



**CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**March 31, 2008 and 2007** *(Unaudited prepared by Management)*

## REVIEW OF INTERIM FINANCIAL STATEMENTS

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

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

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

# AURAMEX RESOURCE CORP.

Interim Consolidated Balance Sheets

March 31, 2008 and 2007 (Unaudited – Prepared by Management)

	March 31 2008	December 31 2007
<b>ASSETS</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 226,887	\$ 116,644
Amounts receivable and prepaid expenses	26,295	19,160
	<u>253,182</u>	<u>135,804</u>
<b>Reclamation Deposits</b> (Note 5)	7,091	7,070
<b>Equipment</b>	5,482	5,482
<b>Interests In Mineral Properties</b> (Note 6)	2,343,577	2,212,305
	<u>\$ 2,609,332</u>	<u>\$ 2,360,661</u>
<b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 21,525	\$ 47,927
	<u>21,525</u>	<u>47,927</u>
<b>STOCKHOLDERS' EQUITY</b>		
<b>Capital Stock</b> (Note 7)	10,221,667	9,978,664
<b>Share Subscriptions Received</b>	-	-
<b>Contributed Surplus</b>	576,723	576,565
<b>Deficit</b>	(8,210,583)	(8,242,495)
	<u>2,587,807</u>	<u>2,312,734</u>
	<u>\$ 2,609,332</u>	<u>\$ 2,360,661</u>

## Subsequent Events (Note 9)

Approved on Behalf of the Board:

“Judie Whitby”  
Director

“Heather Conley”  
Director

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

**AURAMEX RESOURCE CORP.**

Interim Consolidated Statements of Operations and Deficit

March 31, 2008 and 2007 *(Unaudited – Prepared by Management)*

	QUARTERS ENDED MARCH 31	
	2008	2007
<b>Expenses</b>		
Investor relations consulting	6,000	4,500
Management consulting fees	22,790	18,000
Marketing and Promotion	3,362	4,890
Office and sundry	2,395	4,704
Professional Fees	15,581	14,174
Shareholders communications	275	709
Stock based compensation	158	-
Transfer agent and filing fees	5,792	7,738
Travel	1,882	5,757
<b>Loss Before the Following</b>	<b>(58,235)</b>	<b>(60,472)</b>
<b>Interest Income</b>	<b>47</b>	<b>84</b>
<b>Loss Before Income Tax</b>	<b>(58,188)</b>	<b>(60,388)</b>
<b>Income Tax Recovery - Future income tax</b>	<b>90,100</b>	<b>-</b>
<b>Income (loss) for the period</b>	<b>31,912</b>	<b>(60,388)</b>
<b>Deficit, Beginning of Year</b>	<b>(8,024,533)</b>	<b>(7,964,145)</b>
<b>Deficit, End of Period</b>	<b>\$ (7,992,621)</b>	<b>\$ (8,024,533)</b>
<b>Income (loss) per share - Basic</b>	<b>0.001</b>	<b>(0.003)</b>
<b>Income (loss) per share - Fully Diluted</b>	<b>\$ 0.001</b>	<b>\$ n/a</b>
<b>Weighted Average Number of Shares - Basic</b>	<b>32,764,007</b>	<b>22,307,955</b>
<b>Weighted Average Number Of Shares – Fully Diluted</b>	<b>49,149,661</b>	<b>33,595,027</b>

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

## AURAMEX RESOURCE CORP.

Interim Consolidated Statements of Cash Flows

March 31, 2008 and 2007 (Unaudited – Prepared by Management)

