ROBEX RESOURCES INC. CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2008 and 2007

Robex Resources Inc.

Table of contents

Auditors' report	1
Consolidated financial statements	
Loss	2
Comprehensive loss	3
Shareholders' equity	4,5
Balance sheets	6
Cash flows	7
Notes to the consolidated financial statements	8-31

Deloitte

Samson Bélair/Deloitte & Touche s.e.n.c.r.l. 925, Grande Allée Ouest Bureau 400 Québec QC G1S 4Z4 Canada

Tél.: 418-624-3333 Téléc.: 418-624-0414 www.deloitte.ca

Auditors' report

To the Shareholders of

Robex Resources Inc.

We have audited the consolidated balance sheets of **Robex Resources Inc.** as at December 31, 2008 and 2007 and the consolidated statements of loss, comprehensive loss, shareholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2008 and 2007 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Chartered Accountants

April 3, 2009 (except as to N

(except as to Note 5(4) which is as of April 23, 2009)

¹ Chartered Accountant auditor permit no 16162

Samen Bélah Relette + Touche s. e.m. end.

YEARS ENDED DECEMBER 31	2008	2007
(all amounts are in Canadian dollars unless otherwise indicated)	\$	\$
INCOME		
Interests	2,939	26,453
Realized gain on disposal of investments available for sale	ww.	36,633
Gain on disposal of mining rights and titles		22,007
	2,939	85,093
EXPENSES		
Administration	141,351	104,648
Stock-based compensation expense	45,313	231,199
Professional fees	230,845	301,451
Interest and bank charges	38,706	29,395
Accreted interest on convertible debenture	4,502	
Financial reporting and stock exchange fees	47,536	47,821
Financing solutions	16,628	58,840
Advertising and promotion	12,901	71,987
Telecommunications	6,473	8,844
Office (including taxes)	643	6,522
Loss on disposal of mining rights and titles	28,802	
Realized loss on disposal of investments available for sale	14,595	
Foreign exchange loss	4,763	5,219
Amortization of fixed assets	1,885	2,199
	594,943	868,125
OPERATING LOSS	592,004	783,032
OTHER EXPENSES (INCOME)		
Write-off of mining rights and titles	862,112	
Gain on debts lapsed - Note 9	(538,398)	
	323,714	252
LOSS BEFORE INCOME TAXES	915,718	783,032
FUTURE INCOME TAXES - Note 13	38,247	26,154
NET LOSS	953,965	809,186
NET LOSS PER SHARE, BASIC AND DILUTED - Note 14	0.013	0.012

CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS YEARS ENDED DECEMBER 31 (all amounts are in Canadian dollars unless otherwise indicated)	2008 \$	2007
NET LOSS	(953,965)	(809,186)
Other comprehensive loss		
Unrealized loss on investments available for sale		
Change during the year	(134,111)	(45,047)
Income taxes	42,917	14,424
	(91,194)	(30,623)
Reclassification to consolidated loss		
Realized loss (gain)	14,595	(36,633)
Income taxes	(4,670)	11,730
	9,925	(24,903)
Total other comprehensive loss	(81,269)	(55,526)
COMPREHENSIVE LOSS	(1,035,234)	(864,712)

PRINCE PRIVET			
KHARE CAPITAL 2 Balance at beginning 22,429,755 21,139,231 Issue and subscription for common shares 22,429,755 22,139,231 Balance at end 22,429,755 22,429,755 22,429,755 EQUITY COMPONENT OF CONVERTIBLE DEBENTURE — — — Balance at beginning — — — Issue of debenture 12,000 — — WARRANTS — 1,281,000 — Issue of warrants — 121,400 — Warrants expired during the period (1,174,000) 355,300 Balance at end 207,700 1,381,700 1,381,700 CONTRIBUTED SURPLUS Surplants expired during the period 45,313 231,190 Warrants expired during the period 45,313 231,190 Warrants expired during the period 45,313 231,190 Warrants expired during the period 45,313 231,190 Balance at end 3,952,035 2,732,722 DEFICIT Balance at beginning (14,113,843) (3,297,55	CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY		
SHARE CAPITAL Balance at beginning 22,429,755 21,139,231 Issue and subscription for common shares — 1,290,524 Balance at end 22,429,755 22,429,755 22,429,755 EQUITY COMPONENT OF CONVERTIBLE DEBENTURE Secondary of the period of debenture 12,000 — Balance at end 12,000 — WARRANTS Balance at beginning 1,381,700 1,615,600 Issue of warrants — 121,400 Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS Subscience of the period of the per	YEARS ENDED DECEMBER 31	2008	2007
Balance at beginning 22,429,755 21,139,231 Issue and subscription for common shares — 1,290,524 Balance at end 22,429,755 22,429,755 EQUITY COMPONENT OF CONVERTIBLE DEBENTURE — — Balance at beginning — 12,000 — Issue of debenture 12,000 — WARRANTS — — Balance at beginning 1,381,700 1,615,600 Issue of warrants — 2 121,400 Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS — 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT — 2,016,154 Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument	(all amounts are in Canadian dollars unless otherwise indicated)	\$	\$
Balance at beginning 22,429,755 21,139,231 Issue and subscription for common shares — 1,290,524 Balance at end 22,429,755 22,429,755 EQUITY COMPONENT OF CONVERTIBLE DEBENTURE — — Balance at beginning — 12,000 — Issue of debenture 12,000 — WARRANTS — — Balance at beginning 1,381,700 1,615,600 Issue of warrants — 2 121,400 Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS — 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT — 2,016,154 Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument	CIVADE CADITAL		
Railance at end 22,429,755		22 420 555	01 120 021
Balance at end 22,429,755 22,429,755 EQUITY COMPONENT OF CONVERTIBLE DEBENTURE Property Components Property Components Property Components Issue of debenture 12,000 — Balance at end 12,000 — WARRANTS Property Components	- -	22,429,755	
EQUITY COMPONENT OF CONVERTIBLE DEBENTURE Balance at beginning — — Issue of debenture 12,000 — Balance at end 12,000 — WARRANTS Secondary of the period	Issue and subscription for common shares		1,290,524
Balance at beginning — — Issue of debenture 12,000 — Balance at end 12,000 — WARRANTS Secondary of the period of the	Balance at end	22,429,755	22,429,755
Balance at beginning — — Issue of debenture 12,000 — Balance at end 12,000 — WARRANTS Secondary of the period of the	EQUITY COMPONENT OF CONVERTIBLE DEBENTURE		
Issue of debenture 12,000	~		
WARRANTS Balance at beginning 1,381,700 1,615,600 Issue of warrants — 121,400 Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT State options expensed for a special instrument standards — 32,615 As restated (14,113,843) (13,297,554) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)		12,000	
Balance at beginning 1,381,700 1,615,600 Issue of warrants — 121,400 Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Sample of adopting the new financial instrument standards — 32,615 As restated (14,113,843) (13,297,554) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	Balance at end	12,000	
Balance at beginning 1,381,700 1,615,600 Issue of warrants — 121,400 Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Sample of adopting the new financial instrument standards — 32,615 As restated (14,113,843) (13,297,554) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)			
Issue of warrants — 121,400 Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards — 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	WARRANTS		
Warrants expired during the period (1,174,000) (355,300) Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards — 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	Balance at beginning	1,381,700	1,615,600
Balance at end 207,700 1,381,700 CONTRIBUTED SURPLUS Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards — 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	Issue of warrants		121,400
CONTRIBUTED SURPLUS Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards ————————————————————————————————————	Warrants expired during the period	(1,174,000)	(355,300)
Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT 41,113,843 (13,297,554) Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	Balance at end	207,700	1,381,700
Balance at beginning 2,732,722 2,146,223 Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT 41,113,843 (13,297,554) Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	CONTRIBUTED SURPLUS		
Stock options expensed during the period 45,313 231,199 Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)		2,732,722	2,146,223
Warrants expired during the period 1,174,000 355,300 Balance at end 3,952,035 2,732,722 DEFICIT Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)			
DEFICIT Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)		•	
Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	Balance at end	3,952,035	2,732,722
Balance at beginning (14,113,843) (13,297,554) Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	DEFICIT		
Impact of adopting the new financial instrument standards 32,615 As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)		(14 113 843)	(13 207 554)
As restated (14,113,843) (13,264,939) Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)		(14,113,043)	
Share issue expenses (8,283) (39,718) Net loss (953,965) (809,186)	1 0	(14 113 843)	
Net loss (953,965) (809,186)			
		, , ,	•
Balance at end (15,076,091) (14,113,843)	T 40t 1009	(233,203)	(009,100)
	Balance at end	(15,076,091)	(14,113,843)

