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Duncan Park
GOLD AND SILVER EXPLORATION

Duncan Park Holdings Corporation

Consolidated Financial Statements

As At and For the Years Ended

November 30, 2007 and 2006

T. Robert Hambley
Chartered Accountant
151 Bloor Street West, Suite 800
Toronto, Ontario M5S 1S4

AUDITOR'S REPORT

To the Shareholders of
Duncan Park Holdings Corporation

I have audited the consolidated balance sheets of Duncan Park Holdings Corporation as at November 30th 2007 and 2006 and the consolidated statements of deficit, accumulated comprehensive income, operations and comprehensive income, and changes in cash position for the years then ended. These financial statements are the responsibility of the company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In my opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the company at November 30th, 2007 and 2006 and the results of its operations and comprehensive income and the changes in its cash position for the years then ended in accordance with generally accepted accounting principles.

"Signed"

Toronto, Ontario
March 6, 2007

T. Robert Hambley, C.A.
Licensed Public Accountant

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Duncan Park Holdings Corporation
Consolidated Balance Sheets
As At November 30, 2007 and 2006

ASSETS	2007	2006
CURRENT		
Cash	$79,104	$146,803
Government of Canada Treasury Bills	$697,505	-
Due from brokers	-	58,923
Temporary investments		
Marketable securities	-	558,769
	776,609	764,495
INVESTMENT IN MINING PROPERTIES		
Mining claims		
Elephant - at nominal value	1	1
Rock Creek - at staking cost	26,360	26,360
Deferred expenditures on leased properties		
Elephant	3,263,624	3,092,205
Rock Creek	1,523,138	1,217,832
Santa Renia	-	298,899
	4,813,123	4,635,297
	$5,589,732	$5,399,792

LIABILITIES		
CURRENT		
Accounts payable and accrued expenses	$83,812	$542,353
Unclaimed dividends	6,957	6,957
	90,769	549,310
MINORITY INTEREST		
Randsburg interest in Elephant Joint Venture (Note 4)	1,234,915	1,234,915
TOTAL LIABILITIES	1,325,684	1,784,225
SHAREHOLDERS' EQUITY		
Share capital (Note 5)	6,916,754	5,542,554
Contributed surplus	33,972	33,972
	6,950,726	5,576,526
Deficit	(2,686,678)	(1,960,959)
Accumulated comprehensive income	-	-
	4,264,048	3,615,567
	$5,589,732	$5,399,792

Approved by the Board

"Signed"

Ian McAvity - Acting President

"Signed"

Eric Salsberg - Director

Duncan Park Holdings Corporation

Consolidated Statements of Deficit

For the Three and Twelve Month Periods Ended November 30, 2007 and 2006

	Three Months		Twelve Months	
	2007	2006	2007	2006
Deficit - beginning of period	($2,268,317)	($2,037,298)	($1,960,959)	($2,193,787)
Income (loss) for the period	(418,361)	61,339	(767,719)	202,828
Stock-based compensation	-	15,000	42,000	30,000
Deficit - end of period	($2,686,678)	($1,960,959)	($2,686,678)	($1,960,959)

Consolidated Statements of Accumulated Comprehensive Income

For the Three and Twelve Month Periods Ended November 30, 2007 and 2006

	Three Months		Nine Months	
	2007	2006	2007	2006
Accumulated comprehensive income- Beginning of period	-	-	-	-
Comprehensive income for the period	-	-	-	-
Accumulated comprehensive income- End of period	-	-	-	-

Duncan Park Holdings Corporation
Consolidated Statements of Operations And Comprehensive Income
For the Three and Twelve Month Periods Ended November 30, 2007 and 2006