	QUARTERS ENDED	
	MARCH 31	
	2008	2007
<b>Operating Activities</b>		
Income (Loss) for the period	\$ 31,912	\$ (60,388)
Items not involving cash:	-	-
Stock based compensation	158	-
Recovery of future income tax	(90,100)	-
	<u>(58,030)</u>	<u>(60,388)</u>
Changes in operating assets and liabilities		
Amounts receivable and prepaid expenses	(7,135)	(4,399)
Accounts payable and accrued liabilities	(29,540)	124,872
	<u>(94,705)</u>	<u>60,085</u>
<b>Investing Activities</b>		
Acquisition of interests in mineral properties	(1,149)	(10,942)
Exploration expenditures	(103,136)	(387,252)
Reclamation deposits	(21)	(11)
Acquisition of capital assets	-	(1,198)
	<u>104,306</u>	<u>(399,403)</u>
<b>Financing Activities</b>		
Shares issued for cash	343,200	738,135
Share subscriptions received	-	(28,500)
Share issuance costs	(33,947)	(49,639)
Due to related parties	-	(78,645)
	<u>309,253</u>	<u>581,251</u>
<b>Increase (Decrease) In Cash And Cash Equivalents</b>	<b>110,242</b>	<b>241,933</b>
<b>Cash And Cash Equivalents, Beginning Of Period</b>	<b>116,644</b>	<b>57,076</b>
<b>Cash And Cash Equivalents, End Of Period</b>	<b>\$ 226,886</b>	<b>\$ 299,009</b>
<b>Supplemental Disclosure Of Cash Flow Information</b>		
Interest received	26	\$ 73
Interest paid	\$ -	\$ -
<b>Supplemental Disclosure Of Non-Cash Investing And Financing Activities</b>		
Shares issued as consideration for interest in mineral property	\$ 23,850	\$ 71,095

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

# **AURAMEX RESOURCE CORP.**

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 *(Unaudited – Prepared by Management)*

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## **1. GOING CONCERN**

The financial statements for the quarters ended March 31, 2008 and 2007 are prepared on a going-concern basis, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. The Company is in the development stage and currently derives no revenues from its operations. The Company has financed its operations principally through debt and equity financing. Substantial external financing will be required by the Company in order to fund its future operations, exploration of interests in mineral properties and meet listing requirements of the TSX Venture Exchange. The ultimate realization of the amounts shown as interests in mineral properties (Note 4) is dependent upon the continuance of rights to tenure of the areas of interest, the results of future exploration, the successful development and exploitation of the areas of interest or alternatively by their sale. The financial statements do not include any adjustments which might result from the outcome of these uncertainties.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

### **a) Basis of Consolidation**

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, Exploración Auramex S.A. de C.V. (incorporated in Mexico). All significant intercompany transactions and balances have been eliminated upon consolidation.

### **b) Cash and cash equivalents**

Cash and cash equivalents consist of cash and short term deposits with maturities of 90 days or less when acquired. As at March 31, 2008 and 2007, the Company does not have any cash equivalents.

### **c) Equipment**

Equipment is recorded at cost. Amortization is recorded annually on the diminishing balance basis over the estimated useful lives of the assets as follows:

Exploration equipment	30%
Computer and office equipment	30%

### **d) Interests in Mineral Properties**

The Company follows the method of accounting for its interests in mineral properties whereby all costs related to acquisition, exploration and development are capitalized by area of interest. These expenditures are carried forward where rights to tenure of the areas of interest are current, and it is expected the expenditure will be recovered through successful development and exploitation of the area of interest or alternatively by its sale, and/or the activities are continuing in the area of interest but have not yet reached a stage of development which permits reasonable assessments of existence or otherwise of economically recoverable reserves. Expenditures which no longer satisfy the above criteria are written off. The carrying value of each of its interests in mineral properties is reviewed on a regular basis.

## **AURAMEX RESOURCE CORP.**

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 *(Unaudited – Prepared by Management)*

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### **2. SIGNIFICANT ACCOUNTING POLICIES (Continued)**

#### d) Interests in Mineral Properties (Continued)

Proceeds received from the sale of any interest in a property will first be credited against the carrying value of the property, with any excess included in operations for the period. Mineral property interest option payments are recorded when receivable and are charged against the related mineral properties.