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY YEARS ENDED DECEMBER 31	2008	2007
(all amounts are in Canadian dollars unless otherwise indicated)	\$	\$
ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME		
Balance at beginning	13,723	~~~
Impact of adopting the new financial instrument standards	Mar and their	69,249
As restated	13,723	69,249
Other comprehensive loss for the year	(81,269)	(55,526)
Balance at end	(67,546)	13,723
TOTAL SHAREHOLDERS' EQUITY	11,457,853	12,444,057

AS AT DECEMBER 31	2008	2007
(all amounts are in Canadian dollars unless otherwise indicated)	\$	\$
ASSETS		
CURRENT		
Cash	65,777	379,803
Accounts receivable - Note 4 Prepaid expenses	15,084 6,578	16,422 6,638
1 Topaid expenses	<u> </u>	
	87,439	402,863
MINING RIGHTS AND TITLES - at cost - Note 5	11,932,145	12,426,981
INVESTMENTS	13,860	200,437
FIXED ASSETS - Note 7	4,774	6,659
	12,038,218	13,036,940
LIABILITIES		
CURRENT		
Accounts payable	286,925	84,022
Due to a director, without interest Convertible debenture - Note 8	200,000	
Term note, 6%, matured on October 16, 1999 - Note 9	92,502	507,923
	579,427	591,945
NON-CONTROLLING INTEREST	938	938
		750
SHAREHOLDERS' EQUITY Share capital - Note 10	22 420 755	22 420 755
Equity component of convertible debenture	22,429,755 12,000	22,429,755
Warrants - Note 10	207,700	1,381,700
Contributed surplus - Note 10	3,952,035	2,732,722
Deficit	(15,076,091)	(14,113,843)
Accumulated other comprehensive (loss) income	(67,546)	13,723
	11,457,853	12,444,057
	12,038,218	13,036,940
Going concern - Note 2	···	
Contingencies - Note 15		
Commitments - Note 16		
, director		

CONSOLIDATED STATEMENTS OF CASH FLOWS YEARS ENDED DECEMBER 31	2008	2007
(all amounts are in Canadian dollars unless otherwise indicated)	2008 \$	\$
		
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
Operating		
Net loss	(953,965)	(809,186)
Adjustments for:		
Future income taxes	38,247	26,154
Realized loss (gain) on disposal of investments available for sale	14,595	(36,633)
Loss (gain) on disposal of mining rights and titles	28,802	(22,007)
Write-off of mining rights and titles	862,112	
Amortization of fixed assets	1,885	2,199
Stock-based compensation expense	45,313	231,199
Accreted interest on convertible debenture	4,502	
Changes in non-cash operating		
working capital items - Note 11	(103,622)	70,706
	(62,131)	(537,568)
Investing		
Disposal of long-term investments	64,551	112,218
Acquisition of long-term investments	(12,085)	(46,080)
Acquisition of fixed assets	**************************************	(2,119)
Addition to mining rights and titles	(504,604)	(2,405,783)
Disposal of mining rights and titles	108,526	72,007
	(343,612)	(2,269,757)
Financing		
Issue and subscription of common shares	HH	1,211,600
Issue of warrants	lars that lovel	121,400
Share issue expenses	(8,283)	(39,718)
Issue of a convertible debenture	100,000	(03,7,20)
	91,717	1,293,282
Decrease in cash and cash equivalents	(314,026)	(1,514,043)
Cash and cash equivalents at beginning	379,803	1,893,846
Cash and cash equivalents at end - Note 11	65,777	379,803

(all amounts are in Canadian dollars unless otherwise indicated)

1 - DESCRIPTION OF BUSINESS

The Company, incorporated under Part 1A of the Companies Act (Québec), has interests in mining properties that are at the exploration stage and for which the profitability of operations has not yet been determined.

