



**GOLD-ORE RESOURCES LTD.
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEARS ENDED
NOVEMBER 30, 2008 AND 2007**



MANNING ELLIOTT
CHARTERED ACCOUNTANTS

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AUDITORS' REPORT

To the Shareholders of
Gold-Ore Resources Ltd.

We have audited the consolidated balance sheets of Gold-Ore Resources Ltd. as at November 30, 2008 and 2007 and the consolidated statements of operations and deficit, comprehensive loss and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated 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 November 30, 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.

Manning Elliott LLP

Chartered Accountants
Vancouver, British Columbia
March 31, 2009

GOLD-ORE RESOURCES LTD.
CONSOLIDATED BALANCE SHEETS
AS AT NOVEMBER 30, 2008 AND 2007

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	2008	2007
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,633,478	\$ 4,049,902
Short-term investments	416,163	–
Accounts receivable	2,574,316	28,667
Inventories (Note 5)	2,547,670	–
Due from a related party (Note 17)	–	10,107
Prepaid expenses	522,324	11,316
	7,693,951	4,099,992
RESTRICTED CASH	–	15,721
RECLAMATION BONDS	715,046	–
MINERAL PROPERTIES, PLANT AND EQUIPMENT (Note 6)	19,886,723	326,234
OPTION TO ACQUIRE MINING OPERATIONS (Note 4)	–	11,686,402
	\$ 28,295,720	\$ 16,128,349
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities (Note 7)	\$ 4,913,083	\$ 1,769,647
Loan payable	–	15,140
	4,913,083	1,784,787
ASSET RETIREMENT OBLIGATION (Note 8)	1,685,312	–
	6,598,395	1,784,787
SHAREHOLDERS' EQUITY		
SHARE CAPITAL (Note 9)	25,796,651	17,741,202
CONTRIBUTED SURPLUS (Note 10)	2,667,639	2,325,848
ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS) (Note 11)	(107,721)	550
DEFICIT	(6,659,244)	(5,724,038)
	21,697,325	14,343,532
	\$ 28,295,720	\$ 16,128,349

COMMITMENTS (Notes 4, 6 and 22)
SUBSEQUENT EVENTS (Note 23)

See accompanying notes to the consolidated financial statements

Approved on Behalf of the Board of Directors:

(signed) "Robert Wasylshyn"
Bob Wasylshyn, Director

(signed) "Glen Dickson"
Glen Dickson, Director

GOLD-ORE RESOURCES LTD.**CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT****FOR THE YEARS ENDED NOVEMBER 30, 2008 AND 2007**

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	2008	2007
REVENUES (Note 20)	\$ -	\$ -
EXPENSES		
Accounting and legal	130,186	36,983
Amortization	6,754	4,321
Bank charges and interest	2,604	1,945
Investor relations	66,760	70,169
Management and consulting fees	272,911	295,000
Office and rent	123,150	84,914
Regional exploration expenses (Note 13)	6,645	50,271
Salaries and wages	76,488	72,964
Stock-based compensation (Note 12)	322,157	849,782
Transfer agent and regulatory fees	38,565	27,183
Travel and promotion	28,004	69,135
	1,074,224	1,562,667
LOSS BEFORE OTHER ITEMS	(1,074,224)	(1,562,667)
OTHER ITEMS		
Foreign exchange gain (loss)	(20,142)	(18,219)
Gain on disposal of equipment	23,621	-
Interest expense	(78,261)	-
Interest income	113,991	232,858
Other income	31,553	5,295
LOSS BEFORE INCOME TAXES	(1,003,462)	(1,342,733)
INCOME TAXES (Note 14)		
Future income tax recovery	68,256	-
LOSS FOR THE YEAR	(953,206)	(1,342,733)
DEFICIT, BEGINNING OF YEAR	(5,724,038)	(4,381,305)
DEFICIT, END OF YEAR	\$ (6,659,244)	\$ (5,724,038)
LOSS PER SHARE (Note 15)		
Basic and diluted	\$ (0.01)	\$ (0.02)

See accompanying notes to the consolidated financial statements

GOLD-ORE RESOURCES LTD.**CONSOLIDATED STATEMENTS OF CASH FLOWS****FOR THE YEARS ENDED NOVEMBER 30, 2008 AND 2007**

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	2008	2007
CASH FROM (USED IN):		
OPERATING ACTIVITIES		
Loss for the year	\$ (935,206)	\$ (1,342,733)
Items not involving cash and cash equivalents:		
Amortization	6,754	4,321
Future income tax recovery	(68,256)	–
Gain on disposal of equipment	(23,621)	–
Stock-based compensation	322,157	849,782
	(698,172)	(488,630)
Changes in operating assets and liabilities:		
Accounts receivable	(656,832)	69,142
Inventories	(845,149)	–
Due from related party	10,107	(10,107)
Prepaid expenses	(325,076)	(7,646)
Restricted cash	11,273	989
Reclamation bond	(5,007)	–
Accounts payable and accrued liabilities	1,834,007	106,326
	(674,849)	(329,926)
FINANCING ACTIVITIES		
Proceeds from common shares issued, net of cash issuance costs	2,408,165	6,123,762
Proceeds from warrants issued in a private placement	222,918	759,486
	2,631,083	6,883,248
INVESTING ACTIVITIES		
Purchase of short-term investments	(415,000)	–
Proceeds from disposal of equipment	36,466	–
Purchase of mineral properties, plant and equipment	(5,518,014)	(1,335)
Net cash flows from Bjorkdal mineral property activities prior to substantial completion	2,483,322	–
Advances and corporate transaction costs deferred during the year	(491,590)	(4,099,529)
Net cash paid in acquisition of Bjorkdalsgruvan AB (Note 4)	(449,611)	(12,923)
Net cash paid in acquisition of Norrliden Mining AB	(16,328)	(12,923)
	(4,370,755)	(4,113,787)
EFFECT OF EXCHANGE RATES ON CASH AND CASH EQUIVALENTS	(1,903)	(942)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS DURING THE YEAR	(2,416,424)	2,438,593
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	4,049,902	1,611,309
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 1,633,478	\$ 4,049,902
Cash and cash equivalents consist of:		
Demand deposits	\$ 1,217,315	\$ 1,146,485
Bankers' acceptances	–	2,730,439
Treasury bills	–	172,978
Money market funds	416,163	–
	\$ 1,633,478	\$ 4,049,902

SUPPLEMENTAL CASH FLOW INFORMATION (NOTE 16)

See accompanying notes to the consolidated financial statements

GOLD-ORE RESOURCES LTD.**CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS****FOR THE YEARS ENDED NOVEMBER 30, 2008 AND 2007**6

	2008	2007
Loss for the year	\$ (935,206)	\$ (1,342,733)
Other comprehensive loss, net of tax:		
Unrealized loss on translation of financial statements of self-sustaining foreign subsidiary	(108,271)	(942)
Comprehensive loss for the year	\$ (1,043,477)	\$ (1,343,675)

See accompanying notes to the consolidated financial statements

1. NATURE AND CONTINUANCE OF OPERATIONS

Gold-Ore Resources Ltd. (the "Company") was incorporated on October 22, 1996 under the laws of Alberta, Canada. On December 16, 1996, the Company was extra-provincially registered under the laws of British Columbia, Canada. The Company's principal business activities include the acquisition, exploration and development of mineral properties domiciled in Sweden. The Company is in the development stage and has not yet determined whether any of these properties contain ore reserves that are economically recoverable.