On commencement of commercial production, net costs will be charged to operations on the unit-of-production method by property based upon estimated recoverable reserves.

Recorded costs of mineral properties and capitalized exploration and development expenditures are not intended to reflect present or future values of resource properties. The Company does not accrue the estimated future costs of maintaining its mineral property interests in good standing. Capitalized costs are subject to measurement uncertainty and it is reasonably possible, based on existing knowledge, that change in future conditions could require a material change in the recorded amounts.

#### e) Stock Based Compensation

The Company's Option Plan provides for granting of stock options to directors, officers and employees. The Company uses the fair value method for valuing stock option grants. Compensation costs attributable to share options granted are measured at fair value at the grant date and are expenses over vesting periods with a corresponding increase to contributed surplus. Upon exercise of the stock options, consideration paid by the option holder together with the amount previously recognized in contributed surplus is recorded as an increase to share capital.

#### f) Flow-Through Common Shares

Resource expenditure deductions for Canadian income tax purposes related to Canadian exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. The Company follows the accounting prescribed by the CICA Emerging Issues Committee (EIC) in EIC-146 "Flow-through Shares". On the date the expenditures are renounced, the Company records the income tax benefit arising from the renunciation as a recovery of income taxes in the statement of operations and a corresponding reduction in the share capital amounts recorded from the sale of the flow-through shares proceeds.

#### f) Share Issuance Costs

Costs directly identifiable with the raising of capital are charged against the related share capital. Costs related to shares not yet issued are recorded as deferred financing costs. These costs are presented as other assets until the issuance of the shares to which the costs relate, at which time the costs are charged against the related share capital or charged to operations if the shares are not issued.

#### g) Loss Per Share

Loss per share computations are based upon the weighted average number of common shares outstanding during the year. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and other similar instruments. Under this method, the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon the exercise of options and warrants. It assumes that the proceeds would be used to purchase common shares at the average market price during the period. Diluted loss per share is not disclosed, as the effect of conversion of outstanding options and warrants is anti-dilutive.

## AURAMEX RESOURCE CORP.

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 (*Unaudited – Prepared by Management*)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

h) Foreign currency transactions

Transactions denominated in Mexican pesos and in American dollars have been translated into Canadian dollars at the rate of exchange prevailing at the time of the transaction. Monetary assets and liabilities denominated in foreign currencies have been translated into Canadian dollars at the year-end exchange rate. Exchange gains and losses are included in annual operating results.

i) Financial Instruments

The carrying value of financial instruments not otherwise disclosed separately in the financial statements, approximate their fair values. These financial instruments include cash and cash equivalents, taxes recoverable, and accounts payable and accrued liabilities. Their fair values approximate carrying values, since they are short term in nature and are receivable or payable on demand. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments.

j) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the 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 determination of impairment of assets, resource property carrying values, future income tax assets, and determination of fair value for stock based compensation and transactions. Due to the inherent uncertainty involved with making such estimates, actual results as determined by actual events could differ from those estimates.

k) Changes to Accounting Policies

Effective January 1, 2007, the Company adopted three new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA")

*Financial Instruments – Recognition and Measurement, Section 3855*

The financial instruments standard establishes the recognition and measurement criteria of financial assets, financial liabilities and derivatives. All financial instruments are required to be measured at fair value on initial recognition of the instruments, except for certain related party transactions. Measurement in subsequent periods depends on whether the financial instrument has been classified as held-for-trading, available-for-sale, held-to-maturity, loans and receivables or other financial liabilities as defined by the standard.

Financial assets and financial liabilities held-for-trading are measured at fair value with changes in those fair values recognized in net earnings (loss). Financial assets available-for-sale are measured at fair value, with changes in those fair values recognized in other comprehensive income (loss). Financial assets held-to-maturity, loans and receivables and other financial liabilities are measured at amortized cost using the effective interest method of amortization.

