

Interim Consolidated Financial Statements of
TALON METALS CORP.
(formerly Brazmin Corp.)
expressed in Canadian Dollars
for the three and nine months ended
September 30, 2007 and 2006
Unaudited

These unaudited financial statements of Talon Metals Corp. (the "Company") have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3(3)(a) of National Instrument 51-102 Continuous Disclosure Obligations.

TALON METALS CORP.
(formerly Brazmin Corp.)

Consolidated Balance Sheets

	<u>September, 30</u> <u>2007</u> <u>Unaudited</u>	<u>December, 31</u> <u>2006</u>
Assets		
Current assets		
Cash and cash equivalents	\$15,340,772	\$ 11,439,157
Accounts receivable and other assets	49,081	171,251
	15,389,853	11,610,408
Equipment (note 4)	81,607	82,641
Mineral properties and deferred expenditures (note 5)	8,192,015	8,170,892
Investments (note 6)	4,303,819	-
	\$27,967,294	\$ 19,863,941
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	\$58,265	\$ 279,609
Shareholders' equity		
Share capital and warrants (note 7)	23,932,221	24,104,131
Contributed surplus (note 7)	2,713,187	2,692,652
Retained earnings(deficit)	1,263,621	(7,212,451)
	27,909,029	19,584,332
	\$27,967,294	\$ 19,863,941

See accompanying notes to the consolidated financial statements.

TALON METALS CORP. (formerly Brazmin Corp.)

Consolidated Statements of Operations and Retained Earnings (Deficit)

	<u>Three months ended September 30 2007 Unaudited</u>	<u>Three months ended September 30 2006 Unaudited</u>	<u>Nine months ended September 30 2007 Unaudited</u>	<u>Nine months ended September 30 2006 Unaudited</u>
Interest income	<u>\$79,374</u>	<u>\$111,512</u>	<u>\$243,154</u>	<u>\$303,037</u>
Expenses				
Consulting fees	131,195	63,898	237,296	197,024
Office and general	109,098	73,358	310,994	282,212
Property evaluation	100,784	-	100,784	-
Management fees	67,500	67,500	202,500	202,500
Professional fees	52,803	93,087	241,160	283,305
Interest and bank charges	36,935	22,914	82,261	50,759
Travel	12,014	31,331	65,295	129,961
Listing and filing expense	4,392	7,897	53,339	99,840
Amortization of equipment	2,000	1,500	6,000	4,500
Stock based compensation	(45,872)	6,417	(151,375)	304,160
	<u>470,849</u>	<u>367,902</u>	<u>1,148,254</u>	<u>1,554,261</u>
Loss for the period before the following:	(391,475)	(256,390)	(905,100)	(1,251,224)
Foreign currency translation gain (loss)	(87,232)	42,248	(144,256)	68,519
Realized gain on sale of mineral properties (note 5e)	88,219	-	9,389,769	-
Realized gain on sale of investments (note 6)	328,495	-	328,495	-
Unrealized gain (loss) on investments	70,164	-	(192,836)	-
Net earnings(loss) for the period	8,171	(214,142)	8,476,072	(1,182,705)
Retained earnings (deficit), beginning of period	1,255,450	(6,200,441)	(7,212,451)	(4,399,033)
Share issue cost	-	-	-	(832,845)
Retained earnings(deficit), end of period	<u>\$1,263,621</u>	<u>\$(6,414,583)</u>	<u>\$1,263,621</u>	<u>\$(6,414,583)</u>
Basic & diluted earnings(loss) per share (note 8)	<u>\$0.00</u>	<u>\$(0.01)</u>	<u>\$0.31</u>	<u>\$(0.05)</u>

See accompanying notes to the consolidated financial statements.

TALON METALS CORP. (formerly Brazmin Corp.)

