

AURAMEX RESOURCE CORP.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD ENDED SEPTEMBER 30, 2006

The following discussion and analysis of financial position and results of operations of Auramex Resource Corp. (the "Company") is prepared as at November 27, 2006, and should be read in conjunction with the unaudited interim consolidated financial statements of the Company, and the notes thereto, for the period ended September 30, 2006 and with the audited financial statements for the year ended December 31, 2005. In this discussion, unless the context otherwise dictates, a reference to the business and operations of the Company includes the business and operations of the Company's wholly owned Mexican subsidiary, Exploración Auramex S. A. de C. V. Additional information relating to the Company is available on SEDAR at www.sedar.com.

Description of the Business

The Company is engaged in the business of acquiring interests in mineral properties with exploration potential and exploring those properties to determine if they may host economic deposits of minerals. While the Company has acquired and explored a number of properties over the years, it has yet to identify and develop an economic mineral deposit. If the Company determines that a property likely does not host an economic deposit, or if maintaining a property becomes uneconomic for any other reason, it abandons the property and writes off the capitalized acquisition and deferred exploration and development costs associated with the property. As existing properties are abandoned, the Company seeks out new properties for acquisition that it considers may have the potential to host the economic mineral deposit or deposits that will result in its evolution into a producing, revenue generating entity. The exploration of mineral properties and subsequent development involves a high degree of risk and few properties that are explored are ultimately developed into producing properties.

The Company currently has five mineral exploration projects, two in Mexico and three in British Columbia.

Overall Performance

As the Company does not have a producing mineral property, it has no source of cash other than debt financing and equity financing from the sale of its common shares and share purchase warrants. The cash raised in this manner is used to cover ongoing administrative expense and to fund exploration activities on its mineral exploration properties. The amount of money available for exploration is directly related to the amount that the Company is able to raise from these sources, after administrative expenses have been paid. The Company is continually engaged in the process of raising money and allocating the proceeds between its current administrative needs and desired

exploration activities. As funds become depleted, new financing is sought and the process is repeated. The determination as to which properties to explore, what programs to undertake and how much money to spend in each instance is made on an ongoing basis by the Company's management, in consultation with its Board of Directors and professional advisors.

As a result of the foregoing, the true measure of the Company's performance for any given period lies in the amount of money it was able to raise, the amount of exploration it was able to undertake and the results of those exploration efforts.

Working capital at September 30, 2006 was a deficit of \$21,404 compared to working capital of \$85,422 at September 30, 2005. The cash component of working capital for the same dates was \$50,898 and \$122,866 respectively. During the period, the Company realized gross proceeds of \$670,000 from equity financing, compared to \$332,410 in the first nine months of the previous year. Total exploration expenditures during the first nine months of 2006 were \$365,453, as compared to \$275,574 in the first nine months of the previous year.

Overall, the Company was able to raise sufficient funds during the period to cover its administrative expenses, to conduct a 500 metre diamond drill program on the Magenta property in Mexico, to conduct an extensive sampling program on the Bear River properties, and to acquire additional options on the Bear River property. This performance was in line with management's expectations for the period.

Results of Operations

The Company is engaged in the business of acquiring and exploring mineral exploration properties in the hope of discovering economic deposits of minerals that can eventually be placed into production. The Company has yet to identify and develop an economic mineral deposit, and accordingly has no sales or other significant revenue and no profit.

At September 30, 2006 the Company held five mineral exploration properties, the Magenta property, Mexico, the La Perla II concession, Mexico, the Bear River Property, British Columbia, the Summit/Oldtimer property, British Columbia, and the Brandywine property, British Columbia. A description of each project follows.

Magenta Property, Mexico

The Company's Magenta property, located near Culiacan, Sinaloa State, Mexico, comprises 4,900 hectares of staked ground and the El Fierro concession covering 732 hectares.