The Company has no financial instruments or activities that give rise to other comprehensive income (loss). The Company's cash is designated as held-for-trading and is measured at carrying value, which approximates fair value due to the short-term nature of this instrument. Accounts receivable and the GST receivable are designated as loans and receivables. Accounts payable and accrued liabilities are recorded at cost.

*Financial Instruments – Disclosure and Presentation, Section 3861*

This section establishes the requirements for the disclosure and presentation of financial instruments and non-financial derivatives.

## AURAMEX RESOURCE CORP.

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 (*Unaudited – Prepared by Management*)

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### 2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### k) Changes to Accounting Policies (Continued)

##### *Hedges, Section 3865*

This standard specifies the circumstances under which hedge accounting is permissible and how hedge accounting may be performed. The Company currently does not have any financial instruments which qualify for hedge accounting.

##### *Comprehensive Income, Section 1530*

This standard introduces new rules for reporting and display of comprehensive income. Comprehensive income is the change in shareholders' equity (net assets) of an enterprise during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. These items include holding gains and losses on certain investments and gains and losses on certain derivative instruments.

The standard requires the presentation of comprehensive income, and its components, in a separate financial statement that is displayed with the same prominence as the other financial statements. Accumulated other comprehensive income is presented as a new category in shareholders' equity.

Effective January 1, 2008, the Company adopted three new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA")

##### *Capital Disclosures, CICA Section 1535*

This section requires that a company disclose information that enables users of its financial statements to evaluate its objectives, policies and procedures for managing capital including disclosures of any externally imposed capital requirements and the consequences for non-compliance.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders. In order to maintain or adjust the capital structure, the Company may issue new shares through private placements. The Company is not subject to externally imposed capital requirements.

##### *Financial Instruments – Disclosures, CICA Section 3862 and Financial Instruments – Presentation, CICA Section 3863*

Sections 3862 and 3863 replace Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

#### l) Comparative figures

Certain comparative figures have been reclassified in order to conform with the current period's financial statement presentation.

#### m) Future accounting pronouncements

The following accounting pronouncement is applicable to future reporting periods. The Company is currently evaluating the effects of adopting this standard.

##### *Goodwill and Intangible Assets, CICA Section 3064*

This section establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets. It is effective for the Company for annual and interim financial statements commencing January 1, 2009.

## AURAMEX RESOURCE CORP.

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 (Unaudited – Prepared by Management)

### 3. FINANCIAL INSTRUMENT RISK EXPOSURE

a) *Credit risk* - Cash is held in high-quality financial institutions. GST receivable is generated on the purchase of supplies and services in Canada, and IVA receivables are generated on the purchase of supplies and services, refundable from the Mexican government.

b) *Liquidity risk* - The Company tries to maintain sufficient capital to meet short term business requirements.

c) *Foreign Currency Risk* – The Company operates in Canada and Mexico and is therefore subject to foreign currency fluctuations. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks.

### 4. ACCOUNTS RECEIVABLES AND PREPAID EXPENSES

	March 31, 2008		December 31, 2007
GST Receivable	\$ 9,454	\$	5,627
IVA Receivable	10,021		9,842
Prepays and Advances	1,646		1,492
	\$ 21,121	\$	16,961

### 5. RECLAMATION DEPOSITS

As at March 31, 2008, the company had reclamation deposits with the province of British Columbia totalling \$7,091 (2007 - \$7,073) with regard to the Brandywine and Summit/Oldtimer properties. With regard to the \$2,000 plus interest deposit relating to the Summit/Oldtimer property in which the Company no longer has an interest, the Department of Energy & Mines has released the requirement and the funds will be released upon maturity at June 12, 2008.