Consolidated Statements of Cash Flows

	<u>Three months ended September 30, 2007 Unaudited</u>	<u>Three months ended September 30, 2006 Unaudited</u>	<u>Nine months ended September 30, 2007 Unaudited</u>	<u>Nine months ended September 30, 2006 Unaudited</u>
Cash flows from operating activities				
Net earnings(loss) for the period	\$8,171	\$(214,142)	\$8,476,072	\$(1,182,705)
Items not affecting cash:				
Realized gain on sale of investments	(328,495)	-	(328,495)	-
Realized gain on sale of mineral properties	(88,219)	-	(9,389,769)	-
Stock based compensation	(45,872)	6,417	(151,375)	304,160
Unrealized (gain) loss on investment	(70,164)	-	192,836	-
Foreign currency gain on loan receivable	(5,526)	-	-	-
Non-cash interest income on loan receivable	(17,479)	-	-	-
Amortization	2,000	1,500	6,000	4,500
	<u>(545,584)</u>	<u>(206,225)</u>	<u>(1,194,731)</u>	<u>(874,045)</u>
Changes in non-cash working capital balances:				
Accounts receivable and other assets	14,885	83,865	45,091	5,148
Accounts payable and accrued liabilities	(138,058)	(43,392)	(168,277)	(416,486)
	<u>(668,757)</u>	<u>(165,752)</u>	<u>(1,317,917)</u>	<u>(1,285,383)</u>
Cash flows from financing activities				
Proceeds on issuance of shares and warrants	-	14,992	-	11,641,816
Share issue cost	-	-	-	(665,303)
Decrease in mining obligations	-	(885)	-	(124,375)
	<u>-</u>	<u>14,107</u>	<u>-</u>	<u>10,852,138</u>
Cash flows from investing activities				
Acquisition of equipment	-	(18,667)	(4,966)	(49,751)
Proceeds on sale of investments	6,489,370	-	6,489,370	-
Cash proceeds on sale of mineral property	99,265	-	99,265	-
Collection of loan receivable	1,688,411	-	-	-
Mineral properties and deferred exploration expenses	(307,415)	(1,704,294)	(1,364,137)	(2,689,932)
	<u>7,969,631</u>	<u>(1,722,961)</u>	<u>5,219,532</u>	<u>(2,739,683)</u>
Increase (decrease) in cash and cash equivalents	7,300,874	(1,874,606)	3,901,615	6,827,072
Cash and cash equivalents, beginning of the period	8,039,898	14,588,484	11,439,157	5,886,806
Cash and cash equivalents, end of the period	<u>\$15,340,772</u>	<u>\$12,713,878</u>	<u>\$15,340,772</u>	<u>\$12,713,878</u>

See accompanying notes to consolidated financial statements.

TALON METAL CORP.

(formerly Brazmin Corp.)

Notes to the Consolidated Financial Statements
September 30, 2007
Unaudited

1. Incorporation and Operations

Resource Holdings & Investments Inc. ("RHI") was incorporated on July 8, 2004 under the International Business Companies Act in the Territory of The British Virgin Islands ("BVI") to engage in the acquisition, exploration, development and operations of mineral properties in Brazil. On April 5, 2005 RHI amalgamated with Ventures Resource Corporation ("VRC"), a publicly traded company, to form BrazMin Corp. (the "Company").

The Company had a wholly-owned subsidiary, Resource Holdings 2004 Inc. ("RH 2004"), which had been incorporated in BVI on July 8, 2004. The Company together with RH 2004 owned 100% of the subsidiaries (all subsidiaries incorporated in Brazil), Brazilian Resources Mineracao Ltda. ("BRM"), Brazmin Ltda. ("BRAZ LTDA"), and EIMB - Empresa Internacional De Mineracao Brasil Ltda. ("EIMB"). The Company, through its subsidiaries, had acquired rights ranging from a 65% to 100% interest in a number of prospective gold mining projects situated in Brazil.

South American Resource Holdings Inc. ("South American") was incorporated in BVI during the previous year, and is a wholly-owned subsidiary of the Company. In the 1st quarter, BRM and BRAZ LTDA were transferred into South American so that RH 2004 owned only EIMB. RH 2004 was then sold.

On June 18, 2007, Seatrain Holdings Limited ("Seatrain") was incorporated in BVI, and is a wholly-owned subsidiary of the Company.

On July 9, 2007, the Company changed its name to Talon Metals Corp. It also changed its trading symbol on the Toronto Stock Exchange to TLO.

These consolidated financial statements include the accounts of the Company's subsidiaries. All inter-company balances have been eliminated.

2. Summary of significant accounting policies

In the opinion of management all adjustments required for a fair presentation are included in these statements, in accordance with the accounting policies of the company. These interim consolidated financial statements have been prepared following accounting principles consistent with those used in the annual consolidated financial statements and should be read in conjunction with the annual financial statements of the Company, for the year ended December 31, 2006. The results of operations for the interim period are not necessarily indicative of the results of operations for any other interim period, or for a full fiscal year.