	Three Months		Twelve Months	
	2007	2006	2007	2006
INCOME				
Interest	$7,291	$7,912	$20,723	$23,725
Trading gains				
Realized	-	158,368	49,415	330,306
Unrealized	-	-	-	198,968
Gain (loss) on Randsburg International Gold Corp.	-	-	29,725	147,442
Foreign exchange gain (loss)	(1,762)	(21,554)	(33,573)	(18,238)
	5,529	144,726	66,290	682,203
EXPENSES				
Executive compensation				
Chief executive officer	6,600	16,050	45,645	65,051
Chief financial officer	11,145	10,709	44,484	44,623
Stock-based compensation (Note 6)	-	15,000	30,000	30,000
Professional fees				
Legal	9,468	4,562	138,026	172,367
Audit	-	3,210	7,490	12,840
Regulatory compliance	1,139	4,746	29,339	29,699
Investor communications	1,007	137	(224)	42,642
Interest and bank charges	625	16,084	31,158	36,878
Office and general	4,857	12,055	29,223	40,481
Executive travel	-	834	1,265	4,794
Share issue expense				
Cash	-		76,554	-
Stock based compensation	-		12,000	-
Write off of Santa Renia costs	389,049		389,049	
	423,890	83,387	834,009	479,375
INCOME (LOSS) BEFORE INCOME TAXES	(418,361)	61,339	(767,719)	202,828
PROVISION FOR INCOME TAXES (NOTE 8)	-	-	-	-
NET INCOME (LOSS) FOR THE PERIOD	(418,361)	61,339	(767,719)	202,828
OTHER COMPREHENSIVE INCOME	-	-	-	-
NET INCOME AND COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD	($418,361)	$61,339	($767,719)	$202,828
INCOME (LOSS) PER SHARE				
Basic	($0.018)	$0.003	($0.040)	$0.012
Fully diluted	($0.018)	$0.003	($0.040)	$0.012
Weighted Average Number of Shares Outstanding	22,962,568	18,481,891	19,276,823	16,752,691

Duncan Park Holdings Corporation
Consolidated Statements of Changes in Cash Position
For the Three and Twelve Month Periods Ended November 30, 2007 and 2006

	Three Months		Twelve Months	
	2007	2006	2007	2006
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES				
OPERATING				
Income (loss) for the period	($418,361)	$61,339	($767,719)	$202,828
Stock-based compensation	-	15,000	42,000	30,000
Gain on sale of investments	-	-	(77,843)	(666,869)
Writeoff of Santa Renia	389,049	-	389,049	0
Increase (decrease) in current liabilities	(18,631)	121,185	(458,541)	168,213
Decrease (Increase) in cash in brokerage accounts	-	457,243	58,923	41,590
Utilization of advance payments on drilling contracts	-	-	-	89,265
	(47,943)	654,767	(814,131)	(134,973)
FINANCING				
Issue of units comprising common shares and warrants	-	-	1,314,200	-
Issue of common shares				
On exercise of options	-	-	60,000	129,000
On exercise of warrants	-	-	-	913,620
In partial payment of property lease obligation	-	-	-	125,000
Repayment of promissory note	-	-	-	
	-	-	1,374,200	1,167,620
INVESTING				
Invesment in mining properties	(9,864)	(570,917)	(566,875)	(2,141,061)
Marketable securities				168,906
Purchases	-	(141,729)	-	(644,771)
Proceeds of sales	-	-	636,612	1,627,339
Government of Canada Treasury Bills	(697,505)	-	(697,505)	-
	(707,369)	(712,646)	(627,768)	(989,587)
INCREASE (DECREASE) IN CASH	(755,312)	(57,879)	(67,699)	43,060
CASH AND CASH EQUIVALENTS				
AT BEGINNING OF PERIOD	834,416	187,560	146,803	103,743
AT END OF PERIOD	$79,104	$129,681	$79,104	$146,803

1. NATURE OF OPERATIONS

The Corporation, directly and through a joint venture, is exploring for gold on owned and leased properties in the State of Nevada, USA. It has not yet determined whether the properties contain ore reserves that are economically recoverable.