As at November 30, 2008, the Company had working capital of \$2,780,868 and accumulated losses since inception of \$6,659,244. The continuance of the Company's operations is dependent on obtaining sufficient additional financing when necessary in order to realize the recoverability of the Company's investments in mineral properties, which is dependent upon the existence of economically recoverable reserves and market prices for the underlying metals.

These financial statements have been prepared on the basis of accounting principles applicable to a going concern, which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

2. SIGNIFICANT ACCOUNTING POLICIES**(a) Basis of Presentation**

These consolidated financial statements have been prepared by management in accordance with Canadian generally accepted accounting principles, are expressed in Canadian dollars and include the accounts of the Company, its wholly-owned U.S. subsidiary La Plata Minerals Limited ("La Plata"), its wholly-owned Honduran subsidiary Recursos Santana S.A. de C.V. ("Recursos"), and its wholly-owned Swedish subsidiary, Bjorkdal Exploration AB ("Bjorkdal AB"). They also include the accounts of its wholly-owned Swedish subsidiaries, Bjorkdalsgruvan AB ("Bjorkdalsgruvan"), which was acquired on December 31, 2007 (see Note 4), and Norrliden Mining AB ("Norrliden"), which was acquired on May 23, 2008. All significant inter-company balances and transactions have been eliminated upon consolidation.

(b) Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Significant areas requiring the use of estimates relate to recoverability or valuation of accounts receivable, finished and in process inventory quantities, property, plant and equipment lives, the utilization of future income taxes, tax rates, the valuation of asset retirement obligations, stock-based compensation, financial and derivative instrument valuations and the allocation of the purchase price to fair values on the acquisition of businesses. Actual results may ultimately differ from those estimates.

(c) Cash Equivalents

The Company considers all highly liquid investments with a term to maturity of three months or less on the date of purchase to be cash equivalents. Cash equivalents are classified as held-for-trading and are recorded at their fair values using quoted market prices at the balance sheet date. Unrealized gains or losses on held-for-trading investments are recognized in the statement of operations. Investment transactions are recognized on the trade date. Transaction costs incurred to acquire cash equivalents are recognized in the statement of operations when incurred.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)**(d) Short-Term Investments**

Short-term investments consist of highly liquid short-term interest bearing securities with a term to maturity of greater than three months on the date of purchase. Short-term investments are classified as held-for-trading and are recorded at their fair values using quoted market prices at the balance sheet date. Unrealized gains or losses on held-for-trading investments are recognized in the statement of operations. Investment transactions are recognized on the trade date. Transaction costs incurred to acquire short-term investments are recognized in the statement of operations when incurred.

(e) Trade Receivables and Payables

Trade receivables and payables are non-interest bearing and are stated at carrying values, which approximate fair values due to the short terms to maturity. Where necessary, trade receivables are net of allowances for uncollectable amounts.

(f) Derivative Instruments

Derivative instruments, including embedded derivatives, are recorded on the balance sheet at fair value. Unrealized gains and losses on derivatives held for trading are recorded in net earnings. Fair values for derivative instruments held for trading are determined using valuation techniques. These valuations use assumptions based on market conditions existing at the balance sheet date. Derivatives embedded in non-derivative contracts are recognized separately unless they are closely related to the host contract.

(g) Inventories

Supplies inventories are valued at the lower of average cost and replacement value. Cost includes acquisition, freight and other directly attributable costs. Work in process inventory consists of crushed material in preparation for delivery to the plant and is valued at the lower of average production cost and estimated net realizable value.

Gold concentrates are valued at the lower of average production cost and estimated net realizable value. Cost includes all direct costs incurred in production including direct labour and materials, freight, depreciation and amortization and directly attributable overhead costs at the balance sheet date.

(h) Mineral Properties, Plant and Equipment**(i) Plant and Equipment**

Plant and equipment are recorded at cost. The cost of buildings, plant and processing equipment used in the Company's mining operations is amortized on a straight-line basis over the lesser of the estimated useful life of the asset and the estimated life of the mine. The cost of office equipment, furniture and fixtures and vehicles is amortized on a declining balance basis using rates commensurate with the estimated useful life of the related asset. If the Company incurs debt directly related to the construction of a new operation or major expansion, the interest and financing costs associated with such debt will be capitalized during the construction period.

(ii) Mineral Properties and Mine Development Costs

The cost of acquiring, exploring and developing mineral properties or property rights, including costs incurred during production to increase future output by providing access to additional sources of resources, are deferred. Net revenues or expenses derived from mining activities prior to the substantial completion of the mineral property are included in the cost of the related mineral property. Upon substantial completion, mineral properties and mine development costs will be amortized on a units-of-production basis over the estimated reserves to which they relate. Development costs associated with each distinct unit of the mine will be amortized over the reserves to which they relate.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Mineral Properties, Plant and Equipment (continued)

(iii) Asset Impairment

The Company performs impairment tests on its property; plant and equipment when events or changes in circumstances occur that indicate the carrying value of an asset may not be recoverable. Estimated future cash flows are calculated using estimated future prices, mineral resources, and operating and capital costs on an undiscounted basis. When the carrying value of the development project exceeds estimated future cash flows, the asset is impaired. Write-downs are recorded to the extent the carrying value exceeds the discounted value of the estimated future cash flows based on the Company's average cost of borrowing.

(i) Asset Retirement Obligations

Future obligations to retire an asset including dismantling, remediation and ongoing treatment and monitoring of the site are initially recognized and recorded as a liability at fair value, based on estimated future cash flows, the Company's current credit adjusted risk-free discount rate and an estimated inflation factor. The liability is adjusted for changes in the expected amounts and timing of cash flows required to discharge the liability and accreted to full value over time through periodic charges to earnings. For operating properties, the amount of the asset retirement liability initially recognized and any subsequent adjustments are capitalized as part of the asset's carrying value and amortized over the asset's estimated useful life. Asset retirement obligations are only recorded when the timing or amount of remediation costs can be reasonably estimated.

(j) Revenues

Sales are recognized when title transfers, the rights and obligations of ownership pass to the customer and the price is reasonably determinable. The Company's metal concentrates are sold under pricing arrangements where final prices are determined by quoted market prices during a period subsequent to the date of sale. In these circumstances, revenues are recorded at the time of sale based on estimated forward prices during the expected quotational period for the final settlement. As a result, the value of the Company's concentrate receivables change as the underlying commodity market prices vary. This component of the contract is an embedded derivative, which is recorded at fair value with changes in fair value recorded in revenues.