TALON METALS CORP. (FORMERLY BRAZMIN CORP.)

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The accompanying unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial statements. The Company has adopted the following additional accounting policy (paragraph a) for its fiscal period beginning on January 1, 2007:

a) Long-term investments -

The Company's long-term investments are classified as "held-for-trading" securities and are measured at fair value. Changes in fair value are recognized in net income. Investments in securities having quoted market values and which are publicly traded on a recognized securities exchange are recorded at values based on the current bid prices.

b) Estimates –

Because a precise determination of assets and liabilities depends on future events, the preparation of financial statements for a period necessarily requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expense during the period. Actual amounts could differ from these estimates.

c) Cash and cash equivalents –

Cash and cash equivalents include cash and term deposits with original maturities less than three months from the date of acquisition.

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d) Equipment –

Equipment is stated at cost and amortized at 20% per annum on a declining balance. One-half of the above rate is applied in the year of acquisition.

e) Mineral properties and deferred exploration costs –

Interests in mineral exploration properties are recorded at cost. Exploration expenditures, other than those of a general nature, relating to mineral properties in which an interest is retained are deferred and carried as an asset until the results of the projects are known. If a project is unsuccessful or if exploration has ceased because continuation is not economically feasible, the cost of the property and the related exploration expenditures are written off.

The cost of mineral properties includes the cash consideration and the negotiated value of shares issued on the acquisition of properties. Properties acquired under option agreements, whereby option payments are made at the discretion of the company, are recorded in the financial statements at the time payments are made. Certain option payments that management have determined are likely to be made, have been accrued in the financial statements. The proceeds from options granted on properties are credited to the cost of the related property.

Once the feasibility of a project has been established, deferred exploration expenses and other costs are segregated as deferred development expenditures. These costs are amortized over the estimated useful life of the related mineral property as commercial production commences. If the net carrying amount of the deferred exploration expenses are not recoverable, these costs are written down to net recoverable amount of the deferred exploration expense.

Although the Company believes it has taken reasonable measures to ensure proper title to its mineral properties in which it has an interest, there is no guarantee that title to any of its mineral properties will not be challenged or impaired. Third parties may have valid claims underlying portions of the Company's interests, including prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

The amounts shown for mineral properties and deferred exploration costs represents cost to date, and do not necessarily represent present or future values as they are entirely dependent upon the economic recovery of future reserves.

The Company does not accrue the estimated future costs of maintaining its mineral properties in good standing.

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f) Stock based compensation –

The Company uses the accounting standard for stock-based compensation which requires the use of the fair value method for valuing stock option grants. Under this method, compensation cost attributable to all share options granted is measured at fair value at the grant date and expensed over the vesting period with a corresponding increase to contributed surplus. Upon the exercise of the stock options, consideration received together with the amount previously recognized in contributed surplus is recorded as an increase to share capital.

g) Asset retirement obligation –

An asset retirement obligation is a legal obligation associated with the retirement of long-lived assets that the company is required to settle.

The Company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred, when a reasonable estimate of the fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. The Company does not have any significant asset retirement obligations for the years presented.

h) Income taxes –

Income taxes are accounted for using the liability method under which future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be reversed. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of substantive enactment. In assessing future tax assets, the Company considers whether it is more likely than not some portion or all of the future income tax asset will be realized and whether a valuation allowance is required.

i) Foreign currency translation –

The functional currency of the company is Canadian dollars. A portion of the Company's transactions are denominated in United States dollars and Brazilian reals. The Company's foreign subsidiaries are integrated operations and financial statements stated in foreign currencies are translated using the temporal method. Monetary assets and liabilities denominated in United States dollars or Brazilian reals are translated to Canadian dollars at the rate in effect at the balance sheet date. Non-monetary items are translated at historical rates. Revenue and expenses are translated at average rates prevailing in effect during the period. The resulting gain or loss is included in the statement of operations.

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j) Financial instruments –

The Company's financial instruments include cash and cash equivalents, accounts receivable, investments in Brazauro Resources Corporation ("Brazauro") and Beadell Resources Limited ("Beadell"), and accounts payable and accrued liabilities. The fair value of these financial instruments approximates carrying value.

k) Basic and diluted earnings (loss) per share –

The Company uses the treasury stock method to determine the dilutive effect of the share purchase warrants and the stock options. Per share amounts have been computed based on the weighted average number of common shares outstanding for the period presented. Diluted loss per share is calculated by adjusting outstanding shares to take into account the dilutive effect of stock options and share purchase warrants.

l) Risks

The exploration and development of mineral deposits involves significant financial risks. The success of the Company will be impacted by a number of factors including financing, currency, exploration and extraction risks, political uncertainty, regulatory issues and environmental and other regulations. The Company's mining obligations are denominated in US dollars.