2. SIGNIFICANT ACCOUNTING POLICIES:

These financial statements are prepared in accordance with Canadian generally accepted accounting principles and include:

a) Consolidation
The investments in the wholly owned subsidiary, Duncan Park Holdings Nevada Ltd., and in the project commonly referred to as the Elephant Joint Venture are consolidated.

b) Financial Instruments
The Corporation is reporting its financial position and results of operations in accordance with the recommendations of the CICA Handbook section 3855 "Financial Instruments". No change in accounting policy or the method of applying an accounting policy was required to conform with the requirements as the Corporation had always carried its financial instruments, including shares in common stocks, share purchase warrants and commodity contracts, at estimated market value. There is no other comprehensive income. The only change is that the financial statements now explicitly refer to the zero amounts of other comprehensive income and accumulated comprehensive income.

c) Mining Properties
Investments in mining properties are recorded at cost and are not written down except to the extent that it is determined that their value is less than the recorded cost, or the project is abandoned.

d) Stock Based Compensation
The Corporation follows the recommendations of the CICA Handbook Section 3870, "*Stock Based Compensation and Other Stock-Based Payments".* The section establishes standards for the recognition, measurement and disclosure of stock-based payments made in exchange for goods and services. The standard requires that all stock-based awards made to employees and non-employees must be measured and recognized using a fair value based method.

Fair value is estimated using the Black-Scholes Option Pricing Model, discounted to allow for the relative illiquidity of the Corporation's shares. Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Corporation's stock options or other stock awards.

3. EXPLORATION LEASES

In February, 2003 the Corporation entered into leases on four mineral exploration properties in the Carlin Trend and the Battle Mountain-Eureka Trend in northern Nevada: the Rock Creek-South Silver Cloud Gold-Silver property, the Santa Renia Gold-Silver property, the Woodruff/Tonka Gold-Silver property and the Elephant Gold-Silver property.

The terms of the arms-length leases with Carl A. and Janet L. Pescio (the Pescio leases) call for first-year advance minimum royalty (AMR) payments of US$20,000 per property and the issue to the Pescios of an aggregate of 297,536 common shares of the Corporation. In addition, the Corporation was responsible for an aggregate of US$132,978 of initial staking costs and holding and filing fees.

In the event the Corporation were to proceed with exploration on a property after the first year, the terms of the lease call for the following additional AMR payments in respect of each such property: US$30,000 on the first anniversary, US$40,000 on the second anniversary, US$55,000 and 50,000 common shares on the third anniversary, US$75,000 on the fourth anniversary, US$100,000 on the fifth anniversary and US$150,000 on the sixth and subsequent anniversaries. The Corporation may terminate the lease on a property on 30 days notice, subject to certain conditions.

The AMR payments are to be deducted from a 3% net smelter royalty (NSR) increasing by .1% for each US$10 increase in the price of gold above US$320 up to a maximum NSR of 4%. retained by the lessors on each of the properties. The Corporation may purchase one percentage point of the NSR up to the time of commencement of production on a property for US$1,000,000..

The Corporation paid the additional AMR’s on all of the properties on the first anniversary in 2004 and on three of the four properties on the second and third and fourth anniversaries in 2005, 2006, and 2007. In 2005 the Corporation decided not to proceed with exploration on the Woodruff/Tonka property. In knowledge of this decision when the 2004 annual financial statements were issued, the Corporation wrote off the related costs in the fourth quarter of that year. In 2008 the Corporation decided not to proceed with the exploration of the Santa Renia property. In knowledge of this decision when the 2007 annual financial statements were issued, the Corporation wrote off the related costs in the fourth quarter of that year.

Each lease contains a work commitment pursuant to which the Corporation is required to drill a minimum of 4,000 feet during the first three years of the agreement followed by a yearly commitment of 5,000 feet. After completion of 1,000 feet of the initial 4,000 foot commitment on each property the remaining 3,000 feet can be applied to any of the other properties. Excess drilling in any year may be carried forward to fulfil commitments for subsequent years. Failure to complete the required drilling in any year does not constitute a default under the agreement but the Corporation must pay a penalty in the amount of US$10 per foot not drilled. As at February 13, 2007, the end of the prior lease year, the Corporation had a carry forward of XXX feet of drilling available but has not drilled since then.