With respect to the 732 hectare El Fierro exploration concession, Exploración Auramex S. A. de C. V., the Issuer's wholly owned Mexican subsidiary ("Auramex Mexico"), entered into an option agreement dated April 8, 2003, as amended, with Exploración

Azteca S.A. de C.V. (“Azteca”), the wholly owned subsidiary of Nordic Gold Corp. Under the agreement, Auramex Mexico can earn an 85% interest in the acreage by causing back taxes of approximately US\$6,000 to be paid on the concession, causing the Company to issue 20,000 common shares and incurring property expenditures totalling US\$200,000 over five years, of which US\$140,000 need not be spent until the last year (2007). To date the back taxes have been paid, the 20,000 shares have been issued and expenditures of approximately CDN\$200,000, have been incurred on the El Fierro concession. This amount reflects the exchange rate between US and Canadian dollars prevailing at the time the exploration has been undertaken. Upon Auramex Mexico earning its interest, Azteca may either participate in a joint venture for the remaining 15% or convert to a 2% net smelter returns royalty. Azteca will automatically convert to a 2% NSR in the event that its interest under the joint venture is diluted to 10% or less.

The remaining 4,900 hectares comprising the balance of the Magenta property was acquired by staking, at a cost to the Company of approximately \$21,800. The staked ground surrounds the El Fierro concession on all sides and surrounds certain other claims, totalling approximately 470 hectares, not controlled by the Company. When staked in 2003, the property consisted of 4,674 hectares. During 2005, the Company staked two additional concessions within the boundaries of the Magenta property at a cost of \$6,877.

Following an initial evaluation of the property consisting of a property examination, reviewing historic reports and sampling, conducted in the Spring of 2003, a geological report prepared in accordance with National Instrument 43-101 was prepared by David St. Clair Dunn, P.Geo. (“Dunn”) and dated August 8, 2003 (the “Magenta Report”). The Magenta Report is available on the SEDAR website at www.sedar.com.

The property has several anomalies, and to date, the Company has focused on only a few. An exploration program of trenching and soil sampling in the southwest area of the property was conducted in the fall of 2003. Total exploration expenditures on the Magenta property during 2003 amounted to \$110,399.

In the Spring of 2004, Dunn supervised a program of Induced Polarization and Resistivity Surveying and some sampling in the La Prieta area and in the El Fierro area. Results of the IP survey, conducted by Pacific Geophysical Limited, is reported by Dunn in a report dated June 15, 2004 entitled “Report on Geochemical and Geophysical Programs on the Magenta Property”. The report is available on the SEDAR website at www.sedar.com. The Company expended approximately \$50,000 on the work. Several drill targets were identified, as well as areas that should have additional geophysical work to determine if drill targets exist there. A 700 metre drill program in these two areas consisting of five holes was completed October 23, 2004. Total exploration expenditures on the Magenta property during 2004 amounted to \$224,535.

The drill program tested three locations, namely La Prieta #1, the copper/gold porphyry zone and the El Fierro zone. The assays at La Prieta #1 and El Fierro, although anomalous in gold, copper, silver, nickel and cobalt, were too low to be considered

potentially economic. The results at the copper/gold porphyry zone were encouraging and indicative of the need for additional exploration.

During 2005, the Company conducted a program to evaluate the copper/gold porphyry zone over a north/south length of 1.5 kilometres, and one kilometre east/west. Prospecting, mapping and soil sampling were carried out in November 2005. Total exploration expenditures on the Magenta property in 2005 amounted to \$91,664.

The November 2005 exploration program was recommended in a report by Dunn dated April 5, 2005. The report, entitled "Report on Diamond Drilling on the Magenta Property" has been filed on SEDAR and is available on the SEDAR website at www.sedar.com and on the Auramex website at www.auramex.com.

In March and April of 2006, the Company conducted a 500 metre diamond drill program, consisting of a 313 metre hole in the porphyry zone and a 187 metre hole into the copper showing 500 metres south east of the porphyry zone. The first hole intersected an average of 0.021% copper over its entire length with values up to 0.14% copper and 0.038% molybdenum across two metre intervals. Management's interpretation is that the pyrite encountered in this hole is potentially a pyrite halo that typically surrounds a large copper/molybdenum and/or gold porphyry system. Cemented capped casing was left in the hole to enable deepening at a future date. The second hole was drilled to test a strong IP chargeability response underlying a 1,000 ppm copper anomaly in soils. Copper assays to 0.07% occurred at a few locations within altered andesite from surface to 125 metres. The remainder of the hole consisted of unmineralized, but strongly magnetic diorite, which probably caused the strong chargeability response.