The share price of the Brazauro & Beadell shares are subject to volatility. There can be no assurance that an active trading market for the Brazauro & Beadell shares is sustainable. The trading price could be subject to wide fluctuations in response to factors beyond the Company's control including, quarterly variations in Brazauro's & Beadell's results of operations, changes in earnings, estimates by analysts, conditions in the industry and general market or economic conditions. Such fluctuations could adversely affect the value of the Brazauro & Beadell shares held by Talon.

m) Share issue costs –

Share issue costs are charged directly to deficit.

n) Revenue recognition –

Revenue comprises interest income and is recognized when earned.

3. Adoption of new accounting recommendations

Financial instruments

Effective January 1, 2007, the Company adopted CICA Handbook Section 1530, Comprehensive Income, CICA Handbook Section 3855 ("Section 3855"), Financial Instruments—Recognition and Measurement, and CICA Handbook Section 3865, Hedges. These new standards contain comprehensive requirements for the recognition and measurement of financial instruments, the treatment of financing costs and the application of hedge accounting. CICA Handbook Section 1530 also introduces a new component of equity referred to as comprehensive income. The adoption of the new standards had no impact on the consolidated financial statements as at January 1, 2007.

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4. Equipment

	September 30, <u>2007</u>	December 31, <u>2006</u>
Cost	\$97,832	\$92,866
Accumulated Amortization	16,225	10,225
Net Book Value	<u>\$81,607</u>	<u>\$82,641</u>

5. Mineral properties and deferred expenditures

The properties on which the Company's subsidiaries carry out exploration and development activities are located in Brazil. The mineral properties and deferred exploration expenditures are comprised as follows:

<u>Name of Project</u>	September 30, <u>2007</u>	Addition (disposal)	December 31, <u>2006</u>
<u>BRM</u>			
São Jorge Project	\$5,401,838	\$286,924	\$5,114,914
<u>BRAZ LTDA</u>			
Água Branca Project	1,263,400	369,616	893,784
Campo Grande Project	737,042	377,220	359,822
Tartarugalzinho Project	-	(583,790)	583,790
Other Projects	789,735	315,367	474,368
<u>EIMB</u>			
Tocantinzinho Project	-	(744,214)	744,214
	<u>\$8,192,015</u>	<u>\$21,123</u>	<u>\$8,170,892</u>

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a) São Jorge Project -

On July 16, 2004 the Company entered into an agreement whereby BRM acquired a 100% interest in São Jorge exploration license and mineral rights located in Pará State, Brazil, within the Tapajós Gold District, from Centaurus Brazil. The license has an initial term of three years from the date of publication of the license on March 2, 2003. An application for the extension of the license for a second term of three years was submitted to the Departamento Nacional de Producao Mineral ("DNPM") in December 2005.

On April 22, 2005 the Company entered into an agreement with Jaguar Resources B Ltda whereby Talon acquired a 100% interest in three adjacent claims in the São Jorge area. On May 13, 2005 an agreement was made with Tapajós Mineração and a Mr. Pacheco whereby Talon acquired a 100% interest in certain adjacent claims within the São Jorge area. One of the vendors of the latter claims is entitled to receive a bonus at the time the project reaches development stage. The bonus amount corresponds to 1% of the proven minable reserves as demonstrated by a feasibility study relating to the São Jorge area. This study should be prepared in accordance with internationally accepted practices and be compliant with NI 43-101. This 1% bonus is purchasable by the Company on or before September 30, 2006 for an amount of US \$2,500,000. Talon has elected not to exercise the purchase of this bonus. In addition, cash option payments totaling \$400,000 were payable, all of which have been made. One of the newly acquired properties has a residual royalty amounting to 2% of gross proceeds from any mining operation, 1.5% of which is purchasable at any time for US\$500,000. The total area of São Jorge including all the above is 58,566 hectares.

b) Água Branca Project -

On July 16, 2004 the Company acquired through BRAZ LTDA, a 100% interest in the underlying mineral rights of Água Branca, a 9,356 hectare property, located in Pará State, Brazil within the Tapajós Gold District, from an independent vendor and Centaurus Brazil. These licences have been converted to exploration licences and transferred into the name of Brazmin Ltda. Eight payments totaling approximately US\$76,000 have already been made to the vendors. A further option payment of approximately US\$74,000 is due in March 2008; and a final option payment of US\$150,000 is due in March 2009. The property area is subject to a 2% net smelter return royalty, with a buy out for US\$2,000,000.