The Corporation has received approval from the U.S. Bureau of Land Management (BLM) in Battle Mountain, Nevada to drill up to 50 drill holes on 34 drill sites on its Elephant property.

In addition, the Corporation entered into a lease agreement with Nevada Land Resources Company, LLC for the lease of 3,591 acres of land adjoining the Pescio Elephant properties. Taken together with the Pescio Elephant properties, these form the Corporation's Elephant gold and silver mining project.

The Nevada Land arrangement is subject to annual rental payments ranging from US$5.00 per acre in the first year to US$20.00 per acre in the fifteenth and subsequent years, and to royalty percentage payments of 3.25% on precious metals and 1.0% on base metals. The Corporation also has an option to purchase this property for cash of US$500 per acre acquired.

The U.S. Bureau of Land Management in Battle Mountain, Nevada has approved a Corporation Letter of Intent to drill up to 50 drill holes on 23 sites on its Rock Creek property.

4 ELEPHANT PROPERTY

The Elephant project is located in the heart of the Battle Mountain mining district in Nevada. It abuts Newmont Mining Corporation's Phoenix project upon which Newmont has constructed an open pit mining complex. The Corporation began drilling on the Elephant property in 2004 and spent approximately $900,000 on exploration. From February, 2005 the Elephant project has been carried on as a joint venture with Randsburg International Gold Corp. (Randsburg). (see "Elephant Joint Venture" below). A further $1,250,000 was spent in fiscal 2005, and $1,036,600 in fiscal 2006. Due to the dispute with Randsburg (see Elephant Joint Venture Below) nothing has been spent in fiscal 2007.

There are four main targets in the Elephant project.

1. Porphry-related gold-copper-silver intrusive-hosted deposits
2. Scarn-related gold-silver-copper deposits similar to Newmont's nearby Fortitude mine
3. Replacement gold-silver (copper) bodies in Paleozoic lime rocks
4. Debris flow alluvial gold deposits

Detailed maps of the exploration project are available on the Corporation's Website at www.duncanpark.com.

ELEPHANT JOINT VENTURE

On February 15, 2005 the Corporation signed an agreement with Randsburg whereby Randsburg could earn up to a 50% interest in the Corporation's Elephant Gold and Silver project in the Battle Mountain mining district in Nevada. To earn the first 25% Randsburg paid 100,000 shares of its stock and an option to acquire 100,000 shares at a strike price of $1.85 for two years. It was also required to and did expend US$200,000 on exploration costs in the first year.

On June 6, 2005 Randsburg indicated its intention to exercise its right to earn an additional 25% interest in the project. To do so it was required to first pay an additional US$250,000 in stock or cash. It chose to issue 200,000 shares at $1.48. It was then to spend an additional US$250,000 on the property to earn the first additional 12 % interest, and a further US$250,000 on the property for another 13%. By June 30, 2005, Randsburg had advanced US$245,000. On July 7 2005, the Corporation advanced Cdn$200,000 to the project on behalf of Randsburg to meet ongoing exploration expenditures. Randsburg was given until September 30, 2005 to meet its commitment without facing the adverse dilution provisions of the agreement. This was done, and the loan by the Corporation was repaid on September 29, 2005.

On September 7, 2005, the joint venturers announced the encouraging results of the five cored holes drilled to that time. Details of those results can be found in the Corporation's press release of that date, which is available on the Corporation's website at www.duncanpark.com and on SEDAR at www.sedar.com.

Based upon the results referred to above, on September 26, 2005 the joint venturers announced phase 3 of the exploration program, a 5,000 ft. drilling program which was intended to increase and verify the strike width of the mineralized zone reported in the September 7, 2005 press release. That program was completed and reported in a press release of May 17, 2006, which is available on the Corporation's website at www.duncanpark.com and on SEDAR at www.sedar.com.