2 - SIGNIFICANT ACCOUNTING POLICIES

The financial statements are prepared in accordance with Canadian generally accepted accounting principles and include the following accounting policies:

Going concern

The financial statements are prepared in accordance with accounting principles applicable to a going concern, on the assumption that Robex Resources Inc. will continue its operations for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of business. The Company has incurred substantial operating losses in the past few fiscal years and has yet to determine if its mining properties contain ore reserves that could be commercially profitable.

The Company's viability is contingent on periodically obtaining new funding to pursue its activities. Even though the Company has been successful in obtaining funding in the past, there is no guarantee that it will be able to do so in the future.

Although the Company has taken steps to verify the title to mining properties in which it has an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. The property title may be subject to unregistered prior agreements and may not be in compliance with regulatory requirements.

Moreover, Note 15b) specifies that the Company is waiting on a new mining agreement for one of the properties and that the Company is also waiting on the renewal of its prospect and mining exploration licences on certain properties.

If the going concern assumption was not appropriate for these consolidated financial statements, adjustments would be necessary in the carrying values of assets and liabilities, the reported net loss and the balance sheet classifications used.

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries, "Société Robex N' Gary – SA", in which the Company has an 85% interest and "Robex Resource Mali S.A.R.L.", a wholly-owned subsidiary.

(all amounts are in Canadian dollars unless otherwise indicated)

2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Use of estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts presented in the financial statements and the accompanying notes. The critical accounting estimates made by management are with respect to the measurement and impairment of mining rights and titles, and the measurement of the asset retirement obligations as well as stock-based compensation. Although these estimates are based on management's knowledge of current events and the actions the Company could take in the future, actual results could differ from those estimates.

Cash and cash equivalents

Cash and cash equivalents comprise cash, bank balances and overdraft and highly liquid temporary investments with an initial maturity of no more than three months.

Financial instruments

Financial instruments are initially recorded at fair value and subsequent measurements depend on how they are classified.

Financial assets are classified based on their intent and ability to hold the invested assets and are recorded using the following methods:

Assets available for sale (investments) are recorded at fair value and the change in fair value is recorded in other comprehensive loss until they are derecognized.

Loans and receivables that include accounts receivable are recorded at amortized cost using the effective interest method.

For investments available for sale, a significant and prolonged decline in the fair value of a security below its cost is evidence of impairment. In such a case, the accumulated loss, which is the difference between the acquisition cost and the current fair value, minus any impairments of this financial asset previously recorded in net loss, is recognized in net loss.

Furthermore, the transaction costs related to securities classified as available for sale or as loans and receivables are capitalized and then amortized over the expected term of the instrument using the effective interest method.

Regular-way purchases or sales of financial assets are accounted for using trade-date accounting.

(all amounts are in Canadian dollars unless otherwise indicated)

2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial instruments (continued)

Financial liabilites are recorded at amortized cost using the effective interest method and include accounts payable and the short-term note.

Mining rights and titles

Costs related to acquisition, exploration and development of mining properties are capitalized by property until the commencement of commercial production. If commercially profitable ore reserves are recognized, the capitalized costs of the related property will be transferred to mining assets and depreciated on the unit-of-production method. If it is determined that capitalized acquisition and exploration expenses are not recoverable over the useful economic life of the property, or if the project is abandoned, the project is written down to its net realizable value.

The recoverability of the amounts shown as mining properties depends on the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and future profitable production or the proceeds from the disposition thereof. The amounts shown for mining interests do not necessarily represent the present or future value.

Fixed assets

Fixed assets are stated at cost and depreciated under the declining balance method at the following annual rates:

Office furniture	20%
Computer equipment	30%

Foreign currency translation

Transactions concluded in foreign currencies are translated as follows: monetary assets and liabilities are translated at the rate of exchange in effect at the balance sheet date, and expenses are translated at the exchange rate in effect at the time of the transaction. Non-monetary assets and liabilities are translated at historical exchange rates. All resulting exchange gains and losses are included in the statement of loss.

Income taxes

The Company follows the liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on deductible or taxable temporary differences between the carrying amounts and tax bases of the assets and liabilities. The change in future income tax assets and liabilities is reported in the consolidated statements of loss. Future income tax assets and liabilities are recognized using enacted or substantively enacted income tax rates expected to be in effect for the year in which the differences are expected to reverse.

(all amounts are in Canadian dollars unless otherwise indicated)

2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Income taxes (continued)

The Company establishes a valuation allowance against future income tax assets if, based on available information, it is more likely than not that a portion or all the future income tax assets will not be realized.

Share capital

Shares issued in consideration of non-monetary items are recorded at the quoted market price of the shares during a reasonable amount of time preceding and following the announcement of the agreement on their issuance.

Stock option plan

The Company has a stock option plan, which is described in Note 10. The Company now accounts for stock options using the fair value method. Under this method, compensation expense in respect of stock options awarded since January 1, 2002 is measured at fair value at the grant date using the Black-Scholes option pricing model and accounted for over the vesting period of the options granted.

Convertible debenture

Convertible debentures are classified according to their components. The financial liability representing the obligation to make the interest payments is classified as a short-term liability, and the equity component representing the conversion option is disclosed in shareholders' equity under "Equity component of convertible debenture."

The value of the liability component of convertible debenture is obtained by discounting future interest and principal payments by using a rate equal to the rate of similar debentures having no conversion right. The book value of the equity component of the convertible debenture is obtained by deducting the liability component value from the consideration received for the convertible debenture.

Interest expense related to the liability component is charged to operations, and the difference between the interest expense and its related disbursement representing the accretion of the liability component is credited to the debenture.