In September 2006, a Talon subsidiary signed option agreements to acquire a 100% interest in an additional 7,725 hectares. Staggered option payments are payable in respect of these areas.

This brings the total area at Água Branca to 17,081 hectares. The Company is currently negotiating to acquire additional land contiguous to the main Água Branca block.

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c) Tocantinzinho Project -

On September 13, 2006 the Company announced that an agreement had been reached whereby Brazauro Resources Corporation ("Brazauro") would acquire all of Talon's interests in the Tocantinzinho gold project area ("Toc") in exchange for 13,150,000 treasury shares of Brazauro. The agreement consolidates Talon's mineral interests with Brazauro's and extends the mineral land holdings of Brazauro in the area. Toc is located in the Tapajos Gold District of Brazil, approximately 90 kilometres northwest of São Jorge.

In a news release dated December 4, 2006, the Company announced that the DNPM in Brazil had awarded title for Toc to a party related to Brazauro. As a result, on February 7, 2007, Talon announced that it had completed the acquisition of the 13,150,000 shares of Brazauro (representing 19.9% of the issued and outstanding shares of Brazauro as at February 7, 2007) in settlement of the sale of all of its interests in Toc. Outside of these shares, the Company does not own beneficially, directly or indirectly, any shares of Brazauro. The acquisition by Brazauro was accomplished by the purchase of a wholly-owned subsidiary of the Company, EIMB, which indirectly held the Company's Toc interests. Pursuant to the acquisition agreement, the Company entered into a placement rights agreement (the "Placement Rights Agreement") with Brazauro, which is filed on SEDAR and available at www.sedar.com.

During the third quarter of 2007, the Company sold 8,214,500 common shares of Brazauro (the "Disposition") for gross proceeds of approximately \$6.5 million; this represented approximately 62% of its previous share position in Brazauro. The Company continues to hold 4,935,500 common shares of Brazauro which represents about 6% of the outstanding common shares of Brazauro. In connection with the Disposition, the Company and Brazauro entered into an agreement dated September 18, 2007, pursuant to which they agreed to: (1) terminate the Placement Rights Agreement; and (2) that, for a period of six months after the date of the Disposition, the Company will not sell, transfer, assign or complete any other transaction which alienates, or could have the effect of alienating, any of the remaining 4,935,500 common shares of Brazauro held by the Company.

The Company has designated its remaining shares in Brazauro as "held for trading" and will continue to review this position on a regular basis, with a view to maximizing shareholder value.

As Toc is now owned and operated by Brazauro, no further expenditures are contemplated by the Company for this property.

d) Campo Grande Project –

The Campo Grande project is located in the Iron Quadrangle gold camp, approximately 100 km west of Belo Horizonte, the capital of Minas Gerais State, Brazil. This project consists of three exploration licences covering 2,611 hectares, which are owned 100% by Company subsidiaries. A net smelter royalty ("NSR") of 1.5% is held by a third party on one of the three licenses.

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e) Tartarugalzinho ("Little Turtle") Project –

In 2005, the Company purchased an option to acquire a 100% interest in the 9,602 hectare Tartarugalzinho Gold Project ("Little Turtle") from an independent third party. There is an underlying royalty of 1.2% payable to the independent third party, purchasable for US\$1 million. Under the terms of the agreement, the Company agreed to make annual payments of US\$100,000 until the commencement of commercial production. Little Turtle is located in Amapá State, Brazil.

In the 1980's, a major mining company did extensive work in the area, including some 88 diamond drill holes. During 2005, the Company performed surface work on the property and completed a 1,504 metre diamond drilling program consisting of 13 holes. Gold assay results from drilling by the Company in 2005 generally confirm the results obtained by the previous operator.

