



GOLD-ORE
RESOURCES LTD.

THIRD QUARTER REPORT

For the nine months periods ended August 31, 2004 and 2003

(Canadian \$)

- Notice to Reader
- Interim Consolidated Balance Sheets
- Interim Consolidated Statements of Operations and Deficit
- Interim Consolidated Statements of Cash Flows
- Notes to the Interim Consolidated Financial Statements



GOLD-ORE
RESOURCES LTD.

Notice to Reader

The accompanying unaudited interim consolidated financial statements and all information in the Quarter Report have been prepared by and are the responsibility of the management of the Company.

The Audit Committee of the Board of Directors, consisting of three members, has reviewed the financial statements and related financial reporting matters prior to submitting the financial statements to the Board for approval.

The Company's independent auditors, Manning Elliott, Chartered Accountants, have not performed a review of these consolidated financial statements.

"Robert Wasylyshyn"

Robert Wasylyshyn, President

"Glen Dickson"

Glen Dickson, Chairman

GOLD-ORE RESOURCES LTD.**INTERIM CONSOLIDATED BALANCE SHEETS (Unaudited)****AS AT AUGUST 31, 2004**

	Aug 31, 2004	Nov 30, 2003
ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 857,484	\$ 1,199,664
Accounts receivable and refundable taxes	25,878	38,914
Prepaid expenses	—	—
	883,362	1,238,578
PROPERTY AND EQUIPMENT (Note 4)	30,720	35,294
MINERAL PROPERTY ACQUISITION COSTS (Note 5)	333,392	319,913
DEFERRED EXPLORATION COSTS (Note 5)	1,146,816	492,403
	1,480,208	812,316
	\$ 2,394,290	\$ 2,086,188
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 34,476	\$ 115,235
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (Note 6)	3,432,002	2,873,528
STOCK-BASED COMPENSATION	107,874	107,874
DEFICIT	(1,180,062)	(1,010,449)
	2,359,814	1,970,953
	\$ 2,394,290	\$ 2,086,188

See accompanying notes

On behalf of the Board:

"Bob Wasylyshyn"
Bob Wasylyshyn, Director

"Glen Dickson"
Glen Dickson, Director

GOLD-ORE RESOURCES LTD.**INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT (Unaudited)****FOR THE NINE MONTHS ENDED AUGUST 31, 2004 AND AUGUST 31, 2003**

	Three Months ended		Nine Months ended	
	August 31		August 31	
	2004	2003	2004	2003
	\$	\$	\$	\$
INCOME				
Interest and Other Income	5,010	535	18,486	535
EXPLORATION EXPENSES				
Assaying	7,523	14	16,516	1,693
Consulting	2,250	–	13,432	13,697
Field Equipment and Supplies	–	–	10	–
Field Labour	4,041	–	10,292	–
Field Office	3,114	–	11,465	153
Surveying and Mapping	–	–	46	–
Travel and Accommodation	2,552	–	7,012	2,462
Vehicles and Fuel	739	–	1,717	–
	<u>20,219</u>	14	<u>60,490</u>	18,005
ADMINISTRATION EXPENSES				
Accounting & Legal	1,423	6,033	15,875	22,926
Amortization	2,183	86	6,186	281
Bank Charges & Commissions	482	800	911	6,208
Filing and Transfer Agent Fees	3,486	9,847	12,425	21,265
Management Fees	15,185	90,000	51,099	135,000
Office, Rent, and Printing	15,683	14,225	39,168	49,396
Travel and Promotion	1,842	173	2,398	4,056
	<u>40,284</u>	121,164	<u>128,062</u>	239,132
LOSS BEFORE OTHER ITEMS	55,493	120,643	170,066	256,602
Foreign Exchange Loss (Gain)	3,158	14,575	(453)	44,750
(Gain) on sale of marketable securities	–	(3,602)	–	(70,883)
NET LOSS FOR THE PERIOD	58,651	131,616	169,613	230,469
DEFICIT – BEGINNING OF PERIOD	<u>1,121,411</u>	590,142	<u>1,010,449</u>	572,606
DEFICIT – END OF PERIOD	<u>1,180,062</u>	803,075	<u>1,180,062</u>	803,075
Basic and Diluted Loss per Share	0.01	0.01	0.01	0.01
Weighted Average Number of Shares Outstanding for the Period	22,478,650	14,782,610	21,632,836	13,347,076