La Perla II, Mexico

During 2005, the Company staked a 300 hectare concession in northern Sinaloa State, Mexico at a staking cost of \$2,831. Stream sediment samples were taken in April 2006, and anomalous copper values were returned from the northern part of the property. Further exploration work has been recommended.

Bear River Property, British Columbia

Under an option agreement dated September 21, 2005, the Company has the right to acquire a 100% interest in the Bear River property (30 claims comprising approximately 9,200 hectares) located near Stewart, in the Skeena Mining Division, British Columbia, by paying \$11,000 to the Optionor (paid), causing the Company to issue 200,000 common shares (100,000 issued) over two years and incurring property expenditures of \$125,000 over three years (incurred). Upon the Company earning its interest, the Optionor is entitled to receive a 1% Net Smelter Returns Royalty that can be purchased by the Company for \$2,000,000.

Under two option agreements dated February 1, 2006, the Company has the right to acquire certain additional mineral claims located in the Skeena Mining Division. The terms of the first of these option agreements requires the payment of \$6,000 (paid) and the issuance of 60,000 common shares (30,000 issued) in the Company over a period of 20 months for claims that are contiguous to the claims referenced in the earlier option agreement dated September 21, 2005. The Property consists of 23 claims covering approximately 7,500 hectares. The second option agreement requires the payment of \$1,000 (paid) and the issuance of 140,000 common shares (35,000 issued) in the Company over a period of two years for claims that are not contiguous to those referenced under the foregoing option agreements. The properties consist of 18 claims covering approximately 4,100 hectares.

Under an option agreement dated September 21, 2006, the Company has the right to acquire certain additional mineral claims located in the Skeena Mining Division. The terms of the agreement require the payment of \$3,500 (paid) and the issuance of 25,000 shares (10,000 issued) over a period of 13 months. The properties consist of 27 claims covering approximately 6,300 hectares

The claims are divided into four main areas to clarify dissemination of information:

Georgie River – 1,256 hectares located 22 kilometres west southwest of Stewart on the east shore of the Portland Canal.

Bell Gold - 2,212 hectares located 60 kilometres east northeast of Stewart straddling the Bell-Irving River.

Tide North – 1,668 hectares located 40 kilometres north northwest of Stewart straddling the Bowser River and covering the toe of the Frank Mackie Glacier.

Bear River – 21,700 hectares extending north northwest 28 kilometres from Stewart up the Bear River and American Creek and a further 15 kilometres east along the Bear River to Strohn Lake and Bear River Glacier. The property includes 13 historic past producing mines and showings.

The 2006 mineral exploration program on the Georgie River property consisted of property scale stream sediment sampling and prospecting. Nineteen pan concentrate samples, 10 silt samples and 32 rock samples were taken. A high grade copper gold vein was discovered which assayed 4.3% copper across 1.1 metres for a strike length of 20 metres. More work has been recommended to trace the extent of this vein and search for other similar veins in the area. The mineralization is associated with a mafic intrusive and has similar geology to the Chibougamau camp in Quebec.

The 2006 exploration program on the Bell Gold claims consisted of a property scale program of paired pan concentrate and silt stream sediment sampling and prospecting. This program did not return any values of economic interest. The claims cover

Cretaceous sediments of the Bowser Group. Further stream sediment sampling at river level on the Bell-Irving and Nass Rivers is recommended.

An initial four day exploration program on the Tide North claims was designed to test the whole of the property using a program of paired pan concentrate and silt stream sediment sampling. Fifteen pan concentrate samples and 4 silt samples were taken. Three highly anomalous values in gold were returned from pan concentrate samples. Further detailed sampling and prospecting should be carried out to attempt to locate the source of the gold anomalies. The cost of the initial program was \$10,024. A follow up program in September and October was conducted at a cost of \$9,000. Visible gold was recovered in a pan immediately downstream from a three to four metre wide silicified structure. More prospecting and trenching have been recommended.