During the third quarter of 2007, the Company entered into an agreement to assign its option to acquire a 100% interest in this project to Beadell, a company which completed an Initial Public Offering on the Australian Stock Exchange ("ASX") on September 26, 2007. Under the terms of the agreement the Company received a total of US\$650,000 in cash and shares from Beadell. A realized gain of \$88,219 has been recorded in respect of this sale during the quarter. Under ASX regulations, the shares in Beadell are held in escrow by the exchange for a period of twelve months from the date of listing. The Beadell shares are registered in the name of Seatrain. The shares are currently designated as "held for trading" (see note 6).

As Little Turtle is now owned and operated by Beadell, no further expenditures are contemplated by the Company for this property.

f) Other Properties

The Company owns or has interests in several Other Properties in Brazil. In the third quarter of 2007, the Company's exploration efforts were focused on Agua Branca.

The Serrita and Serrita Norte Project are two adjoining parcels located in Pernambuco State, Brazil (together the "Serrita Project"). BRAZ LTDA currently owns a 65% interest in the Serrita Project. The Company has decided to farm-out this project as it does not constitute a core asset. On February 8, 2006, the Company entered into an option agreement with Troy Resources NL ("Troy") of Australia. Troy has the right to up to a 75% interest in the Serrita project by spending US\$700,000 over 4 years and making certain cash payments to the Company and its partners. Should Troy earn its 75% interest, the Company may retain a 16.25% interest or elect to convert to a NSR royalty. The Company has been advised by Troy of its intention to conduct an initial drill test at the Serrita Project in 2008.

The Rio Maria Project ("Rio Maria") consists of five exploration licence applications covering 43,379 hectares in the name of Brazmin Ltda. and located in southeastern Pará State. Past exploration at Rio Maria focused primarily on iron oxide copper-gold and sedimentary copper-zinc potential. However, property-scale exploration has identified Rufino's trend, a +10-kilometre gold anomaly that is yet to be drill tested. Based on exploration by Talon and past operators, the

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Company determined that the Rio Maria did not meet the current corporate objectives and a decision was made to farm the project out.

Subsequent to the third quarter of 2007, Brazmin Ltda. entered into an agreement with Reinarda Mineracao Ltda. ("**Reinarda**"), a Brazilian subsidiary of Troy, regarding Rio Maria. Under the terms of the agreement Reinarda can earn a 51% interest in Rio Maria by paying Brazmin Ltda. a total of US\$150,000 and making expenditures of US\$100,000 over twelve months. Reinarda can then increase their ownership of Rio Maria to 100%, with a 2% NSR royalty payable to Brazmin Ltda., by making an additional US\$200,000 payment and further expenditures totaling US\$250,000 over the next 24 months. One half of the 2% NSR (i.e. 1%) can be purchased by Reinarda for a one time payment of US\$1,000,000. The Company has been informed of Troy's intention to commence exploration of Rio Maria as soon as is practicable.

6. Investments

**September 30,
2007**

Investment in Brazauro (all acquired in 2007)	\$3,504,205
Investment in Beadell (all acquired in 2007)	<u>799,614</u>
	<u>\$4,303,819</u>

The Company sold 8,214,500 shares in Brazauro during the quarter, and recorded a realized gain of \$328,495 on this sale. The Company now holds a balance of 4,935,500 shares in Brazauro which have been recorded at the closing bid price of its shares of \$0.71, as of September 30, 2007. An unrealized loss in the amount of \$197,420 (based on a decrease in the closing bid price of \$0.04), has been recognized in net income for the three months ended September 30, 2007.

The Company received 2,450,000 shares in Beadell on the sale of the Little Turtle project. The Beadell shares have been valued at the closing bid price of the shares as of September 30, 2007. An unrealized gain of \$267,584 has been recognized in net income for the three months ended September 30, 2007.

7. Share capital and warrants

The Company has an unlimited number of authorized voting common shares.

	Number of shares	Number of Warrants	Amount
Balance, December 31, 2005	20,817,074	4,681,671	\$13,399,767
Issue of shares and warrants	5,000,000	2,500,000	10,000,000
Warrants expired	-	(3,444,523)	(1,109,362)
Warrants issued to broker	-	300,000	171,910
Warrants exercised	1,237,148	(1,237,148)	1,641,816
Balance, December 31, 2006	27,054,222	2,800,000	24,104,131
Warrants expired	-	(300,000)	(171,910)
Balance, March 31 and June 30 & September 30, 2007	27,054,222	2,500,000	\$23,932,221

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The fully diluted share capital of the Company is 32,244,722 common shares.
This is made up of the shares and warrants as above as well as the options as mentioned below.