See accompanying notes

GOLD-ORE RESOURCES LTD.**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)****FOR THE NINE MONTHS ENDED AUGUST 31, 2004 AND AUGUST 31, 2003**

	Three Months ended August 31		Nine Months ended August 31	
	2004	2003	2004	2003
CASH FROM (USED IN):	\$	\$	\$	\$
OPERATING ACTIVITIES				
Net loss for the year	(58,651)	(131,616)	(169,613)	(230,469)
Items not involving cash				
Amortization	2,183	86	6,186	281
Bonus shares issued	—	—	—	52,000
	(56,468)	(131,530)	(163,427)	(178,188)
Change in non-cash working capital items				
Accounts Receivable and refundable taxes	(201)	(1,842)	13,036	(6,854)
Prepaid expenses and deposits	—	—	—	500
Accounts Payable and Accrued Liabilities	(41,811)	63,307	(80,759)	21,439
	(98,479)	(70,065)	(231,150)	(163,103)
FINANCING ACTIVITIES				
Capital stock issued	—	1,234,575	558,474	1,340,575
Financing costs	—	—	—	—
	—	1,234,575	558,474	1,340,575
INVESTING ACTIVITIES				
Proceeds on sale of marketable securities	—	34,400	—	314,300
Purchase of property and equipment	(1,612)	—	(1,612)	—
Purchase of mineral claims and option payments	—	(5,328)	(13,479)	(68,182)
Exploration costs	(443,958)	(115,660)	(654,412)	(272,742)
	(445,571)	(86,588)	(669,504)	(26,624)
INCREASE (DECREASE) IN CASH DURING THE PERIOD	(544,049)	1,077,922	(342,180)	1,150,848
CASH – BEGINNING OF PERIOD	1,401,534	198,250	1,199,664	125,324
CASH – END OF PERIOD	857,484	1,276,172	857,484	1,276,172
NON-CASH FINANCING ACTIVITIES				
2,500,000 shares were issued for acquisition of US mineral property	—	—	—	250,000
400,000 shares were issued in settlement of debt	—	—	—	52,000
30,000 shares were issued as Agent's Finder's fees	—	8,100	—	8,100
	—	8,100	—	310,100

See accompanying notes

GOLD-ORE RESOURCES LTD.**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****FOR THE NINE MONTHS ENDED AUGUST 31, 2004 AND AUGUST 31, 2003**

1. BASIS OF PRESENTATION

These unaudited Interim Consolidated Financial Statements have been prepared pursuant to the accounting standards established by the Canadian Institute of Chartered Accountants (CICA) for "Interim Financial Statements".

The disclosures in these Interim Consolidated Financial Statements do not conform in all respects to the requirements of Canadian generally accepted accounting principles for annual financial statements and they should be read in conjunction with the most recent annual financial statements and notes included in the Company's annual report for the year ended November 30, 2003.

Except as otherwise disclosed in these notes, the Interim Consolidated Financial Statements follow the same accounting policies and methods as the most recent annual financial statements, and include all adjustments necessary to present fairly the results for the interim periods. The results of operations for the nine months period ended August 31, 2004 are not necessarily indicative of results to be expected for the entire year ending November 30, 2004.

2. NATURE OF OPERATIONS

Gold-Ore Resources Ltd. ("the Company" or "Gold-Ore") was incorporated on October 22, 1996 under the Business Corporations Act (Alberta). On December 16, 1996 the Company was extra-provincially registered under the Company Act of British Columbia.

The Company is a mineral exploration company engaged in the acquisition, exploration and development of mineral properties in Central America and United States. The Company has not yet determined whether any of these properties contain ore reserves that are economically recoverable.

These financial statements have been prepared on a consolidated basis and include the assets, liabilities and operations of the Company and its 100% owned U.S. subsidiary, La Plata Minerals Limited, and its 100% owned Honduran subsidiary, Recursos Santana S.A. de C.V. All material intercompany balances and transactions have been eliminated.

3. CHANGES IN ACCOUNTING POLICIES**(a) Stock-based compensation**

Effective January 1, 2004, the Company adopted the new provisions of the Canadian Institute of Chartered Accountants (CICA) Handbook Section 3870 on "Stock-Based Compensation and Other Stock-Based Payments", which now requires companies to adopt the fair value based method for all stock-based awards granted on or after January 1, 2004. As a result, the Company is required to expense stock options issued to employees, directors and non-employees. Previously, the Company was only required to disclose the pro forma effect of stock options issued to employees and directors in the notes to the financial statements. No adjustments resulted from this change.