A preliminary exploration survey was conducted on the Bear River claims in November 2005 at a cost of approximately \$24,000, and portable assessment credits were applied to an assessment total of \$29,500.

In the current year, a property scale stream sediment sampling and prospecting program was carried out by a four person truck/helicopter supported crew from June 26th to October 2nd, 2006 at a cost of \$135,100. Numerous stream sediment and rock samples anomalous in gold were returned. A report detailing this work is being prepared. A major follow-up development program has been recommended.

In March 2006, the Company staked two claims totalling 235 hectares. The two claims were staked in order to connect others of the Bear River claims held under option.

Summit/Oldtimer Property, British Columbia

The Summit/Oldtimer property initially consisted of 30 mineral claims totalling 54 units and covering 1100 hectares, mostly on the south side of Clearwater creek, approximately 10 kilometres northeast of Ymir, in the Nelson Mining Division, British Columbia. The area under option was expanded in 2005 by the addition of contiguous ground totalling approximately 1400 hectares, at a staking cost of \$564. The Ymir property is situated in the north-eastern part of the Ymir gold camp and straddles a complex contact zone between granodiorite of the Nelson Plutonic series and Ymir Group metasediments. Access to the property is by 4X4 vehicle along 12 kilometres of the Clearwater Creek Forestry road, off highway #6 approximately 10 kilometres south of Nelson, B.C.

The property is held under an option agreement entered into in February 2004 and amended December 2005. Under the agreement, the Company has the right to acquire up to a 100% interest in the property by paying \$50,000 to the optionor (paid), incurring property expenditures of \$50,000 per year (\$226,435 was incurred in 2005, \$63,055 in 2004) through 2008, and making payments to the optionor of \$65,000 in 2007 and \$40,000 in 2008. These payments are reduced by the amount of any net smelter returns royalties paid to the optionor pursuant to the royalty referred to hereafter. Having made

the payments and incurred the property expenditures referred to in the foregoing, the Company can acquire an interest of from 25% to 100% in the property by paying, on or before January 31, 2008, \$6500 for each 1% interest purchased, less the amount of all payments received by the optionor to that date other than the initial \$50,000 payment. The property is subject to a 2% net smelter returns royalty in favour of the optionor, capped at \$650,000 less the amount of all non-royalty payments previously received by the optionor, other than the initial \$50,000 payment.

Following its acquisition of an option on the property, the Company commissioned David St. Clair Dunn, P. Geo., and Stan A. Endersby, P. Eng., the optionor of the property, to prepare a geological report in accordance with National Instrument 43-101. The resulting report is dated May 15, 2004 (the "Summit/Oldtimer Report").

The Summit/Oldtimer Report has been filed on SEDAR and is available both on the SEDAR website at www.sedar.com and on the Auramex website at www.auramex.com. Further particulars concerning the Summit/Oldtimer property can be obtained by reference to the Summit/Oldtimer Report.

The Company completed a four hole diamond drill program at the end of July of 2004. Three holes in the Summit area of the property intersected a quartz vein and returned anomalous values in gold, but less than 0.5 grams/tonne. The fourth hole, drilled in the Oldtimer area, intersected 13.3 grams per tonne gold over a true width of 4.4 metres from 100.8 metres to 105.6 metres down hole.

In a 43-101 compliant report, dated April 5, 2005, David St. Clair Dunn reported on the details of the diamond drilling program conducted in 2004 and outlined the proposed 2005 drilling program. This report has been filed on SEDAR and is available both on the SEDAR website at www.sedar.com and on the Auramex website at www.auramex.com. Further particulars concerning the Summit/Oldtimer property can be obtained by reference to this report entitled "Report on Diamond Drilling on the Summit/Oldtimer Property".