(k) Stock-Based Compensation

The Company has a plan for granting stock options to management, directors, employees and consultants as described in Note 8(c). The Company recognizes compensation expense under this plan using the fair value method in accordance with CICA Handbook section 3870 "Stock-Based Compensation and Other Stock-Based Payments". Under this method, the fair value of stock options granted to employees is recognized as stock-based compensation expense over the vesting period and credited to contributed surplus. Stock options granted to non-employees are measured at their fair value on the vesting date. Prior to the vesting date, the then-current fair value of stock options granted to non-employees is recognized as stock-based compensation expense from the date of grant to the reporting date and credited to contributed surplus. Upon the exercise of stock options, consideration paid and the fair value amounts previously credited to contributed surplus are recorded as share capital. The Company uses the Black-Scholes option-pricing model to estimate the fair value of stock options granted.

(l) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Future income tax assets and liabilities are determined based on temporary differences between the accounting and taxes bases of existing assets and liabilities, and are measured using the tax rates expected to apply when these differences reverse. A valuation allowance is recorded against any future tax asset if it is more likely than not that the asset will not be realized.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)**(m) Earnings/Loss per Share**

Basic earnings/loss per share is computed by dividing net earnings/loss by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by adjusting the weighted average number of common shares outstanding using the treasury stock method, to reflect the potential dilution of securities that could result from the exercise of "in-the-money" stock options, warrants, and agent unit warrants.

(n) Translation of Foreign Currencies and Foreign Subsidiaries

Transactions in foreign currencies are translated into the currency of measurement at the exchange rates in effect on the transaction date. Monetary balance sheet items expressed in foreign currencies are translated into Canadian dollars at the exchange rates in effect at the balance sheet date. The resulting exchange gains and losses are recognized in income.

The Company's integrated foreign subsidiaries including La Plata, Recursos, Bjorkdal AB and Norrliden are financially or operationally dependent on the Company. The Company uses the temporal method to translate the accounts of its integrated operations into Canadian dollars. Monetary assets and liabilities are translated at the exchange rates in effect at the balance sheet date. Non-monetary assets and liabilities are translated at historical rates. Revenues and expenses are translated at average rates for the period, except for amortization, which is translated on the same basis as the related asset. The resulting exchange gains or losses are recognized in income.

The Company's wholly-owned Swedish subsidiary Bjorkdalsgruvan is financially and operationally independent from the Company. The Company uses the current rate method to translate the accounts of these self-sustaining operations into Canadian dollars. Under this method, assets and liabilities are translated at the exchange rates in effect at the balance sheet date, and revenues and expenses are translated at average rates for the period. The unrealized translation gains and losses on the Company's net investment, including long-term inter-company advances, are accumulated in a separate component of shareholders' equity, reported in the consolidated balance sheet as other accumulated comprehensive loss.

(o) Comparative Figures

Certain figures presented for comparative purposes have been reclassified to conform to the presentation adopted for the current period.

(p) Recent Accounting Pronouncements

Recent Canadian accounting pronouncements that have been announced but are not yet effective are as follows:

(i) CICA 3064, "Goodwill and Intangible Assets" and amended CICA 1000, "Financial Statement Concepts"

These standards clarify the criteria for the recognition of assets, intangible assets and internally developed intangible assets. They apply to interim and annual financial statements for fiscal years beginning on or after October 1, 2008. Early adoption is permitted. The Company will adopt these standards commencing for its interim and annual financial statements for the fiscal year ending November 30, 2009. The adoption of this standard is not expected to have a significant impact on the Company's financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Recent Accounting Pronouncements (continued)

- (ii) CICA 1582, "Business Combinations", CICA 1601, "Consolidated Financial Statements" and CICA 1602, "Non-Controlling Interests"

In January 2009, the CICA issued Section 1582 "Business Combinations" to replace Section 1581. Prospective application of the standard is effective January 1, 2011, with early adoption permitted. This new standard effectively harmonizes the business combinations standard under Canadian GAAP with International Financial Reporting Standards ("IFRS"). The new standard revises guidance on the determination of the carrying amount of the assets acquired and liabilities assumed, goodwill and accounting for non-controlling interests at the time of a business combination. The CICA concurrently issued Section 1601 "Consolidated Financial Statements" and Section 1602 "Non-Controlling Interests," which replace Section 1600 "Consolidated Financial Statements." Section 1601 provides revised guidance on the preparation of consolidated financial statements and Section 1602 addresses accounting for non-controlling interests in consolidated financial statements subsequent to a business combination. These standards are effective January 1, 2011, unless they are early adopted at the same time as Section 1582 "Business Combinations." The Company is currently assessing the impact of adopting these standards and has not yet determined its effect on its financial statements.

- (iii) International Financial Reporting Standards

In February 2008, the CICA Accounting Standards Board confirmed that public companies will be required to prepare interim and annual financial statements under IFRS for fiscal years beginning on or after January 1, 2011. The Company is currently assessing the impact of adopting IFRS and has not yet determined its effect on its financial statements.

3. ADOPTION OF NEW ACCOUNTING STANDARDS

- (a) CICA 3862, "Financial Instruments – Disclosures" and CICA 3863, "Financial Instruments – Presentation"

Effective December 1, 2007, the Company adopted CICA 3862, "Financial Instruments – Disclosures" and CICA 3863, "Financial Instruments – Presentation" replacing CICA 3861, "Financial Instruments – Disclosure and Presentation". These standards relate to the disclosure and presentation of financial instruments. The adoption of this standard did not have a significant effect on the Company's financial statements.

- (b) CICA 1535, "Capital Disclosures"

Effective December 1, 2007, the Company adopted CICA 1535, "Capital Disclosures". This standard relates to the disclosure of capital management strategies. The adoption of this standard did not have a significant effect on the Company's financial statements.

- (c) CICA 3031, "Inventories"

Effective December 1, 2007, the Company adopted CICA 3031, "Inventories". This standard relates to the measurement and disclosure of inventories. The adoption of the standard did not have a significant impact on the Company's financial statements.

- (d) CICA 1400, "General Standards of Financial Statement Presentation"

Effective December 1, 2007, the Company adopted the amendments to CICA 1400, "General Standards of Financial Statement Presentation". The amendments provide revised guidance related to management's responsibility to assess and disclose the ability of an entity to continue as a going concern. The adoption of the standard did not have a significant impact on the Company's financial statements.