(all amounts are in Canadian dollars unless otherwise indicated)

2 - SIGNIFICANT ACCOUNTING POLICIES (continued)

Earnings per share

The Company uses the treasury stock method to calculate diluted earnings per share for warrants and stock options. Under this method, the weighted number of outstanding common shares used to calculate the diluted earnings per share is determined on the assumption that the proceeds receivable on the exercise of stock options will be used to purchase the common shares at their average market price during the year.

3 - CHANGES IN ACCOUNTING POLICIES

a) Adopted during the current year

In 2006, the Canadian Institute of Chartered Accountants ("CICA") issued the following new accounting standards: Section 1535 "Capital Disclosures," Section 3862 "Financial Instruments - Disclosures" and Section 3863 "Financial Instruments - Presentation."

On January 1, 2008, the Company adopted the new recommendations of CICA Handbook Section 1535 for disclosure of the Company's objectives, policies and processes for managing capital as detailed in Note 17.

On January 1, 2008, the Company adopted the new recommendations of CICA Handbook Section 3862 "Financial Instruments - Disclosures," which describes the required disclosure for the assessment of the significance of financial instruments for an entity's financial position and performance and of the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks. In addition, the Company adopted the new recommendations of CICA Handbook Section 3863 "Financial Instruments - Presentation" which standard had no impact on the presentation of the Company's financial instruments.

On March 27, 2009, the Emerging Issues Committee (EIC) published EIC-174 "Mining exploration Costs". The Abstract proposes changes to EIC-126 "Accounting by Mining Enterprises for Exploration Costs" and provides additional guidance for mining exploration enterprises on when an impairment test is required.

(all amounts are in Canadian dollars unless otherwise indicated)

3 - CHANGES IN ACCOUNTING POLICIES (continued)

b) Future accounting changes

Goodwill and intangible assets

In February 2008, the CICA issued Section 3064, "Goodwill and Intangible Assets," which will replace Section 3062 "Goodwill and Other Intangible Assets" as well as Section 3450, "Research and Development Costs." Various changes were made to other CICA Handbook sections for consistency purposes, and includes, among others, the withdrawal of EIC-27, "Revenues and Expenditures During the Pre-operating Period" and the update of AcG-11, "Enterprises in the Development Stage." This section will apply to financial statements relating to fiscal years beginning on or after October 1, 2008. Consequently, the Company will apply these new standards to its interim financial statements beginning January 1, 2009. This Section establishes standards for the recognition, measurement, presentation and disclosure of goodwill and intangible assets by profit-oriented enterprises. Standards related to goodwill remain unchanged from the former Section 3062. As at December 31, 2008, the Company is currently evaluating the impact of these changes on its financial statements.

International financial reporting standards (IFRS)

The Accounting Standards Board of Canada (AcSB) has announced that the accounting standards used by public accountable enterprises will converge with International Financial Reporting Standards (IFRS) during a transition period that should end by January 1, 2011 with the adoption of IFRS. On February 13, 2008, the AcSB confirmed that IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. The changeover date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company will present a first set of financial statements consistent with IFRS for the year ending December 31, 2011. IFRS uses a conceptual framework similar to Canadian GAAP, but there are significant differences in recognition, measurement and disclosure requirements.

The Company is currently in the review and assessment phase of its IFRS implementation project for purposes of evaluating the impact that the adoption would have on its processes, systems and financial statements.

3000

2007

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2008 AND 2007

(all amounts are in Canadian dollars unless otherwise indicated)

3 - CHANGES IN ACCOUNTING POLICIES - (continued)

b) Future accounting changes (continued)

Business combinations

Section 1582, "Business Combinations" will be applicable to business combinations for which the acquisition date is on or after the Company's interim period and fiscal year beginning January 1, 2011. Early adoption is permitted. This new section improves the relevance, reliability and comparability of the information that a reporting entity provides in its financial statements about a business combination and its effects. The Company has not yet determined the impact of the adoption of this new section on the consolidated financial statements.

Consolidated financial statements and non-controlling interests

Section 1601, "Consolidated Financial Statements," will be applicable to financial statements relating to the Company's interim period and fiscal year beginning on or after January 1, 2011. Early adoption is permitted. This new section establishes standards for the preparation of consolidated financial statements. The Company has not yet determined the impact of the adoption of this new section on the consolidated financial statements.

Section 1602, "Non-Controlling Interests," will be applicable to financial statements relating to the Company's interim period and fiscal year beginning on or after January 1, 2011. Early adoption is permitted. This new section establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. The Company does not expect that the adoption of this new section will have a material impact on its consolidated financial statements.

4 - ACCOUNTS RECEIVABLE

	15,084	16,422
Corporate taxes	12,084	13,422
Advances	3,000	3,000
	\$	\$
	2008	2007

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2008 AND 2007

(all amounts are in Canadian dollars unless otherwise indicated)

	2008	2007
MINING PROPERTIES AND	\$	\$
DEFERRED EXPLORATION EXPENSES		
The acquisition cost and deferred exploration and development expenses	by project are as follows:	
Diangounté (1)		
85% undivided interest		
Acquisition	1,187,075	1,187,075
Exploration	3,471,328	3,458,115
Kolomba		
Undivided interest (2)		
Acquisition	59,807	114,622
Exploration	527,194	1,063,152
Kossaya		
Undivided interest (2)		
Acquisition	teritoria par	84,555
Exploration	Naviron land	189,395
Moussala		
Undivided interest (3)		
Acquisition	24,052	24,052
Exploration	612,861	555,039
Willi-Willi		
Undivided interest (4)		
Acquisition	130,429	130,429
Exploration	791,730	718,353
Willi-Willi West		
Undivided interest (4)		
Acquisition	130,314	130,314
Exploration	238,527	239,916
Carried forward:	7,173,317	7,895,017

(all amounts are in Canadian dollars unless otherwise indicated)

5 -	MINING PROPERTIES AND DEFERRED EXPLORATION EXPENSES (continued)	2008 \$	2007 \$
	Carried forward:	7,173,317	7,895,017
	Mininko Undivided interest (5)		
	Acquisition	534,772	534,772
	Exploration	2,050,529	1,988,756
	Kamasso Undivided interest (5) Acquisition Exploration Sanoula Options for undivided interest (6) Acquisition Exploration	533,034 86,861 195,524 563,697	533,034 91,237 195,524 549,861
	N'Golopène Options for undivided interest (7) Acquisition Exploration	278,995 515,416	131,835 506,945
		11,932,145	12,426,981

When totalled, the acquisition costs and exploration expenses amount respectively to \$3,074,002 (\$3,066,210 as at December 31, 2007) and \$8,858,143 (\$9,360,771 as at December 31, 2007).