The Company raised \$300,000 in flow through financing in 2004 to finance a drill program in 2005. Twenty-one holes of the twenty-four hole drill program tested the continuity of mineralization in the vicinity of the historic drill holes and the above mentioned hole at the Oldtimer location. Twenty of the holes intersected the mineralized structure. These holes demonstrated that the Oldtimer structure is continuous and is mineralized with gold over a strike length of 800 metres and a vertical distance of 350 metres. Intersections varied considerably in width and mineral content. Economic values have not been indicated by the exploration to date. The company is seeking a joint venture partner to continue exploring the property.

Brandywine Property, British Columbia

The Brandywine property comprises a 100% interest, subject to a net smelter returns royalty of 0.5% with minimum annual payments of \$50,000 following commencement of commercial production, in a mining lease and five located mineral claims consisting of 51 units located in the Vancouver Mining Division, British Columbia. In 2006, the Company has staked two additional claims consisting of eight cells at a cost of \$66. The property is approximately 1,500 hectares in area.

A geological report in accordance with National Instrument 43-101 was prepared by David St. Clair Dunn, P.Geo., and is dated June 3, 2003 (the "Brandywine Report"). The Brandywine Report reviews previous work conducted on the property and recommends a Phase 1 exploration program consisting of geological mapping and geophysical surveying at an estimated cost of \$70,000. Contingent upon the results from Phase 1, the report recommends a Phase 2 program consisting of diamond drilling at an estimated cost of \$475,000. The Brandywine Report has been filed on SEDAR and is available on the SEDAR website at www.sedar.com.

Historic data (not compliant with NI 43-101 requirements) indicates significant amounts of silver on the Company's mining lease. The current price of silver makes further exploration more attractive. The Company has applied for a permit to rehabilitate a road and to perform some drilling. Expenditures on this property in 2006 have been approximately \$4,200. The original claims are held in good standing until April 13, 2010.

Summary of Quarterly Results

The following table sets out selected financial information, presented in Canadian dollars and prepared in accordance with GAAP, for each of the last eight quarters ending September 30, 2006:

		2006			
			Third quarter	Second quarter	First quarter
(a)	Revenue	\$	\$ Nil	\$ Nil	\$ Nil
(b)	Income (Loss) before discontinued operations and extraordinary items	\$	\$ (55,031)	\$ (47,874)	\$ (57,724)
(c)	Inc(loss) per share:				
	Basic -	\$	\$ (0.003)	\$ (0.003)	\$ (0.004)
	Fully Diluted -	\$	\$ n/a	\$ n/a	\$ n/a
(d)	Net income(loss)	\$	(55,031)	(47,874)	(57,724)
(e)	Net income(loss) per share:				
	Basic -	\$	\$ (0.003)	\$ (0.003)	\$ (0.004)
	Fully Diluted -	\$	\$ n/a	\$ n/a	\$ n/a

		2005			
		Fourth quarter	Third quarter	Second quarter	First quarter
(a)	Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil
(b)	Income (Loss) before discontinued operations and extraordinary items	\$ (216,942)	\$ (34,334)	\$ (62,827)	\$ 72,677
(c)	Inc(loss) per share:				
	Basic -	\$ (0.018)	\$ (0.003)	\$ (0.005)	\$ 0.007
	Fully Diluted -	\$ n/a	\$ n/a	\$ n/a	\$ 0.004
(d)	Net income(loss)	\$ (216,942)	(34,334)	(62,827)	72,677
(e)	Net income(loss) per share:				
	Basic -	\$ (0.018)	\$ (0.003)	\$ (0.005)	\$ 0.007
	Fully Diluted -	\$ n/a	\$ n/a	\$ n/a	\$ 0.004

		2004			
		Fourth quarter			
(a)	Revenue	\$ Nil	\$		
(b)	Income (Loss) before discontinued operations and extraordinary items	\$ (265,044)	\$		
(c)	Loss per share:				
	Basic -	\$ (0.03)	\$		
	Fully Diluted -	\$ n/a	\$		
(d)	Net loss	\$ (265,044)	\$		
(e)	Net loss per share:				
	Basic -	\$ (0.03)	\$		
	Fully Diluted -	\$ n/a	\$		

The Company's business of exploring mineral exploration properties with available equity and debt financing is a long term endeavour that may take several years to yield any meaningful results. Fluctuations in results from quarter to quarter are caused primarily by whether the Company raised financing or incurred exploration expenditures in any given quarter, and are not indicative of any particular trend in the Company's overall performance. Fourth quarter losses are higher than the first three quarters because of year end entries, mainly the recognition of stock based compensation expense for stock options.