### 6. INTERESTS IN MINERAL PROPERTIES

#### Brandywine Property

The Company holds a 100% interest, subject to a net smelter returns royalty of 0.5% with minimum annual royalty payments of \$50,000 following commencement of commercial production, in 5 located claims consisting of 51 units and one mining lease located in the Vancouver Mining Division of British Columbia. In consideration thereof, the Company paid \$10,000 and issued 6,667 shares valued at \$30,000. The property also consists of 11 cell claims acquired at a staking cost of \$66.

#### Magenta Property

a) *El Fierro Concession* - The Company, through its Mexican subsidiary, entered into an option agreement, as amended, to acquire an 85% interest in the El Fierro concession, an exploration concession consisting of 733 hectares located in Culiacan, Sinaloa State, Mexico, by the payment of back taxes of \$8,810 (paid), the issuance of 20,000 common shares (issued), and the incurring of exploration expenses of US\$200,000 over five years commencing on January 1, 2003.

## **AURAMEX RESOURCE CORP.**

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 *(Unaudited – Prepared by Management)*

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### **6. INTERESTS IN MINERAL PROPERTIES (continued)**

#### **Magenta Property**

##### **a) El Fierro Concession (continued)**

In January 2008, the Company issued 25,000 common shares to acquire an extension of the option to December 2008.

Upon the Company earning its interest, the Optionor may either participate in a joint venture for the remaining 15% or convert to a 2% NSR. The Optionor will automatically convert to a 2% NSR in the event that its interest under the joint venture is diluted to 10% or less. The NSR may be purchased for the sum of US \$2,000,000.

##### **b) Magenta Concessions**

The Company, through its Mexican subsidiary, Exploración Auramex S.A. de C.V., has acquired by staking, 4,954 hectares located in Culiacan, Sinaloa State, Mexico. The staked ground encompasses the El Fierro exploration concession.

##### **c) Ana Concession**

The Company, through its Mexican subsidiary, has purchased a 275 hectare mining concession within the boundaries of the Magenta property in Mexico. The terms of the acquisition were the payment of US\$10,000 to the vendor and the payment of back taxes of approximately \$US18,000.

#### **Gracias a Dios (El Escobal)**

The Company, through its Mexican subsidiary, entered into an option agreement to acquire a 100% interest in the Gracias a Dios and Ampliación Gracias a Dios concessions, consisting of 50 hectares within the boundaries of the of the Magenta property in Mexico. Under the agreement the Company has the right to acquire a 100% interest in these concessions by paying US\$100,000 by December 18, 2007 (paid) and US\$300,000 by December 18, 2008, and issuing the equivalent in value to US\$50,000 in common shares of the Company upon Exchange approval (issued).

The Company has also entered into an option agreement to purchase 450 hectares of surface land over the concessions and part of the Magenta concession. Under this agreement, the Company must pay US\$100,000 in December 2008. The agreements require that both options be exercised, or that neither be exercised.

#### **La Perla II Concession**

The La Perla II mining concession, consisting of 300 hectares in northern Sinaloa State, Mexico, was acquired by staking at a cost of \$2,831.

## AURAMEX RESOURCE CORP.

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 (Unaudited – Prepared by Management)

### 6. INTERESTS IN MINERAL PROPERTIES – (continued)

#### Bear River Properties

The Bear River property consists of 104 mineral tenures covering 30,458 hectares located in the Skeena Mining Division, approximately 25 kilometres north of Stewart, British Columbia. The properties were acquired under six options to purchase. Five of the six options have been exercised, for a total cost of \$24,900 and issuance of 575,000 shares in the Company. Two Net Smelter Return Royalty agreements of 1% apply to various of the tenures. Each of the NSR royalties can be purchased for \$2,000,000.

Under the sixth option agreement, the Company has the right to acquire a 100% interest in 12 mineral tenures totalling 1,064 hectares by paying \$3,000 (paid) and issuing 100,000 shares in the Company (25,000 issued). The option is subject to a 2% NSR that can be purchased for \$1,000,000.