Stock Options

- a) During the third quarter of fiscal 2007, the Company issued a total of 415,000 stock options to its officers & employees. The options expire in August 2012 and vest over a period of 24 months, 25% vesting each 6 months from August 2007. 50,000 of the above options have an accelerated vesting, so the first vesting period is October 18th, 2007 and every six months thereafter. The exercise price is \$1.00 per share. All these options are outstanding as at September 30, 2007.

Estimated fair value of stock options

The Company determined the fair value of the 415,000 stock options issued using the Black-Scholes option pricing model under the following assumptions:

Expected life	5 years
Fair value (\$/option)	\$0.80
Risk-free interest rate	4.30%
Volatility	110%
Dividends	0%

An amount of \$39,720 was taken in the Consolidated Statement of Operations and Deficit and Contributed Surplus on the Consolidated Balance Sheet in this three month period in respect of the 415,000 options based on the service term. A remaining amount of \$292,280 will be taken to these accounts over the remaining service term.

- b) During the second quarter of fiscal 2007, the Company issued a total of 300,000 stock options to its officers. The options expire in April, 2012 and vest over a period of 18 months, 33% vesting each 6 months from April 2007. The exercise price is \$0.98 per share. All these options are outstanding as at September 30, 2007.

Estimated fair value of stock options

The Company determined the fair value of the 300,000 stock options issued using the Black-Scholes option pricing model under the following assumptions:

Expected life	5 years
Fair value (\$/option)	\$0.76
Risk-free interest rate	4.30%
Volatility	102%
Dividends	0%

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An amount of \$69,321 was taken in the Consolidated Statement of Operations and Deficit and Contributed Surplus on the Consolidated Balance Sheet in this three month period in respect of the 300,000 options based on the service term. A remaining amount of \$99,780 will be taken to these accounts over the remaining service term.

- c) During the last quarter of fiscal 2006, the Company issued a total of 200,000 stock options to its directors. The options expire in December, 2011 and are exercisable at any time. The exercise price is \$1 per share. All these options are outstanding as at September 30, 2007.

Estimated fair value of stock options

The Company determined the fair value of the 200,000 stock options issued using the Black-Scholes option pricing model under the following assumptions:

Expected life	5 years
Fair value (\$/option)	\$0.73
Risk-free interest rate	3.80%
Volatility	93%
Dividends	0%

Since all of these options vested last year, \$146,218 was included last year in the Consolidated Statement of Operations and Deficit and Contributed Surplus on the Consolidated Balance Sheet.

- d) During the second quarter of fiscal 2006, the Company issued a total of 437,500 stock options to its directors, officers and consultants. The options expire on May 31, 2011 and are exercisable at any time, except for 50,000 options which vest over a period of 18 months. The exercise price is \$2 per share. All these options are outstanding as at September 30, 2007 (other than the options cancelled as per below).

Estimated fair value of stock options

The Company determined the fair value of the 437,500 stock options issued using the Black-Scholes option pricing model under the following assumptions:

Expected life	5 years
Fair value (\$/option)	\$1.25
Risk-free interest rate	4.30%
Volatility	72%
Dividends	0%

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Based on the 404,170 options which vested last year, \$505,200 was included last year in the Consolidated Statement of Operations and Deficit and Contributed Surplus on the Consolidated Balance Sheet. A further \$20,837 was included in the Consolidated Statement of Operations and Deficit and Contributed Surplus in respect of the 16,665 options that vested during the previous period. A further \$20,837 was included in the Consolidated Statement of Operations and Deficit and Contributed Surplus in respect of the remaining 16,665 options that vested during this period.

A total of 59,000 of these options and 200,000 of previously issued options were cancelled during the period. A reversal of \$175,750 was taken to the Consolidated Statement of Operations and Deficit and Contributed Surplus on the Consolidated Balance Sheet in respect of these cancelled options.

98,000 of these options and 120,000 of previously issued options were cancelled during the previous period. A reversal of \$184,108 was taken in the previous period in respect of these cancelled options.