On March 9, 2006 and again on May 10, 2006, the Management Committee of the joint venture approved phase 4 of the exploration program which included up to three holes at a cost of up to US$300,000. The drill targets were based upon the then recently completed Mise-a-la-Masse and Induced Polarization surveys done by Gradient Geophysics Ltd. The geophysical surveys indicated highly prospective anomalies within probable Paleozoic basement rock. The Paleozoic rock sequence is the known host for the nearby Phoenix Project operated by Newmont Mining Corporation. Additional details can be found in the Corporation's press release of June 14, 2006. The phase 4 drilling further delineated the length and width of the North-South trending horst block of mineralized Paleozoic basement rock. On October 31, 2006 the Corporation issued a press release on these results. Please refer to the Corporation's website at www.duncanpark.com to view the details contained in this release.

There is, however, a dispute concerning the extent to which Randsburg must contribute to the costs of that exploration. Randsburg refused to meet certain cash calls issued by the Corporation in its capacity as operator of the project relating to that phase by denying the validity of the cash calls. Randsburg maintains that, pursuant to the joint venture agreement, it does not have to contribute to any exploration costs before 2008, and that it will not suffer any dilution of its interest in the project for not having done so. The Corporation maintains that Randsburg must contribute its share of the costs either in cash or by way of dilution of its interest pursuant to a formula specified in the agreement. Further, the Corporation notified Randsburg that it elected to treat Randsburg's failure to meet the cash calls as a deemed withdrawal from the project pursuant to the joint venture agreement, in which instance the Randsburg interest in the project automatically terminates and is relinquished to the Corporation. For accounting and financial reporting purposes, the Randsburg interest will continue to be shown as existing, until the matter is resolved.

Randsburg has demanded arbitration of the issue (and others – see contingent liabilities below). The Corporation is cooperating in the arbitration process. The arbitration is now scheduled to be heard in April, 2008.

ROCK CREEK PROPERTY

The Rock Creek project is located in northern Nevada, thirty miles east-northeast of the town of Battle Mountain. The property is located along the Northern Nevada Rift (NNR), a major geologic feature that hosts high-grade, vein gold properties like Midas, Ivanhoe and Silver Cloud. The property has had shallow, intermittent exploration in the past. None of the earlier drilling tested deeper levels for high-grade mineralization associated with boiling zones during vein formation.

The Corporation acquired data from a Gradient Array IP/SP survey, conducted by Practical Geophysics. Gradient Array IP/SP is a geophysical technique useful for locating and defining veins associated with the NNR. The data covers much of the Rock Creek project area and is interpreted to show both known and previously unknown veins on the property. A new Gradient Array induced polarization/self potential survey was conducted by Practical Geophysics to completely cover the remainder of the then existing Rock Creek project.

In a previous Management Discussion and Analysis, the Corporation reported that it had had preliminary discussions with a major mining Corporation concerning the possibility of a joint venture for the exploration of the Rock Creek property. The Corporation received the outline of a proposal, responded in very general terms, and met with representatives of that Corporation. No suitable proposal was forthcoming so the Corporation elected to conduct its own exploration of the property, retaining a 100% interest in it.The Corporation has received approval from the U.S. Bureau of Land Management in Battle Mountain, Nevada to drill up to 50 drill holes on 23 sites on its Rock Creek property. On August 10, 2006, the Corporation announced the commencement of a four diamond bit core drill hole program in the initial phase of drilling, totaling a minimum of 8,000 feet of coring. The results of this program were reported in press releases on November 9, 2006, and April 2, 2007.

The Corporation also staked an additional 270 claims for greater than an additional seven square miles of exploration properties along the North-Northwest trending Rock Creek – South Silver Cloud claims group. The addition of these claims solidifies the Corporation’s land position between the Rock Creek exploration project on the southern end and the South Silver Cloud property at the northern end.

SANTA RENIA PROPERTY

Santa Renia is located in the North Carlin Trend area of northern Nevada. The Corporation leases 27 unpatented lode mining claims covering a total of 487 acres. Previous geologic mapping and exploration geophysical surveys on and near the Santa Renia property show that it lies directly on the main Carlin Trend. No exploration holes have ever been drilled on the Santa Renia property, making it one of the only untested properties directly on the Carlin Trend. The Corporation has decided not to proceed with exploration of this property..