Liquidity and Capital Resources

The Company's primary source of cash is equity financing, by the sale of the Company's common shares and share purchase warrants on a private placement basis. Additional cash is generated when convertible securities, such as previously issued share purchase warrants and stock options, are exercised.

During the third quarter of 2006 the Company raised gross proceeds of \$100,000 from equity financing, and in that regard issued a total of 1,000,000 common shares and warrants for the purchase of an additional 1,000,000 common shares.

The monies raised during the year were sufficient to meet the Company's obligations during the quarter and to incur approximately \$162,000 in expenditures on its mineral exploration properties, including acquisition costs. At the end of the quarter, the Company had cash on hand in the sum of \$50,898 and a working capital deficit of \$21,404.

During the current quarter to the date hereof, the Company raised an additional \$75,000 by the issue of 500,000 flow-through common shares and an equivalent number of share purchase warrants. At the date hereof the Company has a working capital deficit of \$10,083, including the flow-through funds.

During the year 2005, and in this fiscal year to date, the Company has successfully raised sufficient equity to pay its administrative costs as they become due and to carry out modest exploration programs on its mineral exploration properties. While certain of its administrative costs are fixed and unavoidable, the Company is able in large part to tailor its expenditures to the amount of capital available at any given time. This is particularly true with respect to exploration expenditures. For this reason, the Company has been able, to date, to generate sufficient amounts of cash in the short term to fund its ongoing activities.

The Company's ability to obtain sufficient funding for the medium to long terms will be dependent on the availability of equity and debt financing in the future, which the Company cannot predict. The availability of such funding will be dependent on a number of factors beyond the Company's control, including commodity prices, stock market performance and any number of other economic conditions. Accordingly, the ability of the Company to continue as a going concern cannot be assured.

The Company has two primary requirements for working capital: administrative costs and exploration expense.

During the quarter ended September 30, 2006, general and administrative expense totalled \$55,069. The Company expects similar general and administrative costs in the remaining quarter of 2006. At the date hereof, the Company has a working capital deficit of \$116,923 if flow through funds are excluded. The Company expects that approximately \$172,000 in additional funding will be required to fund general and administrative expense for the balance of the year.

Exploration expense is much more discretionary in that the Company can tailor the amount and timing of such expenditures to fit available capital. During the quarter ended September 30, 2006, the Company expended \$2,838 on property acquisition and \$159,456 on exploration and related property expenditures. Since September 30, a further

\$16,054 has been spent on exploration, and \$6,919 on property acquisition on the Bear River property near Stewart, BC. Since September 30, 2006, \$3,406 has been spent on exploration and related property expenditures and \$66 on property acquisition on the Brandywine property. The Company does not plan any further exploration work during the balance of 2006.

Given the foregoing estimate of administrative expense, the Company will require approximately \$172,000 in new capital for the balance of the year. Management expects that it will be operating with deficit financing for the remainder of the year, and will conduct new equity financing in early 2007.

Transactions With Related Parties

The Company was party to the following transactions with related parties during the period ended September 30, 2006.

Heather Conley, the Company's President and CEO, receives \$2,500 each month pursuant to a management consulting contract. That contract is ongoing and Ms. Conley received \$22,500 in the first nine months of 2006 and has received a further \$2,500 pursuant to the contract during the current quarter to date.

Ms. Conley is also an associate of Robert A. Young & Associates ("RAYA") and is the spouse of its principal, Robert Young. RAYA is providing investor relations services under a contract dated December 1, 2004. During the nine month period ended September 30, 2006, the Company paid \$13,500 in fees and \$2,759 in expenses to RAYA under this contract, and is owed \$1,500 during the current quarter to date.