(1) The mining right of Diangounté is 100% held by Société Robex N'Gary SA, a Malian company in which Robex Ressources Inc. holds 85% of the issued shares and in which N'Gary Transport holds 15%. During the year, the Company signed a new licence agreement with the Government of the Republic of Mali and is waiting to obtain a prospecting and mining exploration licence from the Malian Ministry of Mines, Energy & Water. If the Company does not obtain this new licence, acquisition costs and exploration expenses totalling \$4,658,403 will have to be written off.

Under an agreement, the Company must pay a royalty of US\$750,000 per million ounces of proven gold in excess of 500,000 ounces. Under the terms of the agreement, the royalty is 50% payable in cash and 50% in shares.

(all amounts are in Canadian dollars unless otherwise indicated)

5 - MINING PROPERTIES AND DEFERRED EXPLORATION EXPENSES (continued)

(2) In November 2003, the Company entered into an agreement to progressively acquire a mining and exploration licence in the Republic of Mali over a five-year period. The progressive acquisition transpired as follows:

KOLOMBA

	Undivided interest	
First year	51%	**
Second year	61%	**
Third year	71%	**
Fourth year	81%	**
Fifth year	91%	**

^{**} As the payments under the progressive acquisition agreement have been made, the 91% interest was consequently acquired as at December 31, 2008.

KOSSAYA

	Undivided interest	
First year	51%	**
Second year	61%	**
Third year	71%	**
Fourth year	81%	**
Fifth year	92,5%	**

^{**} As the payments under the progressive acquisition agreement have been made, the 92.5% interest was consequently acquired as at December 31, 2008.

The prospecting and mining exploration licence for the Kolomba property expired in September 2007. In the event that the Company does not obtain a new licence for Kolomba, acquisition and exploration expenses totalling \$587,001 will have to be written off. During the year, the capitalized expenses totalling \$587,001 were written off.

As for the Kossaya property, the Company has obtained the last renewal of its mining and exploration licence that expires in June 2010. On April 2, 2009, the Company has retroceded its licence to SOGETRAC (Société générale de transport et de commerce). The capitalized expenses totalling \$275,111 were written off as at December 31, 2008.

NSR "net smelter return" royalties of 1% redeemable for US\$100,000, will be retained by the seller for Kolomba property and NSR royalties of 2% redeemable for US\$200,000, retained by the seller for Kossaya property.

(all amounts are in Canadian dollars unless otherwise indicated)

5 - MINING PROPERTIES AND DEFERRED EXPLORATION EXPENSES (continued)

(3) The Company holds 100% of the prospecting and mining exploration licence.

The prospect and mining exploration licence expired in September 2008 and the Company requested a renewal from the Malian Ministry of Mines, Energy & Water. The licence is renewable for an additional three-year period. If the Company does not obtain renewal of its licence, the acquisition and exploration expenses totalling \$636,913 will have to be written off.

If a decision is made to mine a deposit, a mining company will have to be created to operate this activity. The Malian Government will hold, at all times, a 10% interest in the share capital for free and considered preferred

The mining company will have to repay an amount of US\$871,000 to the Malian Government as research or prospecting work.

(4) In February 2005, the Company entered into an agreement to progressively acquire, over a four-year period, prospecting and exploration licences in the Republic of Mali. The balance of US\$40,000 (US\$40,000 as at December 31, 2007) of the progressive acquisition of each of these two properties transpires as follows:

	Undivided interest	
First year	55%	**
	65%	**
Second year	75%	**
Third year	85%	**
Fourth year	95%	***

^{**} As the payments of the first three years have been made, the 85% undivided interest will be acquired when the exploration expenses have been incurred.

^{***} Payments for the fourth year were payable in December 2008. However, these payments remain unpaid as at December 31, 2008. On April 23, 2009, the Company has paid all amounts due.

(all amounts are in Canadian dollars unless otherwise indicated)

5 - MINING PROPERTIES AND DEFERRED EXPLORATION EXPENSES (continued)

The seller will receive "net smelter return" (NSR) royalties of 2%, of which 1% is redeemable for US\$1,000,000 for each of the properties. An NSR becomes payable when an entity is created for purposes of extracting mineral substances from the region covered by the exploration licence. The NSR corresponds to the revenue generated from selling the extracted mineral substances less certain costs. The NSR must be paid within 30 days after collection of revenue from the sale of the minerals.

Effective December 13, 2008, the seller retains, at all times, 5% of the shares of the entity to be created without any financial obligations on its part.

The prospecting and mining exploration licences expired in September 2008, and the Company obtained renewals for a three-year period. Licences are renewable for a period of three years.

On March 8, 2005, the Company entered into an agreement to acquire the Mininko and Kamasso properties. According to this agreement, to obtain an undivided interest of 51%, the Company had to pay US\$450,000 and spend an amount of US\$1,440,000 on exploration work over a maximum three-year period. Half of the US\$450,000 was payable in cash and the other half in shares. The initial payment of US\$100,000, which was agreed upon during the signing of the agreement, was settled by way of a payment of US\$50,000 in June 2005 and an issuance of 161,750 shares, which took place in March 2005. In December 2005, a payment of US\$75,000 was made to settle the cash portion of the second payment totalling US\$150,000; an issuance of 379,259 shares in January 2006 completed the commitment of the second payment. In June 2006, a payment of US\$100,000 was made to settle the cash portion of the third payment totalling US\$200,000 and a share issuance of 506,740 in July 2006 was carried out. On April 30, 2007, the Company acquired the remaining 49% undivided interest for a cash amount of US\$480,000. Since April 30, 2007, the Company holds 100% of the undivided interests. The seller will receive "net smelter return" (NSR) royalties of 2% on which Robex Ressources Inc. will have a right of first refusal.