4. ACQUISITION OF BJORKDALSGRUVAN AB

Effective December 31, 2007, the Company exercised an option (the "Exclusive Option") to acquire from Minmet plc ("Minmet"), 100% of the share capital of Bjorkdalsgruvan and advances due to Minmet from Bjorkdalsgruvan. The Company has determined the purchase price of 100% of the shares of Bjorkdalsgruvan to be \$4,446,785 and the advances of SEK21,361,465 to be \$3,268,304. The total consideration of \$7,715,089 is comprised of cash, shares and incremental corporate transaction costs summarized as follows:

	Amount
Cash paid to Minmet for the Exclusive Option	\$ 59,035
Cash paid to Minmet on exercise of the Exclusive Option	1,982,600
Shares issued to Minmet for the Exclusive Option	2,277,600
Shares issued to Minmet on exercise of the Exclusive Option	3,224,000
Transaction costs	171,854
Total consideration given	7,715,089
Less: amount allocated to debt obligation purchased from Minmet	(3,268,304)
Purchase price of shares	\$ 4,446,785

The Company's allocation of the purchase price to the estimated fair values of the assets and liabilities of Bjorkdalsgruvan is as follows:

	Amount
Cash	\$ 1,532,989
Accounts receivable	1,935,048
Inventories	1,759,066
Prepaid expenses	207,006
Reclamation bond	706,572
Mineral properties, plant and equipment	14,124,698
Accounts payable and accrued liabilities	(3,007,093)
Debt to Gold-Ore (including debt obligation purchased from Minmet)	(11,427,279)
Asset retirement obligation	(1,315,966)
Future income tax liabilities	(68,256)
Net assets acquired	\$ 4,446,785

In accordance with the terms of the Exclusive Option Agreement, Gold-Ore granted Minmet a sliding scale net smelter royalty ("NSR") in the Bjorkdal mineral properties commencing January 1, 2008, at rates varying from 0.5% to 1.75% based on gold prices as follows:

NSR Rate %	Gold Price US\$
0.50	< 400
1.00	400 – 450
1.25	450 – 500
1.50	500 – 550
1.75	> 550

The NSR can be purchased at any time by the Company for US\$1,000,000 cash or by the issuance of an equivalent value of common shares of the Company. Subsequent to November 30, 2008, the NSR was purchased for US\$800,000 (see Note 23(d)).

5. INVENTORIES

	2008		2007	
Supplies	\$	478,499	\$	–
Gold concentrates		2,069,171		–
	\$	2,547,670	\$	–

6. MINERAL PROPERTIES, PLANT AND EQUIPMENT

2008	Mineral Property Acquisition and Exploration Costs	Mine Development Costs	Property, Plant and Equipment Costs	Total Cost	Accumulated Depreciation and Depletion	Net Book Value
Pre-Substantial Completion:						
Bjorkdal (a)	\$ 13,995	\$ 4,900,528	\$ 14,961,166	\$ 19,875,689	\$ 2,654,051	\$ 17,221,638
Non-Producing:						
Ronnberget (b)	277,109	–	–	277,109	–	277,109
Vallberget (c)	125,546	–	–	125,546	–	125,546
Norrleden (d)	2,237,119	–	–	2,237,119	–	2,237,119
Corporate	–	–	49,899	49,899	24,588	25,311
	\$ 2,653,769	\$ 4,900,528	\$ 15,011,065	\$ 22,565,362	\$ 2,678,639	\$ 19,886,723

2007	Mineral Property Acquisition and Exploration Costs	Mine Development Costs	Property, Plant and Equipment Costs	Total Cost	Accumulated Depreciation and Depletion	Net Book Value
Pre-Substantial Completion:						
Bjorkdal (a)	\$ –	\$ –	\$ –	\$ –	\$ –	\$ –
Non-Producing:						
Ronnberget (b)	277,108	–	–	277,108	–	277,108
Vallberget (c)	36,173	–	–	36,173	–	36,173
Norrleden (d)	–	–	–	–	–	–
Corporate	–	–	30,950	30,950	17,997	12,953
	\$ 313,281	\$ –	\$ 30,950	\$ 344,231	\$ 17,997	\$ 326,234

(a) Bjorkdal, Sweden

The Bjorkdal mine is in the development stage and is not substantially complete and ready for productive use. The mine will be considered substantially complete and ready for productive use when ore sourced and processed from the open pit and underground mine units account for a pre-determined level of productive capacity. Prior to substantial completion, net revenues or expenses derived from Bjorkdal mining activities will be included in Bjorkdal mine development costs. During the period from the acquisition date of Bjorkdalsgruvan to November 30, 2008, the Company included SEK 2,693,516 (\$439,851) of net expenses in Bjorkdal mine development costs.

(b) Ronnberget, Sweden

On September 28, 2007, the Company entered into an agreement to purchase 9 exploration permits covering 35 square kilometres from North Atlantic Natural Resources AB (“North Atlantic”), a Swedish company owned by Lundin Mining Corporation. The permits are contiguous with the east and south boundaries of the mineral properties of Bjorkdalsgruvan AB (see Note 6(a)).

6. MINERAL PROPERTIES, PLANT AND EQUIPMENT (continued)**(b) Ronnberget, Sweden (continued)**

As consideration for the permits, the Company issued 250,000 units to North Atlantic. Each unit consists of one common share and one share purchase warrant. Each warrant can be exercised to purchase one additional common share of the Company at a price of \$1.10 until September 28, 2008. A value of \$232,500 was assigned to the shares based on the market price of the Company's common shares on the measurement date, September 28, 2007. A value of \$44,608 was assigned to the warrants representing their fair value on September 28, 2007, computed using the Black-Scholes option-pricing model.

Under the agreement, North Atlantic retains a 2% net smelter royalty on any metal produced from the permits. The Company has a right of first refusal to purchase the royalty should North Atlantic wish to sell it.

As a November 30, 2008 the 250,000 warrants issued in relation to the purchase of the permits have been cancelled.

(c) Vallberget, Sweden

On November 7, 2007, the Company acquired an exclusive option to purchase a 100% interest in four contiguous exploration permits covering 29 square kilometres in the Bergslagen mining district in southern Sweden for \$10,000 and 25,000 common shares of the Company from a private company (the "Optionor"). A value of \$23,250 was assigned to the shares based on the market price of the Company's common shares on the measurement date, November 7, 2007. In order to earn the 100% interest, the Company must:

- (i) Incur minimum aggregate exploration costs on the property of \$1,000,000 on or before November 7, 2010;
- (ii) Pay to the Optionor \$70,000 cash, or \$20,000 cash and 50,000 common shares of the Company, on or before November 7, 2008. The shares are subject to a minimum market value of \$1 per share. In the event the share price falls below \$1 at the payment date, additional cash and shares are to be paid to make up the price differential (amended);
- (iii) Pay to the Optionor \$130,000 cash, or \$30,000 cash and 100,000 common shares of the Company, on or before November 7, 2009. The shares are subject to a minimum market value of \$1 per share. In the event the share price falls below \$1 at the payment date, additional cash and shares are to be paid to make up the price differential; and
- (iv) Pay to the Optionor a final payment equal to \$350,000 in cash or common shares of the Company on or before November 7, 2010 (the "Final Payment"). The ratio of cash and shares paid is at the discretion of the Company subject to a minimum of \$150,000 cash. The value of the shares is to be determined by averaging the closing price of the Company's common shares on the most senior stock exchange in Canada upon which the shares are listed and trading for the 20 days preceding the Final Payment.