5. SHARE CAPITAL

The authorized capital is an unlimited number of common shares.

The following share transactions have occurred:

	Shares	$
Balance November 30, 2004	14,336,351	3,270,666
2005		
Issued for cash in connection with the Elephant joint venture	200,000	100,000
Issued for cash on exercise of options	446,340	89,268
Issued for cash	1,770,000	885,000
Balance November 30, 2005	16,752,691	4,344,934
2006		
First quarter		
Issued for cash on exercise of options	230,000	69,000
Issued in connection with the Elephant joint venture	125,000	125,000
Issues for cash on exercise of warrants	200,000	150,000
Balance February 28, 2006	17,307,691	4,688,934
Second quarter		
Issued for cash on exercise of warrants	1,074,200	793,620
Balance May 31, 2006	18,381,891	5,482,554
Third quarter		
Issued for cash on exercise of options	100,000	60,000
Balance August 31 and November 30, 2006	18,481,891	5,542,554
2007		
First quarter		
Issued for cash on exercise of options	100,000	60,000
Balance February 28 and May 31, 2007	18,581,891	5,602,554
Third quarter		
Issue of units pursuant to a private placement (see below)	4,380,667	1,314,200
Balance August 31, and November 30, 2007	22,962,568	6,916,754

The Corporation completed a non-brokered private placement and has issued 4,380,667 units ("Units") at a price of $0.30 per unit for aggregate gross proceeds of $1,314,200.

Each unit is comprised of one common share (a "Common Share"), one-half of one common share purchase warrant exercisable for six months (a "Six-Month Warrant") and one-half of one common share purchase warrant exercisable for 12 months (a "12-Month Warrant"). Each whole Six-Month Warrant will be exercisable for one Common Share at a price of $0.45 per share expiring July 13, 2008, and each whole 12-Month Warrant will be exercisable for one Common Share at a price of $0.60 per share expiring January 13, 2009. The Company can require holders to exercise (i) the Six-Month Warrants in the event that the volume weighted average of the Common Shares (based on closing trading prices for a 10- consecutive trading day period) on the

TSX Venture Exchange (the “Weighted Average Price”) is $0.90 per share or above; and (ii) the 12-Month Warrants in event that the Weighted Average Price is $1.20 per share or above.

Subsequent to the year end, the term of each of the warrants was extended by six months. This extension is reflected in the dates cited above.

An aggregate cash finder’s fee of $75,054 was paid and 250,180 finder’s warrants were issued in connection with certain subscriptions to the following finders: First Canadian Capital Markets Ltd., Jones, Gable & Company Limited and Pope & Company Limited. The finder’s warrants are exercisable for Common Shares at a price of $0.30 per share for 18 months, expiring January 13, 2009.

Net proceeds from this placement will be used for exploration and development of, and related property payments on, the Corporation’s Rock Creek project and its other Nevada properties and for general working capital purposes.

6. STOCK OPTION PLAN

The Corporation has in place an incentive Share Option Plan for directors, officers, employees and consultants of the Corporation to provide a meaningful incentive to persons to join and remain with the Corporation and to remain committed to its growth. Pursuant to this plan options on up to 3,350,538 shares (approximately 20% of the issued and outstanding common shares at the time the plan was adopted) may be issued. On June 2, 2005 the Board approved the conditional grant of 1,117,174 options at an exercise price of $0.60, and on September 16, 2005 the conditional grant of 125,000 options at a price of $0.80, subject to regulatory and shareholder approval which has since been obtained.

The Corporation has determined that the fair value of the options issued pursuant to the plan is $60,000. The value was determined using the Black-Scholes option pricing model, assuming a risk free interest rate of 2.5% and a stock volatility averaged between 25% and 50%. The arithmetic result was discounted to one-third thereof to allow for the relative illiquidity of the Corporation’s shares. This discounted value of $60,000 has been charged to expense in equal amounts over the final two quarters of fiscal 2006 and the first two quarters of fiscal 2007.