(b) Canadian Generally Accepted Accounting Principles (GAAP) – Definition

A new standard on GAAP defines what constitutes Canadian GAAP and establishes a relative hierarchy for sources of GAAP. The CICA handbook is confirmed as the primary source of Canadian GAAP while secondary sources include International Accounting Standards and US GAAP. Industry practice is no longer considered a valid source of GAAP. No adjustments resulted from this change.

GOLD-ORE RESOURCES LTD.**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****FOR THE NINE MONTHS ENDED AUGUST 31, 2004 AND AUGUST 31, 2003**

4. PROPERTY AND EQUIPMENT

			Aug 31, 2004	Nov. 30, 2003
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Office equipment	\$ 12,047	\$ 5,856	\$ 6,191	\$ 6,127
Vehicles	30,713	6,184	24,529	29,167
	\$ 42,760	\$ 12,040	\$ 30,720	\$ 35,294

5. MINERAL PROPERTY ACQUISITION AND DEFERRED EXPLORATION COSTS

(a) Allard Property, Colorado, U.S.A.

In 2002, the Company purchased La Plata Minerals Limited, a private company in Colorado, which has a 100% interest in a major porphyry copper-precious metals deposit located in southwestern Colorado called the Allard Property. The Company has spent to date \$149,603 in exploration activities in the property. No work was performed during the present period.

The Company is seeking partners for this project.

(b) Central America

During the Third Quarter, a letter of understanding was signed between the Company and Glencairn Gold Corp. covering the Tatascame area located in the historical mining district of La India, 70 km north of Managua, Nicaragua. Under terms of the agreement the Company can earn up to 51% by spending \$US 400,000 over a two year period. A program of rock and soil sampling was conducted during the period. Anomalous results were found in the area of the Los Cristolitas vein. During the 1950's Noranda Inc. developed the vein to a depth of approximately 60 metres below surface. Noranda trucked a small quantity of ore to the La India mill, until the mill was destroyed in the mid 50's. The Company is developing drill targets on the Los Cristolitas vein and other veins on the property.

Also during the period, the Company completed a drill campaign on the Yuscaran property. A total of 2,700 meters were drilled in 15 holes testing the continuity of the Guayabillas zone. Significant gold and silver values were intersected in four holes along the zone, however step out holes failed to expand the mineralization. The Company is reviewing its strategy for this project.

The Company continued with an exploration program in Honduras and Nicaragua, and has conducted preliminary evaluation of exploration opportunities in Guatemala.

GOLD-ORE RESOURCES LTD.**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****FOR THE NINE MONTHS ENDED AUGUST 31, 2004 AND AUGUST 31, 2003**

5. MINERAL PROPERTY ACQUISITION AND DEFERRED EXPLORATION COSTS (continued)

Period ended August 31, 2004	USA	Nicaragua	Honduras	Total
Exploration Costs - Beginning of Period	\$ 134,921	\$ -	\$ 357,482	\$ 492,403
Exploration Costs				
Assaying	26	9,674	18,748	28,448
Consulting	-	8,617	166,963	175,580
Drilling	-	-	349,532	349,532
Field equipment and supplies	-	-	11,994	11,994
Field office	-	1,654	5,478	7,132
Field wages	-	1,918	15,484	17,402
Licenses, taxes and permits	14,656	-	2,226	16,882
Environmental	-	-	329	329
Surveying and mapping	-	-	3,394	3,394
Travel and accommodation	-	3,101	29,594	31,695
Vehicles and fuel	-	312	11,713	12,025
	14,682	24,276	615,455	654,413
Exploration Costs - End of Period	149,603	24,276	972,937	1,146,816
Acquisition Costs - Beginning of Period	304,687	-	15,226	319,913
Acquisition During the Period	-	-	13,479	13,479
Acquisition and Exploration Costs - End of Period	\$ 454,290	\$ 24,276	\$ 1,001,642	\$ 1,480,208
Period ended August 31, 2003		USA	Honduras	Total
Exploration Costs - Beginning of Period		\$ 58,979	\$ -	\$ 58,979
Exploration Costs				
Assaying		-	20,345	20,345
Consulting		25,414	107,084	132,498
Field equipment and supplies		134	5,667	5,801
Field office		21	17,043	17,064
Field wages		-	9,763	9,763
Licenses, taxes and permits		9,085	3,683	12,768
Surveying and mapping		-	1,268	1,268
Travel and accommodation		2,814	45,097	47,911
Vehicles and fuel		-	25,324	25,324
		37,468	235,274	272,742
Exploration Costs - End of Period		96,447	235,274	331,721
Acquisition Costs - Beginning of Period		-	-	-
Acquisition During the Period		304,687	13,495	318,182
Acquisition and Exploration Costs - End of Period		\$ 401,134	\$ 248,769	\$ 649,903