In order to keep the option in good standing, the Company must incur minimum aggregate exploration costs on the property by the following dates:

Date	Amount
November 7, 2008 (waived)	\$200,000
November 7, 2009	\$500,000

6. MINERAL PROPERTIES, PLANT AND EQUIPMENT (continued)

(c) Vallberget, Sweden (continued)

On November 7, 2008, the Company and the Optionor entered into an agreement to amend the option agreement. Under the amendment agreement, the Optionor waived the requirement of the Company to incur minimum aggregate exploration costs of \$200,000 on the property by November 7, 2008. In consideration for the waiving this requirement:

- (v) The anniversary payment due on November 7, 2008 disclosed in Note 6(c)(ii) was amended to \$10,000 cash payable immediately and 50,000 common shares of the Company; and
- (vi) If a drill program is conducted on the property prior to November 7, 2009, the Company will satisfy the November 7, 2008 anniversary payment disclosed in Note 6(c)(ii) by paying \$15,000 cash and 150,000 common shares of the Company; or
- (vii) If a drill program is not conducted on the property prior to November 7, 2009, the anniversary payment due on November 7, 2009 disclosed in Note 6(c)(iii) will be amended to require the Company to pay to the Optionor, \$180,000 cash, or \$40,000 cash and 250,000 common shares of the Company, on or before November 7, 2009.

All other provisions of the option agreement remain unchanged.

(d) Norrliden, Sweden

On April 30, 2008, the Company entered into an agreement to purchase a 90% interest in the Norrliden poly-metallic deposit from North Atlantic Natural Resources AB ("NAN"), a subsidiary of Lundin Mining Corp. Norrliden is a near-term production, base and precious metals deposit, located approximately 45 kilometres west of the Company's Bjorkdal mine.

As consideration for the 90% interest in the Norrliden deposit, the Company issued 3,000,000 common shares and will be operator of all work programs. A value of \$2,100,000 was assigned to the shares based on the market price of the Company's common shares on measurement date, June 16, 2008. If a production decision is made, the Company will pay additional consideration of \$2,500,000 cash and issue \$2,000,000 cash equivalent in common shares based on the average closing price of the Company's common shares for 20 days prior to the date of the production decision.

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	2008	2007
Trade accounts payable	\$ 4,004,355	\$ 129,597
Payroll liabilities	719,491	18,075
Other liabilities	189,237	1,621,975
	\$ 4,913,083	\$ 1,769,647

8. ASSET RETIREMENT OBLIGATION

The Company's asset retirement obligation relates to the restoration and closure of the Company's Bjorkdal mine and was initially recorded as a liability at fair value, using credit adjusted risk-free discount rates ranging from 7.3% to 7.9% and an inflation factor of 2.5%. The amount of this obligation is subject to re-measurement during each reporting period. The total undiscounted amount of the estimated cash flows required to settle the obligations after inflation is SEK 21,145,000 (\$3,231,000) and is expected to be settled commencing in the year ending November 30, 2017.

8. ASSET RETIREMENT OBLIGATION (continued)

The following table summarizes changes to the Company's asset retirement obligation during the year:

	2008	2007
Balance, beginning of year	\$ –	\$ –
Liabilities assumed upon acquisition of Bjorkdalsgruvan (Note 4)	1,314,245	–
Accretion expense	88,487	–
Revision in estimates	282,580	–
Balance, end of year	\$ 1,685,312	\$ –

9. SHARE CAPITAL

(a) Authorized Share Capital

Unlimited common shares, voting, without par value

Unlimited preferred shares, non-voting, without par value

(b) Issued and Outstanding Share Capital

	Number of Shares	Amount
Balance, November 30, 2006	56,209,100	11,340,621
Issued during the year:		
For cash:		
Private placement, net of share issuance costs (Note 9(b)(i))	12,100,032	5,619,551
Exercise of stock options	1,105,000	174,800
Exercise of warrants	362,500	108,750
Exercise of agent stock warrants	438,970	111,967
For purchase Ronnberget mineral property (Note 9(b)(ii))	250,000	232,500
For option to acquire Vallberget mineral property (Note 9(b)(iii))	25,000	23,250
Transferred from contributed surplus:		
Exercise of stock options	–	61,597
Exercise of agent stock and unit warrants	–	68,166
Balance, November 30, 2007	70,490,602	17,741,202
Issued during the year:		
For cash:		
Private placement, net of share issuance costs (Note 9(b)(iv))	3,565,977	2,063,306
Exercise of stock options	490,000	106,800
Exercise of agent stock warrants and unit warrants	661,980	229,308
For acquisition of Bjorkdalsgruvan AB (Note 4)	4,000,000	3,224,000
For acquisition of Norrliden (Note 6(d))	3,000,000	2,220,000
Transferred from contributed surplus:		
Exercise of stock options	–	75,947
Exercise of agent stock and unit warrants	–	136,088
Balance, November 30, 2008	82,208,559	\$ 25,796,651

9. SHARE CAPITAL (continued)

(b) Issued and Outstanding Share Capital (continued)

- (i) On January 19, 2007 the Company issued 12,100,032 units at \$0.56 per unit for gross proceeds \$6,776,018 under a private placement. Each unit consists of one common share and one-half of a common share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$1.00 per share for a period of 18 months from the closing of the financing. Values of \$6,016,532 and \$759,486 were assigned to the common shares and warrants respectively, based on their relative fair values on the closing date of the private placement. Units sold under the private placement had a 4 month hold period expiring May 20, 2007.

In connection with the private placement the Company paid cash commissions of \$226,027 and issued 336,350 agent stock warrants to acquire 336,350 common shares of the Company. Each agent stock warrant may be exercised for one common share at a price of \$0.56 for a period of 12 months from closing. A value of \$108,694 was assigned to these warrants computed using the Black-Scholes option-pricing model. The Company incurred other cash issuance costs of \$62,260.

- (ii) On September 28, 2007, the Company issued 250,000 common shares for the purchase of the Ronnberget mineral property in Sweden as described in Note 6(b).
- (iii) On November 7, 2007, the Company issued 25,000 common shares to acquire an option to purchase the Vallberget mineral property in Sweden as described in Note 6(c).
- (iv) On July 10, 2008, the Company issued 3,565,977 units under a private placement at a price of \$0.67 per unit for gross proceeds of \$2,389,205. Each unit consists of one common share and one-half share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.90 per share for a period of 24 months from the closing of the financing.

In connection with the private placement, the Company paid cash finder's fees of \$62,255 and issued 77,432 warrants. Each warrant entitles the holder to acquire one common share at a price of \$0.67 for a period of 12 months from closing.

