCIAL REPORTING STANDARDS (continued)

Notes on GAAP – IFRS Reconciliations

a) IFRS requires an entity to present, for each equity component, a reconciliation between the carrying amount at the beginning and end of the period, separately disclosing each change.

   IFRS also permits a transfer of reserves arising from share-based transactions. During the year ended December 31, 2010, 100,000 options outstanding at January 1, 2010 were canceled, and therefore a transfer of the fair value attributed to these cancelled options, was made to accumulated deficit, for the six months ended June 30, 2010 (nil) and for the year ended December 31, 2010 ($81,404) so that the balance of "share-based payments reserve" reflected only the fair value of options and warrants outstanding as of that date. Previously under Canadian GAAP, these amounts remained in contributed surplus.

b) Previously under Canadian GAAP, the Company recognized an expense related to their share-based payments on a straight-line basis through the date of full vesting and did not incorporate a forfeiture rate; however under IFRS 2, for each award tranche maintaining graded vesting features, the Company is required to treat each tranche as a separate grant with a different vesting date and fair value. As a result, share-based payments reserve and share-based compensation expense increased by nil at January 1, 2010, (December 31, 2010 - $3,830). This adjustment did not have an impact on the statement of financial position as at June 30, 2010 and January 1, 2010 and the statement of operations and comprehensive loss for the six months ended June 30, 2010 and January 1, 2010.