The prospecting and mining exploration licence of the Mininko property expires in November 2009 following the exercice of the second and last licence renewal. During the year, the transfer of the mining title was approved by the Malian Ministry of Mines, Energy & Water.

The prospecting and mining exploration licence of the Kamasso property expired in November 2008, and the Company requested a new licence from the Malian Ministry of Mines, Energy & Water. The licence is renewable for 2 three-year periods. If the Company does not obtain the renewal of its licence, acquisition and exploration expenses totalling \$619,895 will have to be written off. During the year, the transfer of the mining title was approved by the Malian Ministry of Mines, Energy & Water.

(all amounts are in Canadian dollars unless otherwise indicated)

5 - MINING RIGHTS AND DEFERRED EXPLORATION EXPENSES (continued)

(6) On March 8, 2005, the Company entered into an agreement to acquire the Sanoula property. Under this agreement, to obtain an undivided interest of 51%, the Company had to pay US\$175,000 and carry out exploration work for an amount of US\$725,000 over a maximum three-year period. Half of the US\$175,000 was payable in cash, and the other half was payable in shares. The initial payment of US\$75,000 was settled by way of payment of US\$37,500 and an issue of 185,015 shares in November 2005. The second payment of US\$100,000 was settled by way of payment of US\$50,000 and an issuance of 280,446 shares in August 2007. At the end of the three years, the Company could acquire the remaining 49% undivided interest for US\$240,000. The Company has not exercised this option. The seller would subsequently receive "net smelter return" (NSR) royalties of 2% on which Robex Ressources Inc. will have a first right of refusal. As at December 31, 2008, the Company has spent \$759,221 on exploration work and both parties agreed that the conditions to acquire the 51% of undivided interest were satisfied.

The seller wil receive "net smelter return" (NSR) royalties of 2% on which Robex Ressources Inc. will have a right of first refusal.

During the year, the request to transfer the mining title was approved by the Malian Ministry of Mines, Energy & Water,

The prospecting and mining exploration licence and the mining agreement with the Malian Government expired in June 2008. The Company has requested a new licence from the Malian Government. In the event that the Company does not obtain this new agreement, the acquisition costs and exploration expenses totalling \$759,221 will have to be written off.

(7) In June 2006, the Company concluded an agreement to acquire, over a two-year period, prospecting and exploration licences in the Republic of Mali for US\$245,000. In January 2008, the Company concluded a new agreement specifying that it would instead acquire 93% of the undivided interest of the property. The balance of the acquisition of US\$125,000 was settled in full during the year.

	Undivided inter	est
January 2008	51%	*
May 2008	70,21%	*
November 2008	93%	*

* As the payments have been made, an undivided interest of 93% was consequently acquired as at December 31, 2008.

An NSR royalties of 2%, which will be redeemable for US\$500,000, will be retained by the seller.

The prospecting and mining exploration licence expires in January 2010 following the exercise of the second and last licence renewal.

(all unts are in Canadian dollars unless otherwise indicated)

-	ISITION COST AND DEFFERED DRATION AND DEVELOPMENT EXPENSES	2008 \$	200
ACQUI	ISITION COST		
Balance	e at beginning	3,066,210	2,258,70
Ade	d:		
А	Acquisition cost for the period		
	paid in cash	158,891	754,21
	paid through the share issuance		53,28
		158,891	807,50
		3,225,101	3,066,21
Wr	rite-off	(151,099)	
Balanco	e at end	3,074,002	3,066,21
DEFER	RRED EXPLORATION AND DEVELOPMENT EXPENSES	}	
Balance	e at beginning	9,360,771	7,759,20
	1.1.		
Ado	a:		
	a: Management fees		53,45
N		210,291	
M E E	Management fees Exploration expenses Equipment (sale)	(108,942)	1,191,23
M E E D	Management fees Exploration expenses Equipment (sale) Development fees	(108,942) 22,425	1,191,23 110,01 53,15
M E E D T	Management fees Exploration expenses Equipment (sale) Development fees Eravel expenses	(108,942) 22,425 7,517	1,191,23 110,01 53,15 63,26
M E E D T	Management fees Exploration expenses Equipment (sale) Development fees	(108,942) 22,425	1,191,23 110,01 53,15 63,26
M E E D T	Management fees Exploration expenses Equipment (sale) Development fees Eravel expenses	(108,942) 22,425 7,517	53,45 1,191,23 110,01 53,15 63,26 130,43
M E E D T	Management fees Exploration expenses Equipment (sale) Development fees Eravel expenses	(108,942) 22,425 7,517 77,094	1,191,23 110,01 53,15 63,26 130,43
M E E D T S	Management fees Exploration expenses Equipment (sale) Development fees Eravel expenses	(108,942) 22,425 7,517 77,094 208,385	1,191,23 110,01 53,15 63,26 130,43 1,601,56

(all amounts are in Canadian dollars unless otherwise indicated)

7 -	FIXED ASSETS			2008 \$
		Cost	Accumulated amortization	Net book value
	Office furniture	10,943	10,043	900
	Computer equipment	22,882	19,008	3,874
		33,825	29,051	4,774
				2007 _. \$
		Cost	Accumulated amortization	Net book value
	Office furniture	10,943	9,820	1 123
	Computer equipment	22,882	17,346	5,536
		33,825	27,166	6,659

8 - CONVERTIBLE DEBENTURE

In August 2008, the Company issued a convertible debenture with a nominal value of \$100,000. This convertible debenture bears interest at 10% and is convertible at the holder's option, in full or in part in common shares on the basis of one common share for each \$0.10 of this debenture until its maturity in August 2009. The principal and the interest are due in full in August 2009.

The Company issued 500,000 warrants granting convertible debentures holders the right to purchase 500,000 common shares at the exercise price of \$0.15 per share until August 2009.

9 - TERM NOTE

The term note bearing interest at 6% expired on October 16, 1999. As of this date, the Company has not repaid the capital or the interest. The Company received a legal opinion on this debt, to the effect that the debt lapsed according to the Civil Code.