(c) Stock Options

The Company has established a stock option plan whereby options may be granted to the Company's directors, officers, employees and consultants for up to 10% of the common shares issued and outstanding. The exercise price and term of each option is determined by the board of directors, each term not exceeding five years. Any consideration paid by option holders on the exercise of stock options is recorded as share capital.

	Number of Shares Under Option	Weighted Average Exercise Price
Balance, November 30, 2006	3,855,000	\$0.27
Granted	1,180,000	0.99
Exercised	(1,105,000)	0.16
Expired	(35,000)	0.73
Balance, November 30, 2007	3,895,000	0.52
Granted	1,800,000	0.35
Exercised	(490,000)	0.22
Expired	(120,000)	0.82
Balance, November 30, 2008	5,085,000	\$0.48

9. SHARE CAPITAL (continued)

(c) Stock Options (continued)

The following table summarizes stock options outstanding at November 30, 2008:

Exercise Price	Number of Shares	Options Outstanding		Options Exercisable		
		Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price	
\$ 0.15	400,000	3.0	\$0.15	400,000	\$0.15	
0.23	350,000	1.3	0.23	350,000	0.23	
0.30	1,100,000	5.0	0.30	1,100,000	0.30	
0.34	1,590,000	2.3	0.34	1,590,000	0.34	
0.44	200,000	0.4	0.44	200,000	0.44	
0.51	100,000	0.9	0.51	100,000	0.51	
0.82	130,000	1.3	0.82	130,000	0.82	
0.82	250,000	2.1	0.82	250,000	0.82	
1.02	965,000	3.6	1.02	965,000	1.02	
\$0.15-1.02	5,085,000	3.0	\$0.52	5,085,000	\$0.48	

Stock options outstanding at November 30, 2007 expire between April 19, 2009 and November 12, 2013.

(d) Warrants

	Number of Warrants	Purchase Price per Share
Balance, November 30, 2006	362,500	\$0.30
Issued	6,300,017	1.00
Exercised	(362,500)	0.30
Balance, November 30, 2007	6,300,017	1.00
Issued	1,860,421	0.89
Expired	(250,000)	1.02
Balance, November 30, 2008	7,910,438	\$0.97

Warrants outstanding at November 30, 2008 expire between January 19, 2009 and July 10, 2010.

(e) Agent Stock Warrants

	Number of Agent Stock Warrants	Purchase Price per Share
Balance, November 30, 2006	685,700	\$ 0.20
Issued	336,350	0.56
Exercised	(438,970)	0.26
Balance, November 30, 2007	583,080	0.37
Exercised	(583,080)	0.37
Balance, November 30, 2008	–	\$ –

9. SHARE CAPITAL (continued)

(f) Agent Unit Warrants

	Number of Agent Unit Warrants	Purchase Price per Unit
Balance, November 30, 2006 and 2007	78,900	\$0.20
Exercised	(78,900)	0.20
Balance, November 30, 2008	–	\$ –

10. CONTRIBUTED SURPLUS

	2008	2007
Balance, beginning of year	\$ 2,325,848	\$ 693,041
Stock-based compensation (Note 12)	322,157	849,782
Agent stock and unit warrants issued for services (Note 9)	8,751	108,694
Warrants issued for cash in a private placement (Note 9)	222,918	759,486
Fair value of warrants issued pursuant to property acquisition (Note 6(b))	–	44,608
Transferred to share capital upon exercise of stock options	(75,947)	(61,597)
Transferred to share capital upon exercise of agent stock and unit warrants	(136,088)	(68,166)
Balance, end of year	\$ 2,667,639	\$2,325,848

11. ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

	2008	2007
Balance, beginning of year	\$ 550	\$ 1,492
Unrealized loss on translation of financial statements of self-sustaining foreign subsidiary	(108,271)	(942)
Balance, end of year	\$ (107,721)	\$ 550

12. STOCK-BASED COMPENSATION

During the year ended November 30, 2008, the Company granted 1,800,000 (2007 - 1,180,000) stock options to directors, officers, employees and consultants of the Company. The weighted average fair value of each option granted was \$0.13 (2007 - \$0.69) computed using the Black-Scholes option-pricing model on the date of each grant using the following weighted average assumptions:

	2008	2007
Risk-free interest rate (%)	3.2	4.4
Expected dividend yield (%)	–	–
Expected stock option lives (years)	4.2	4.7
Expected stock price volatility (%)	76	84

During the year ended November 30, 2008, the Company recognized compensation cost of \$322,157 (2007 – \$849,782) as stock-based compensation expense.

13. REGIONAL EXPLORATION EXPENSES

	2008	2007
Assaying	\$ 2,034	\$ 5,019
Consulting	3,010	26,265
Engineering studies	1,038	–
Field equipment and supplies	–	282
Field labour	493	–
Travel and accommodation	–	17,773
Vehicles and fuel	–	284
Licenses, taxes and permits	70	648
	\$ 6,645	\$ 50,271

14. INCOME TAXES

In assessing the realization of the Company's future income tax assets, management considers whether it is more likely than not that some portion of all of the future income tax assets will not be realized. The ultimate realization of future income tax assets is dependent upon the generation of taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of future tax liabilities, projected future taxable income and tax planning strategies in making this assessment. The amount of future income tax assets considered realizable could change materially in the near term based on future taxable income generated during the carry-forward period.

(a) Future Income Tax Assets and Liabilities

The significant components of the Company's future income tax assets and liabilities are as follows:

	2008	2007
Future income tax assets (liabilities):		
Non-capital income tax losses carried forward	\$ 1,878,000	\$ 717,000
Share issuance costs	121,000	188,000
Mineral properties, plant and equipment	(629,000)	2,000
Canadian exploration expenses	30,000	39,000
Canadian development expenses	12,000	16,000
Foreign exploration and development expenses	221,000	412,000
Gross future income tax assets	1,633,000	1,374,000
Valuation allowance	(1,633,000)	(1,374,000)
Net future income tax assets	\$ –	\$ –

14. INCOME TAXES (continued)

(b) Losses Carried Forward and Expiration Dates

At November 30, 2008, the Company has non-capital losses carried forward for income tax purposes available to reduce taxable income in future years of \$7,277,000 in Canada (\$2,723,000) and Sweden (\$4,554,000) expiring as follows:

2009	\$ 58,000
2010	439,000
2014	153,000
2015	332,000
2026	690,000
2027	497,000
2028	554,000
Indefinite	4,554,000
	<u>\$ 7,277,000</u>

(c) The reconciliation of income tax attributable to operations computed at the statutory tax rates to income tax expense (recovery), using a 31.3% (2007 – 32.5%) statutory tax rate is as follows:

	2008	2007
	\$	\$
Income tax recovery at statutory rates	(314,000)	(436,000)
Permanent differences	(232,000)	278,000
Change in tax rates	319,256	7,000
Foreign tax rate differences	35,000	–
Change in estimates	1,000	–
Change in valuation allowance	259,000	151,000
Income tax recovery	<u>68,256</u>	<u>–</u>

15. LOSS PER SHARE

The weighted average number of shares outstanding used in the computation of loss per share was 78,082,000 (2007 – 68,168,000). Outstanding stock options, warrants and agent stock warrants have not been considered in the computation of diluted loss per share as the result is anti-dilutive.