GOLD-ORE RESOURCES LTD.**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****FOR THE NINE MONTHS ENDED AUGUST 31, 2004 AND AUGUST 31, 2003**

6. CAPITAL STOCK

Authorized:

Unlimited common shares, voting, without par value

Unlimited preferred shares, non-voting, without par value

Issued and Outstanding:

	Number of shares	Value
<i>Balance, November 30, 2001 and 2002</i>	10,129,788	\$ 1,025,769
Shares issued during 2003:		
For cash		
Private placements	6,000,000	1,450,000
Less commission and issue costs	-	(123,525)
Exercise of stock options	50,000	6,000
Exercise of warrants	871,050	205,184
For debt and services		
Finders fees	30,000	8,100
Management fees	400,000	52,000
For property		
La Plata acquisition	2,500,000	250,000
<i>Balance, November 30, 2003</i>	19,980,838	\$ 2,873,528
Shares issued during 2004:		
For cash		
Exercise of warrants	1,981,937	419,188
Exercise of agent options	515,875	139,286
<i>Balance, August 31, 2004</i>	22,478,650	\$ 3,432,002

STOCK OPTIONS, WARRANTS AND AGENT OPTIONS

No options were granted during the period and no shares were held in escrow or subject to pooling. At August 31, 2004, the Company had the following options, warrants and agent options outstanding:

Security	Number	Exercise Price	Expiry Date
Options	50,000	\$0.25	May 01, 2005
Options	125,000	\$0.48	Oct 23, 2006
Options	250,000	\$0.10	Feb 08, 2007
Options	650,000	\$0.10	April 12, 2007
Options	400,000	\$0.10	Jan 16, 2008
Options	375,000	\$0.48	Oct 23, 2008
Warrants	1,181,700	\$0.31	Jan 11, 2005
Warrants	191,251	\$0.31	Jan 11, 2005
Agent Options*	234,125	\$0.31	Jan 11, 2005

* Agent Options to purchase 234,125 units at \$0.31 per unit consisting of one common share & one-half share purchase warrant. One share purchase warrant entitles the holder to acquire one common share at a price of \$0.31 until they expire on January 11, 2005.

GOLD-ORE RESOURCES LTD.**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****FOR THE NINE MONTHS ENDED AUGUST 31, 2004 AND AUGUST 31, 2003**

7. RELATED PARTY TRANSACTIONS

The following related party transactions were recorded at their exchange amounts:

The Company paid \$26,494 (Aug 31, 2003: \$27,520) in rent and office expenses to a company with common directors.

The Company also paid \$135,000 (Aug 31, 2003: \$135,000) in management and consulting fees to two Directors as compensation for services performed.

8. SEGMENTED INFORMATION

In the opinion of management, the Company operates in one industry segment, the exploration and development of mineral properties. Management of the Company makes decisions about allocating resources based on the one operating segment. A geographic summary of mineral properties and property, plant and equipment by country is as follows:

	Mineral Properties		Property and Equipment	
	Aug. 31, 2004	Nov. 30, 2003	Aug. 31, 2004	Nov. 30, 2003
Honduras	\$ 1,001,642	\$ 372,708	\$ 24,667	\$ 29,331
Nicaragua	24,276	-	-	-
United States	454,290	439,608	-	-
Canada	-	-	6,053	5,963
TOTAL	\$ 1,480,208	\$ 812,316	\$ 30,720	\$ 35,294

9. SUBSEQUENT EVENTS

Subsequent to the period, the Company completed a limited soil sampling program on the Allard property in USA. Results from that program are still pending.