2002

3000

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS YEARS ENDED DECEMBER 31, 2008 AND 2007

(all amounts are in Canadian dollars unless otherwise indicated)

10 - SHARE CAPITAL

Authorized:

Unlimited number of shares without par value:

Common shares

Preferred shares, non-voting, variable non-cumulative dividend not exceeding 14%, non-participating in the remaining assets, redeemable at the purchase price

\$	\$
22,429,755	22,429,755
	22,429,755

Stock option plan

Under the stock option plan, the Company can award options to certain directors, officers, key employees and suppliers. The total number of common shares in the Company's share capital that can be issued under this plan is 10,000,000 shares. The total number of common shares reserved for the exercising of options in favour of an option holder should not represent more than five percent (5%) of the Company's common shares issued and outstanding. At the time that options are granted, the Board of Directors determines their terms and exercise prices. The terms of issued options cannot exceed five years, and the exercise price of said options cannot be less than the closing price of the day preceding the grant date. Options granted under the terms of this plan vest over a period of 12 months at a rate of 25% per three-month period for financial advisers and over a period of 18 months at a rate of 16.67% per three-month period for all other holders.

The stock options changed as follows:

	2008	2008		
		Weighted		Weighted
		average		average
		exercice		exercice
	Number	price	Number	price
Oustanding at beginning	6,076,000	0,34	5,994,000	0,37
Granted		нны	1,930,000	0,32
Cancelled or expired	(2,436,000)	0,37	(1,848, 000)	0,41
Oustanding at end	3,640,000	0,32	6,076,000	0,34
Exercisable	3,517,500	0,32	4,952,667	0,35

(all amounts are in Canadian dollars unless otherwise indicated)

10 - SHARE CAPITAL (continued)

The following table summarizes certain information on the Company's stock options as at December 31, 2008:

	Outstanding Options as at December 31, 2008		Exercisable Option as at December 31, 200	
	as at Decemi	Jer 31, 2008	as at Decemi	Jer 31, 2006
		Weighted		Weighted
		average		average
		remaining		remaining
		contractual		contractual
Exercise price	Number	life	Number	life
		(years)		(years)
From \$0.25 to \$0.29	735,000	3,7	612,500	3,7
From \$0.30 to \$0.34	2,070,000	2,3	2,070,000	2,3
From \$0,35 to \$0.39	325,000	1,4	325,000	1,4
From \$0.40 to \$0.44	310,000	3,1	310,000	3,1
From \$0.55 to \$0.59	35,000	0,6	35,000	0,6
From \$0,60 to \$0.64	165,000	1,4	165,000	1,4
	3,640,000		3,517,500	

Warrants

The total fair value of warrants granted in 2008 was \$0 (\$121,400 in 2007). The total was estimated on the grant dates of each of the warrants using the Black and Scholes option pricing model and the following weighted average assumptions:

	2008	2007
Risk-free interest rate	2.81%	4.12%
Expected volatility	43.11%	59.14%
Expected dividend yield	0%	0%
Expected life	1 year	2 years

(all amounts are in Canadian dollars unless otherwise indicated)

10 - SHARE CAPITAL (continued)

Warrants (continued)

The warrants that were granted experienced the following changes:

	2008	2008			
	Number	Weighted exercice price	Number	Weighted exercice price	
Outstanding at beginning Granted	18,047,814 500,000	\$0,33 0,15	19,658,000 3,239,814	\$0,33 0,31	
Cancelled or expired Outstanding at end	(14,808,000) 3,739,814	0,33 \$0,28	(4,850,000) 18,047,814	\$0,33	
Exercisable	3,739,814	\$0,28	18,047,814	\$0,33	

The following table summarizes certain information on the Company's warrants as at December 31, 2008:

Outstanding, exercisable warrants as at December 31, 2008

 Outstanding	Exercise price	Maturity	
925,925	\$0.37	0,5	
2,313,889	\$0,28	0,9	
500,000	\$0.15	0,6	
3,739,814			

(all amounts are in Canadian dollars unless otherwise indicated)

11 - ADDITIONAL INFORMATION ON THE CONSOLIDATED STATEMENTS OF CASH FLOWS

Changes in non-cash operating working capital items	2008	2007
	\$	\$
Decrease (increase) in current assets		
Accounts receivable	1,338	22,718
Prepaid expenses	60	(2,178)
Increase (decrease) in current liabilities		
Accounts payable	202,903	21,416
Term note	(507, 923)	28,750
Advance from a director	200,000	
	(103, 622)	70,706
Cash and cash equivalents		
Cash	65,777	379,803

12 - RELATED PARTY TRANSACTIONS

The statements of loss and share issue expenses include an amount of \$229,162 (\$275,808 in 2007) incurred directly with directors and officers or with companies controlled by them. Furthermore, an amount of \$690,771 was capitalzed to mining rights and titles. These transactions occurred in the normal course of business and are measured at the exchange amount, which is the amount of the consideration established by the related parties.

(all amounts are in Canadian dollars unless otherwise indicated)

13 - INCOME TAXES AND POTENTIAL TAX BENEFIT

Income taxes

The following table presents a reconciliation of the income tax expenses at the statutory rates (federal and provincial), i.e., 30.90% as at December 31, 2008 (32.02% as at December 31, 2007) and the income tax expense effectively recorded in the statement of loss.

	2008	2007
	\$	\$
Income taxes recoverable at statutory rates	16,564	(250,727)
Non-taxable and non-deductible items	(235, 112)	(8,797)
	(218, 548)	(259,524)
Tax benefit not recorded	218,548	259,524
	777	~~~

Tax benefit

For tax purposes, the transactions for the year amount to a loss for which a tax benefit has not been recorded. Therefore, the Company has tax losses that can be used to reduce future taxable incomne. These losses expire as follows:

	Federal	Provincial
	\$	\$
2009	gar day tak	
2010	289,000	289,000
2014	645,000	636,000
2015	690,000	685,000
2026	656,000	656,000
2027	811,000	808,000
2028	707,000	707,000
	3,798,000	3,781,000

In 2008, the tax value of mining assets exceeded the book value by approximately \$2,797,000 (\$2,934,600 in 2007). The difference between the tax basis and the amounts capitalized to the financial statements results primarily from write-offs of mining assets.