16. SUPPLEMENTAL CASH FLOW INFORMATION

	2008	2007
Cash paid for:		
Interest	\$ 78,261	\$ –
Income taxes	–	–
Non-cash financing and investing activities:		
4,000,000 shares issued for acquisition of Bjorkdalsgruvan	3,224,000	–
3,000,000 shares issued for acquisition of mineral property	2,220,000	–
250,000 shares issued for acquisition of mineral property	–	232,500
250,000 warrants issued for acquisition of mineral property	–	44,608
25,000 shares issued for option to acquire mineral property	\$ –	\$ 23,250

17. RELATED PARTY TRANSACTIONS AND BALANCES

During the year ended November 30, 2007, geological expenses of \$10,107 were paid on behalf of a company, which has a common director. During the year ended November 30, 2008, the balance receivable from this company of \$10,107 at November 30, 2007, was repaid in full.

18. FINANCIAL INSTRUMENTS**(a) Fair Value of Financial Instruments**

The Company has various financial instruments including cash and cash equivalents, short-term investments, accounts receivable, accounts payable and accrued liabilities, and loan payable. The carrying values of these financial instruments approximate their fair values due to their short terms to maturity. The carrying values of the Company's reclamation bonds approximate their fair value as the bonds bear interest at variable rates. The carrying value of the Company's asset retirement obligation approximates its fair value.

(b) Credit Risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's primary counterparties related to its cash and cash equivalents and short-term investments carry investment grade ratings as assessed by external rating agencies. The Company maintains a majority of its cash and cash equivalents and short-term investments with financial institutions domiciled in Canada and Sweden. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. There is ongoing review to evaluate the creditworthiness of these counterparties. The Company manages credit risk for trade and other receivables through established credit monitoring activities. As at November 30, 2008, the Company has trade accounts receivable of \$1,860,698 due from two major customers. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash and cash equivalents, short-term investments and accounts receivable.

(c) Liquidity Risk

The Company manages liquidity risk by maintaining adequate cash and cash equivalent balances and purchasing short-term investments with early redemption features or that may be sold into an active market. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities.

(d) Currency Risk

As the Company operates in an international environment, some of the Company's transactions and balances are denominated in currencies other than the Canadian dollar. The Company's foreign exchange risk arises primarily with respect to the Swedish krona ("SEK"), the Euro and United States dollar. The Company's sales are based on commodity prices denominated in the United States dollar. These amounts are translated to Euros and SEK during the related quotational periods. The Company also has an investment in a self-sustaining Swedish subsidiary, whose net assets are subject to foreign exchange currency risk. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

As at November 30, 2008, the Company's net investment in its self-sustaining Swedish subsidiary was SEK 123,218,030. A strengthening (weakening) of the Canadian dollar against the Swedish krona of 10% would result in a \$1,755,000 decrease (increase) in other comprehensive income.

18. FINANCIAL INSTRUMENTS (continued)**(e) Interest Rate Price Risk**

The Company's short-term investments are subject to interest rate price risk as they carry fixed rates of interest. As at November 30, 2008, the Company had \$415,000 of short-term investments earning interest at a fixed rate of 3.3%. The Company does not engage in any hedging activity to mitigate this risk. A plus or minus 1% change in market interest rates would not have a significant affect on the Company's loss and comprehensive loss for the year.

(f) Commodity Price Risk

The Company is subject to price risk from fluctuations in market prices of the commodities that it produces. The Company's commodity price risk associated with financial instruments primarily relates to changes in fair value caused by settlement adjustments to trade accounts receivable. Sales of metals in concentrate are recognized in revenue on a provisional pricing basis when title transfers and the rights and obligations of ownership pass to the customer, which occurs upon delivery. However, final pricing is typically not determined until a subsequent date. Accordingly, revenue in any period is based on current prices for sales occurring in the period and ongoing pricing adjustments from sales that are still subject to final pricing. These pricing adjustments result in additional revenues in a rising price environment and reductions to revenues in a declining price environment, taking into account the actual price participation terms in the concentrate sales agreements.

As at November 30, 2008, a 10% increase in the price of gold would result in an increase of \$719,000 in the Company's accounts receivable and pre-tax net earnings.

19. CAPITAL MANAGEMENT

The Company defines capital as all components of shareholders' equity. The Company has no debt obligations. The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that it can emerge from the development stage to provide returns for shareholders and benefits for other stakeholders. The board of directors does not establish quantitative return on capital criteria for management due to the nature of the Company's business. The Company does not pay dividends and is not subject to any externally imposed capital requirements.

20. SEGMENT DISCLOSURES

The Company operates in the mining industry and derives substantially all of its revenues from the sale of gold concentrates. Management of the Company makes decisions about allocating resources based on the one operating segment. The following table summarizes mineral properties, plant and equipment by geographic segment:

	2008		2007	
Canada	\$	25,311	\$	12,953
Sweden		19,861,412		313,281
Total	\$	19,886,723	\$	326,234

20. SEGMENT DISCLOSURES (continued)

The following table summarizes sales to customers by geographic segment:

		2008		2007
Germany	\$	17,783,162	\$	–
Sweden		3,646,561		–
Total	\$	21,429,723	\$	–

Revenues during the year ended November 30, 2008 have been included in the cost of mineral properties, plant and equipment as the Company's Bjorkdal mine was not considered to be substantially complete.

21. MAJOR CUSTOMERS AND ECONOMIC DEPENDENCE

During the year ended November 30, 2008, the Company earned all of its revenues, which have been included in mineral properties, plant and equipment, from two major customers. As at November 30, 2008, the Company does not consider itself to be economically dependent on these two major customers as transactions with these parties can be easily replaced by transactions with other parties on similar terms and conditions.

22. COMMITMENTS

The Company has entered into various operating leases for premises, vehicles and equipment. Minimum lease payments over the remaining terms of the leases are as follows:

2009	\$	88,080
2010		88,064
2011		68,094
2012		13,401
2013		1,367
	\$	259,006

23. SUBSEQUENT EVENTS

- (a) On December 9, 2008, the Company granted 200,000 stock options with an exercise price of \$0.15 to a consultant. The stock options expire on December 9, 2011.
- (b) On January 15, 2009, 50,000 common shares of the Company were issued under the agreement described in Note 6(c)(v).
- (c) On January 19, 2009, 6,050,017 warrants issued pursuant to the January 19, 2007 private placement expired unexercised (see Note 8(b)(i)).
- (d) On March 17, 2009, the Company completed the purchase of the sliding scale net smelter royalty on gold production from the Bjorkdal mineral properties. This royalty was granted to Minmet on the acquisition of Bjorkdalsgruvan (see Note 4), the owner and operator of the Bjorkdal mine. Under the terms of the agreement, the Company had the right to purchase the royalty at any time for US\$1,000,000 cash or by the issuance of an equivalent value of common shares from the Company. Minmet subsequently sold the royalty to Achill Resources Ltd. The Company negotiated the purchase of the royalty from Achill Resources for US\$800,000 cash, plus the unpaid royalty accrued to February 28, 2009.