7. WARRANTS / OPTIONS

The following table sets out the stock option activity for the two prior years and the current year to date.

	2007		2006		2005	
	Number	Average Price	Number	Average Price	Number	Average Price
At beginning of period	1,862,644	$0.62	2,092,644	$0.59	2,538,984	$0.42
Granted						
Exercised	(200,000)	$0.60	(230,000)	$0.30	(446,340)	$0.20
Expired	(420,470)	$0.64	-	-	-	-
Forfeited	(25,000)	$0.80	-	-	-	-
At end of period	1,217,174	$0.62	1,862,644	$0.62	2,092,644	$0.59

At November 30, 2007, the following warrants / options were outstanding:

Holder	On # Of Shares	Exercise Price	Expiry Date
Warrants			
Various	2,190,333	$0.45	January 13, 2008
Various	2,190,333	$0.60	July 13, 2008
Various	250,180	$0.30	January 13, 2009
	4,630,846		
Options			
Leonard Taylor	567,174	$0.60	September 20, 2008
Eric Salsberg	100,000	$0.60	June 2, 2010
Ian McAvity	150,000	$0.70	July 22, 2009
Harold Doran	150,000	$0.60	June 2, 2010
Gregory Griffin	100,000	$0.80	September 16, 2010
Alexander Po	150,000	$0.60	June 2, 2010
	1,217,174		

The Board of Directors, pursuant to the option plan, extended the expiry date of Mr. Taylor's options for one year beyond the date on which they would automatically expire due to his death.

See also "Subsequent Event" below.

8. INCOME TAXES

For Canadian income tax purposes the Corporation is reporting a loss of approximately $397,000. The main reason for the difference between that and the reported consolidated pre tax profit is that the write-off of the Santa Renia property is in the wholly-owned American subsidiary company and the stock based compensation expensed in the Corporation are not deductible for income tax purposes. As of November 30, 2007 the Corporation had cumulative losses for income tax purposes of approximately$1,545,600, expiring at various times up to 2017, which it has no current prospect of utilizing.

9. RELATED PARTY TRANSACTIONS

Prior to his death Leonard J. Taylor, as president and a director, earned consulting fees of $30,000 during the year.

Subsequently, Mr. Ian McAvity, a director, earned management fees of $13,250 in his capacity as Acting President and Chief Executive Officer.

10. FINANCIAL INSTRUMENTS

i) Foreign-exchange risk management -
The Corporation's exposure to foreign exchange fluctuations is limited to its U.S. cash, U.S. investments and certain accounts payable. All such assets and liabilities are recorded on the balance sheet at current exchange rates.

ii) Interest-rate risk management -
The Corporation currently has no exposure to interest bearing debt.

iii) Fair value of financial instruments -
Financial instruments include cash, investments and in the prior year debentures, all of which are carried at estimated fair market value.

12. CONTINGENT LIABILITY

Randsburg expanded the arbitration referred to in the Elephant Joint Venture in Note 4 above to include a claim for damages, plus punitive damages, as a result of the Corporation maintaining that Randsburg had withdrawn from the joint venture, specifically including damages flowing from the publication of a press release to that effect released by the Corporation on July 7, 2006. Further, Randsburg claims damages, or in the alternative, rescission of the joint venture agreement, for misrepresentation in relation to adverse claims with regard to a portion of the joint venture property. The Corporation maintains that these Randsburg allegations are totally without merit, and will vigorously defend against such allegations.

13 SUBSEQUENT EVENT

Subsequent to the year-end, the Corporation granted an aggregate of 900,000 stock options to officers and directors of the Corporation pursuant to the Corporation's amended option plan approved by the shareholders in October 2005. Each of the options is exercisable at a price of $0.30 per common share until January 2, 2013. The options vest over an eighteen month period. The new options represent the first options granted by the Corporation since 2005.