(all amounts are in Canadian dollars unless otherwise indicated)

13 - INCOME TAXES AND POTENTIAL TAX BENEFIT (continued)

Tax benefit (continued)

The unamortized balance, for tax purposes, of share issue expenses amounted to \$259,000 (\$462,249 in 2007) and will be deductible over the next five years.

Future income tax assets related to tax losses and to tax value that exceeds the carrying value of the mining property and financing costs of approximately \$1,851,000 have not been recorded due to the uncertainty surrounding the Company's ability to continue as a going concern. Furthermore, last year, future income tax liabilities related to the unrealized gain on investments available for sale of approximately \$6,461 was offset by an equivalent amount of future income tax assets.

14 - NET LOSS PER SHARE

The following table shows a reconciliation between the basic and the diluted loss per share:

	2008	2007
	\$	\$
Basic and diluted net loss	953,965	809,186
Weighted average number of basic shares outstanding	71,661,205	66,522,164
Stock options and warrants with dilutive effect (1)		176,377
Diluted weighted average number of shares outstanding	71,661,205	66,698,541
Net loss per basic and diluted share (2)	0,013	0,012

- (1) The calculation of the hypothetical conversions excludes all anti-dilutive options and warrants. Some options and warrants are anti-dilutive because their price is higher than the average market value of the Company's common shares for each of the periods shown in the table. The average number of excluded options and warrants is 5,296,397 and 9.978,365, respectively, for the year ended December 31, 2008 (5,615,086 and 16,954,709 in 2007).
- (2) Due to the net losses incurred during each of the years ended December 31, 2008 and 2007, all of the potentially dilutive securities were considered anti-dilutive.

(all amounts are in Canadian dollars unless otherwise indicated)

15 - CONTINGENCIES

a) Protection of the environment

The Company's operations are regulated by legislation on environmental protection. The environmental consequences of these operations are difficult to determine and their impact and duration hard to predict. To the best of management's knowledge, the Company's operations are compliant with all enacted laws and regulations. The potential cost of site restoration will be accounted for in income in the year in which a reasonable estimate of such costs can be made.

b) Mining agreement to be obtained and prospect and mining exploration licence pending renewal

The Company is waiting on a new mining agreement from the Malian Government with respect to the Sanoula property. The Company is also waiting on the renewal of its prospect and mining exploration licences for its Kolomba, Moussala and Kamasso properties, and for a new prospect and mining exploration licence for its Diangounté property. If the Company does not obtain the mining agreement and the prospect and mining exploration licences, the acquisition and exploration expenses related to these properties will have to be written off.

16 - COMMITMENTS

Under contracts to acquire prospect and mining exploration licences progressively over four years in the Republic of Mali, the Company has committed to pay an amount of \$40,000 (\$179,816 including US\$141,500 in 2007).

Furthermore, under certain agreements to acquire prospect and mining exploration licences, the Company has committed not to do any exploration work while its has committed, in 2007, for an amount of \$257,771 including US\$260,033.

The sellers will receive "net smelter return" (NSR) royalties ranging between 1% and 2%, partially redeemable by the Company at US\$2,800,000, that is, CDN\$3,410,400 at the exchange rate of the 2008 year-end (US\$2,800,000 in 2007).

Under agreements entered into with the Malian Government and the holder of the prospect and mining exploration licence, the entity that will be created to mine a deposit will transfer, free of charge, a percentage of the shares to the Malian Government. Furthermore, the entity to be created will have to repay certain prior works carried out by the Malian Government.

(all amounts are in Canadian dollars unless otherwise indicated)

17 - CAPITAL DISCLOSURES

The Company's objective when managing capital is to maintain adequate cash resources to support planned activities. The Company includes shareholders' equity and cash and cash equivalents in the definition of capital.

The Company's objectives when managing capital are to maintain financial flexibility in order to preserve its ability to meet financial obligations. The Company monitors capital in the light of its monthly burn rate and short-term obligations linked to its financial liabilities.

18 - FINANCIAL INSTRUMENTS

a) Fair value of financial instruments

The Company has and assumes financial assets and liabilities such as cash, accounts receivable, investments and accounts payable. The fair value of cash, accounts receivable and accounts payable approximate their carrying value due to their short-term maturities.

The fair value of investments varies based on the price of the share held by the Company, and the impact of the change is recorded in the statements of comprehensive loss when the loss or gain has not been realized and in the statement of loss when it is realized.

b) Market risk

The Company is exposed to market fluctuations in the price of gold, the U.S. currency and CFA francs with respect to the Canadian currency. The Company is not managing its exposure to these risks by using derivative financial instruments and forward sales contracts. The risks and managing these risks has remained unchanged over previous years.

Currency risk

As at December 31, 2008, The Company only holds cash in CFA francs totalling 16,712,576 CFA francs (C\$41,904).

c) Credit risk

The financial instruments that expose the Company to concentrations of credit risk comprise accounts receivable. The Company assesses, on an ongoing basis, probable losses and maintains an allowance for losses based on their estimated realizable value. As at December 31, 2008, cash and cash equivalents are invested in seven listed securities representing between 4.1% and 0.4% of the total.

(all amounts are in Canadian dollars unless otherwise indicated)

18 - FINANCIAL INSTRUMENTS (continued)

d) Liquidity risk

The purpose of managing liquidity risk is to maintain a sufficient amount of cash to ensure that the Company has available funds to meet its obligations.

Accounts payable and accrued liabilities are due over the next fiscal year.

19 - SUBSEQUENT EVENT

On February 27, 2009, the Company closed a private financing agreement of \$1 million. The private placement consisted of 20 million units at \$0.05 each. Each unit includes one common share and one warrant, for a duration of two years, allowing the holder to subscribe to shares at \$0.10 each for the first year and at \$0.15 for the second year.