A summary of options outstanding as at September 30, 2007 and 2006 and changes during the periods ended on those dates is presented below:

	2007		2006	
	Options	Weighted Average Exercise Price	Options	Weighted Average Exercise Price
Outstanding – beg. of period	2,452,500	\$1.33	1,815,000	\$1.25
Granted	300,000	0.98	437,500	2.00
Granted	415,000	1.00	-	-
Cancelled	(320,000)	1.25	-	-
Cancelled	(157,000)	2.00	-	-
	2,690,500	\$1.24	2,252,500	\$1.40
Exercisable – end of period	1,975,500	\$1.33	2,202,500	\$1.38

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Warrants

On February 10, 2006, the Company issued 5,000,000 units at \$2 per unit by way of private placement. Each unit consists of one common share and one-half of one common share purchase warrant. Each full warrant entitles the holder to purchase one common share of the Company at a price of \$2.75 until February 10, 2008. Warrants were also issued to the private placement brokers at a rate of 6% of the total number of units issued ("Compensation Warrants"). These warrants were exercisable within 12 months at a price of \$2.13, or an amount agreed by the Toronto Stock Exchange. These warrants expired on February 10, 2007.

Estimated fair value of warrants

The Company determined the value of \$171,910 for the February 10, 2006 warrants issued to the brokers using the Black-Scholes option pricing model under the following assumptions:

Fair value (\$/option)	\$0.57
Risk-free interest rate	3.90%
Expected life (years)	1
Volatility	67%
Dividends	0%

These 300,000 warrants had an expiry date of February 10, 2007 and upon expiry, the amount of \$171,910 was transferred to Contributed Surplus.

There are also 2,500,000 warrants outstanding with an expiry date of February 10, 2008 exercisable at \$2.75 each.

Contributed Surplus

A summary of contributed surplus is as follows:

Balance – December 31, 2005	\$931,827
Options granted in 2006	651,462
Warrants expired unexercised in 2006	1,109,363
Balance – December 31, 2006	<u>2,692,652</u>
Warrants expired unexercised in 2007	171,910
Options cancelled in 2007	(359,858)
Options vested in 2007	208,483
Balance – September 30, 2007	<u>\$2,713,187</u>

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8. Earnings/(loss) per share

	Three months ended September 30, 2007	Three months ended September 30, 2006	Nine months ended September 30, 2007	Nine months ended September 30, 2006
The following table sets forth the computing of basic and diluted earnings/(loss) per share:				
Numerator for basic and diluted earnings/(loss) per share available to common shareholders	\$8,171	\$(214,142)	\$8,476,072	\$(1,182,705)
Denominator for basic earnings/(loss) per share	27,054,222	27,054,222	27,054,222	25,730,204
Share Purchase Options	67,778	-	67,778	-
Warrants	-	-	-	-
Denominator for diluted earnings/(loss) per share	27,122,000	27,054,222	27,122,000	25,730,204
Basic & diluted earnings/(loss) per share	\$0.00	\$(0.01)	\$0.31	\$(0.05)

9. Income taxes

As the Company is incorporated under the International Companies Business Act, it is exempt from tax in the British Virgin Islands. The Brazilian subsidiaries have loss carry forwards of \$377,359 which are available to shelter future taxable income. These losses have no expiry date but can only be offset against taxable income to the extent of 30% in any given year.

The Company has taken a full valuation allowance against the future tax asset relating to these losses, and accordingly, no future income tax asset has been recognized in these financial statements.

The difference between the expected tax recovery at statutory rates and the actual tax recovery of \$nil, is due to the tax effect of losses not booked, and the exempt status.

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10. Related party transactions and balances

The Company has entered into an administrative service agreement (the "Agreement") with Tau Capital Corp. ("Tau"). The controlling shareholder of Tau is a 6% shareholder of the Company. The Agreement was to terminate on July 31, 2007, but automatically renewed on the same terms and conditions for a further one year period. The terms of the Agreement require the Company to pay Tau a monthly service fee of \$22,500. For the three months ended September 30, 2007 fees paid to Tau for these services were \$67,500 (2006: \$67,500). For the nine months ended September 30, 2007 Tau fees paid were \$135,000 (2006:\$135,000).

Consulting fees paid to officers of the Company for the three months ended September 30, 2007 were \$131,195 (2006:\$63,898). For the nine months ended September 30, 2007, these amounts were \$237,296 (2006:\$197,024).

Accounts receivable and other assets include \$22,500 paid to Tau for management fees for October 2007 (October 2006: \$22,500).

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

11. Geographic information

Revenue of the Company is attributable to the British Virgin Islands. All of the Company's equipment and mining properties are located in Brazil.