	2008 ACQUISITION AND DEFERRED EXPLORATION COSTS					
	BRANDYWINE PROPERTY	MAGENTA PROPERTY	LA PERLA II CONCESSION	GRACIAS A DIOS (ESCOBAL)	BEAR RIVER PROPERTY	TOTAL
Acquisition Costs						
Balance, beginning of year	\$ 40,066	\$ 92,763	\$ 4,559	\$ 192,185	\$ 99,774	\$ 429,347
Additions	-	1,964	-	-	23,036	25,000
Balance, end of period	40,066	94,727	4,559	192,185	122,810	454,347
Deferred Exploration						
Balance, beginning of year	47,575	693,964	15,678	514,954	510,787	1,782,958
Geological, mapping and field expenses	2,408	28,202		53,960	3,962	88,532
Permits, taxes and assessment fees	1,093	9,677	1,184	143	5,643	17,740
Balance, end of period	51,076	731,843	16,862	569,057	520,392	1,889,230
Total	\$ 91,142	\$ 826,570	\$ 21,421	\$ 761,242	\$ 643,202	\$ 2,343,577

## AURAMEX RESOURCE CORP.

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 (Unaudited – Prepared by Management)

### 6. INTERESTS IN MINERAL PROPERTIES (continued)

	2007 ACQUISITION AND DEFERRED EXPLORATION COSTS					TOTAL
	BRANDYWINE PROPERTY	MAGENTA PROPERTY	LA PERLA II CONCESSION	GRACIAS A DIOS (ESCOBAL)	BEAR RIVER PROPERTY	
Acquisition Costs						
Balance, beginning of year	\$ 40,066	\$ 55,484	\$ 4,559	\$ 15,591	\$ 51,391	\$ 167,091
Additions	-	37,279		176,594	48,383	262,256
Balance, end of period	40,066	92,763	4,559	192,185	99,774	429,347
Deferred Exploration						
Balance, beginning of year	28,716	605,189	8,723		224,865	867,493
Geological, mapping and field expenses	18,266	80,399	4,856	514,765	273,423	891,709
Permits, taxes and assessment fees	593	8,376	2,099	189	12,499	23,756
Balance, end of period	47,575	693,964	15,678	514,954	510,787	1,782,958
Total	\$ 87,641	\$ 786,727	\$ 20,237	\$ 707,139	\$ 610,561	\$ 2,212,305

### 7. CAPITAL STOCK

a) Authorized

Unlimited number of common shares without par value

b) Issued

	NUMBER OF SHARES	AMOUNT	CONTRIBUTED SURPLUS
Balance, December 31, 2007	31,622,249	\$ 9,978,664	\$ 576,565
	0	0	
Shares issued for cash – private placements	3,000,000	300,000	
Shares issued for cash – warrants exercised	360,000	43,200	
Shares issued on acquisition of mineral property	170,000	23,850	
Fair value of stock options		0	158
Future Income Tax Liability on flow-through shares		(90,100)	
Share issuance costs	0	(33,947)	
Balance, March 31, 2008	35,152,249	\$ 10,221,667	576,723

## AURAMEX RESOURCE CORP.

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 (Unaudited – Prepared by Management)

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### 7. CAPITAL STOCK (continued)

On March 11, 2008, the Company completed a non-brokered private placement of 3,000,000 units at a price of \$0.10 per unit. Each unit consists of one common share and one share purchase warrant to acquire one additional share at a price of \$0.10 per share for a period of two years from date of closing. Finders' fees of \$28,000 were paid in connection with the placement.

On January 17, 2008, the Company issued 170,000 common shares as partial consideration for the acquisition of property interests.

On January 2, 2008, the Company received \$43,200 from the exercise of 360,000 warrants at \$0.12 each.