Judie Whitby, the Company's Chief Financial Officer and Secretary, receives \$3,500 per month for providing accounting, office and general management services to the Company. During the nine month period ended September 30, 2006, Ms. Whitby received the sum of \$28,000 and is owed \$7,000 pursuant to this arrangement in the current quarter to date. Ms. Whitby also received \$8,497 in reimbursement of company expenses she funded on the Company's behalf and is owed \$2,021 in expense reimbursements in the current quarter to date.

The Company's primary supplier of geological services is David St. Clair Dunn, a director of the Company. During the nine month period ended September 30, 2006, Mr. Dunn was paid \$77,957 for these services, and a further \$6,214 during the current quarter to date. At the current date Mr. Dunn is owed \$13,244.

The Company's primary supplier of legal services is Forth & Company, which is a sole proprietorship of Clive Forth, a director of the Company. During the nine month period ended September 30, 2006, Forth & Company was paid the sum of \$110,943 in legal fees, which included disbursements, and taxes that Forth & Company is required to remit to the provincial and federal governments. Of this amount, \$23,012 was a payable from

2005, and \$30,364 (net of GST of \$2,126) was paid on the accrued liability discussed in the subsequent paragraph. At the current date Forth & Company is owed \$21,242.27

Forth & Company has agreed to extend to January 1, 2008 the time of payment of certain obligations totalling \$78,645 as referred to in the notes to the unaudited financial statements at September 30, 2006.

During the period ended September 30, 2006, the Company granted stock options to its directors and consultants on a total of 839,000 common shares of the Company, exercisable at \$0.13 on or before March 8, 2011.

The Company considers all of the foregoing transactions and the amounts related thereto to be reasonable and representative of normal commercial transactions.

Financial Instruments

At November 27, 2006, the Company has cash and cash equivalents in the amount of \$60,743, consisting of cash of \$50,898 and receivables of \$9,845. At December 31, 2005, the comparable amounts were cash of \$66,165 and receivables of \$3,925. The current liabilities of the Company as at November 27, 2006 are \$82,147 (\$48,690 at December 31, 2005).

Additional Disclosure for Venture Issuers

The Company's business primarily involves mining exploration, and the Company has received no revenue from operations in either of its last two financial years. The following selected financial information indicates costs and expenses incurred by the Company in the first nine months of this year and of last year.

	Nine months ending Sept. 30, 2006	Nine months ending Sept. 30, 2005
Capitalized or expensed exploration and development costs		
• Magenta property, Mexico	\$ 177,441	\$ 55,975
• Brandywine property, B.C.	698	Nil
• Ymir property, B.C.	7,175	219,599
• Bear River property, B.C.	171,907	-
• La Perla II, Mexico	8,233	-
Expensed research and development costs	Nil	Nil
Deferred development costs	Nil	Nil
General and administrative expenses	160,708	134,731
Material costs not referred to in the foregoing	Nil	Nil

Disclosure of Outstanding Share Data

The Company has the follow securities outstanding at the date hereof.

18,244,749 common shares.

7,900,000 warrants to acquire common shares.

Number of Warrants	Exercise Price	Expiry Date
500,000	\$0.25	December 30, 2006
500,000	\$0.20	March 16, 2007
400,000	\$0.19	June 6, 2007
1,355,000	\$0.12	January 4, 2008
660,000	\$0.12	January 24, 2008
985,000	\$0.12	February 14, 2008
1,000,000	\$0.15	April 6, 2008
1,000,000	\$0.15	May 2, 2008
1,000,000	\$0.15	August 15, 2008
500,000	\$0.15	November 8, 2008
7,900,000		

2,344,000 incentive stock options to acquire common shares

Options Outstanding	Exercise Price	Expiry Date
825,000	\$0.15	August 26, 2008
380,000	\$0.13	December 2, 2008
50,000	\$0.13	August 19, 2009
150,000	\$0.13	September 22, 2009
100,000	\$0.20	May 5, 2010
839,000	\$0.13	March 11, 2011
2,344,000		

Other

The Company has no off-balance sheet arrangements. There were no changes in accounting policies during the third quarter of 2006. There are no proposed asset or business acquisitions or dispositions by the Company.