#### c) Warrants

At March 31, 2008, the following share purchase warrants are outstanding:

<u>NUMBER OF WARRANTS</u>	<u>EXERCISE PRICE</u>	<u>EXPIRY DATE</u>
860,000	\$ 0.15	April 6, 2008
880,000	\$ 0.15	May 2, 2008
710,000	\$ 0.15	August 15, 2008
500,000	\$ 0.15	November 8, 2008
2,500,000	\$ 0.15	January 16, 2009
1,000,000	\$ 0.25	March 12, 2009
2,000,000	\$ 0.15	July 17, 2009
2,000,000	\$ 0.20	September 6, 2009
2,500,000	\$ 0.15	September 6, 2009
3,000,000	\$ 0.10	March 11, 2010
<u>15,950,000</u>		

#### d) Stock Options

The Company's stock option plan provides for the granting of incentive stock options for up to 5,385,000 common shares to employees, consultants, officers and directors of the company. Options are granted for a term of up to five years from the date granted. Stock options granted generally vest over a period of eighteen months.

No stock options were granted or exercised during the quarter.

	<u>NUMBER OF OPTIONS</u>	<u>WEIGHTED AVERAGE EXERCISE PRICE</u>
Balance, December 31, 2007	<u>2,374,500</u>	0.14
Balance, March 31, 2008	<u>2,374,500</u>	\$ 0.14

## AURAMEX RESOURCE CORP.

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 (Unaudited – Prepared by Management)

### 7. CAPITAL STOCK (continued)

#### d) Stock Options (continued)

The following table summarizes information about the stock options outstanding at March 31, 2008:

EXERCISE PRICE	OPTIONS OUTSTANDING		OPTIONS EXERCISABLE	
	NUMBER OF SHARES	REMAINING CONTRACTUAL LIFE (YEARS)	NUMBER OF SHARES	EXERCISE PRICE
\$ 0.15	825,000	0.38	825,000	\$ 0.15
0.13	380,000	0.67	380,000	0.13
0.13	50,000	1.40	50,000	0.13
0.13	150,000	1.48	150,000	0.13
0.20	100,000	2.11	100,000	0.20
0.13	769,500	2.98	769,500	0.13
0.15	100,000	3.80	75,000	0.15
	<u>2,374,500</u>		<u>2,349,500</u>	

### 8. RELATED PARTY TRANSACTIONS

a) The following table discloses the related party transactions for the quarters ended March 31, 2008 and 2007:

RELATED PARTY	TYPE OF TRANSACTION	TERMS AND CONDITIONS	2008	2007
Director and Officer	Management Consulting Fees	Normal Commercial	\$ 7,500	\$ 7,500
Business controlled by a Director	Legal fees in connection with private placements	Normal Commercial	\$ 6,224	\$ 5,897
	Legal fees	Normal Commercial	\$ 11,223	\$ 10,022
	Legal fees and expenses from prior years	Normal Commercial	\$ -	35,000
	Legal fees in connection with mineral property acquisitions	Normal Commercial	\$ 1,848	2,440
Director	Geological Consulting	Normal Commercial	\$ 7,223	\$ 25,435
Director and Officer	Consulting fees	Normal commercial	\$ 13,500	\$ 10,500
	Expense reimbursement	Cost reimbursement	\$ 2,065	\$ 5,562
Business Related to a Director	Investor relations	Normal commercial	\$ 4,500	\$ 4,500

## **AURAMEX RESOURCE CORP.**

Notes to the Interim Consolidated Financial Statements

March 31, 2008 and 2007 *(Unaudited – Prepared by Management)*

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### **8. RELATED PARTY TRANSACTIONS** (continued)

- b) An amount of \$2,912 (2007 - \$76,254) which is included in accounts payable and accrued liabilities represents unpaid amounts relating to fees and expenses.

### **9. SIGNIFICANT AND SUBSEQUENT EVENTS**

On May 7, 2008, the Company announced a non-brokered private placement of up to 2,000,000 units at a price of \$0.10 per unit. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one common share at a price of \$0.10 for a period of two years from the date of closing. The Company will pay 10% finders' fees to qualified finders.