PRELIMINARY INFORMATION

The following Management Discussion and Analysis (“MD&A”) of Gold-Ore Resources Ltd. (the “Company”) is intended to supplement and complement the accompanying audited consolidated financial statements and notes for the year ended November 30, 2008 (“Year End 2008”), and should be read in conjunction with the annual audited consolidated financial statements and the related notes and schedules.

All financial information in this MD&A is expressed in Canadian dollars unless otherwise indicated. Significant accounting policies are set out in Notes 2 and 3 of the unaudited consolidated financial statements.

All information contained in this MD&A is as of March 31, 2009 unless otherwise indicated.

OVERVIEW

The Company 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 mining, and a mineral exploration and development company with all of its operations currently located in the country of Sweden. In 2006 the Company acquired an option to purchase Bjorkdalsgruvan AB from Minmet plc of Dublin, Ireland. The assets of Bjorkdalsgruvan included cash and the Bjorkdal Gold Mine in Sweden, which has a fully-operational gold concentrating plant, all necessary environmental permits, tailings management facility, and associated mineral resources.

On December 31, 2007 the Company exercised its option and purchased all the shares of Bjorkdalsgruvan AB, which is now a wholly owned subsidiary of the Company. A net smelter royalty on gold production from the Bjorkdal Mine was granted Minmet plc as part of the purchase agreement. The Company had the right to purchase the royalty at any time for US\$1,000,000 cash or by issuing an equivalent value of common shares of Gold-Ore. Minmet subsequently sold the royalty to Achill Resources Limited. In March 2009, Gold-Ore negotiated the purchase of the royalty from Achill Resources for US\$800,000 cash and all unpaid royalty accrued up to February 28, 2009.

As a result of gold sales from the operation of the plant at the mine, fed by stockpiled material, some newly-mined open pit material, and material from underground development operations, the Company is now generating cash flow. However, as the Company continued during 2008 to carry out substantial underground development at the Bjorkdal mine and is in the process of completing a NI 43-101 compliant reserve estimation and an optimization feasibility study on the underground operation of the mine, the net expenses associated with mining activities and operation of the plant at Bjorkdal are included in Bjorkdal mineral property mine development costs. This is in accordance with the Company’s current accounting policies, as detailed in the notes to the financial statements. For the eleven month period between the date of the acquisition of Bjorkdalsgruvan AB and the end of the Fourth Quarter 2008, a total of \$439,851 was included in Bjorkdal mineral property mine development costs. Net cash flows from the Bjorkdal operations totalled \$2,483,322 during the same period.

Management will consider the mine to be substantially complete when a number of pre-determined criteria have been met, including the completion of a reserve statement and when ore sourced and processed from the open pit and underground mine units account for a pre-determined level of productive capacity. Operating revenues and expenses will then be included in the Consolidated Statements of Operations and Deficit.

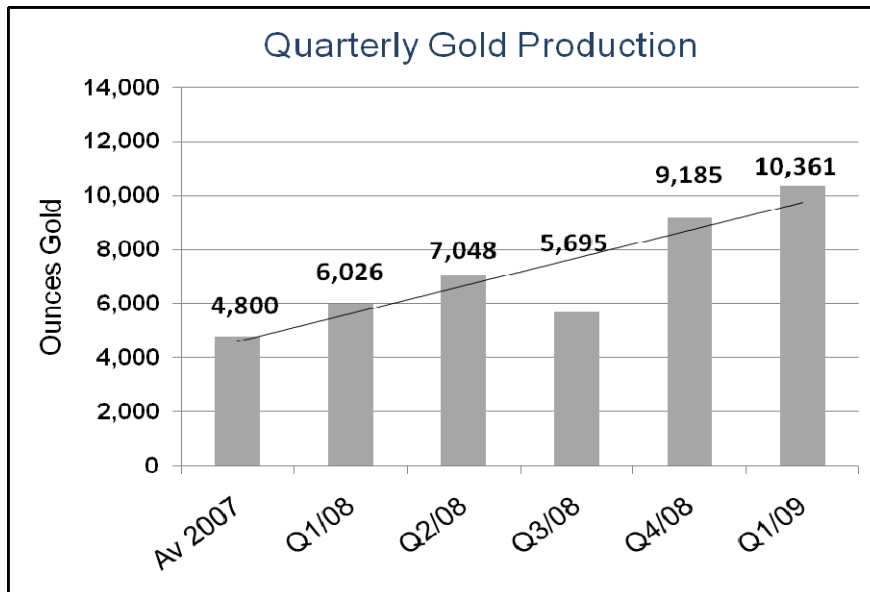
RESULTS OF OPERATIONS, MINE DEVELOPMENT AND EXPLORATION ACTIVITIES

Bjorkdal Gold Mine

Effective December 31, 2007 the Company owns 100% of the Bjorkdal Gold Mine, located in northern Sweden, 750 kilometres north of Stockholm. During 2008, feed material at the mine was sourced from three units: underground, open pit and stockpiles. A total of 1,181,094 tonnes of material was processed at the mine for the 2008 fiscal year (Gold-Ore owned the mine for 11 of those months: January 1, 2008 to November 30, 2008). Daily throughput for the operation averaged 3,227 tonnes per day for the year, however, throughput at the plant was reduced to just over 3,000 tonnes per day in the fourth quarter to improve recoveries (89%) from the increasing tonnages generated from the underground and open pit units of the mine. For the 2008 fiscal year, the Bjorkdal Mine produced 27,955 ounces, which represents a 52% increase over gold production from the previous 12 month period. The increased grades and tonnages achieved from stopes and on-vein drives in the underground and open pit units of the mine resulted in the dramatic increase in gold production throughout the year. All gold produced at the mine is sold at average spot prices during a quotational period; none of the mine's production is currently sold forward. As specified above and in the notes to the accompanying financial statements, revenue from gold sales is currently being credited against the Bjorkdal mineral property mine development costs.

The fourth fiscal quarter operational results of the Bjorkdal Mine are particularly significant as approximately 58% of the average daily plant throughput came from the underground and open pit units of the mine, and approximately 60% of the gold production came from the underground unit of the mine. The mine produced 9,185 ounces of gold during the fourth quarter, which equates to an annualized production rate of 36,740 ounces and represents a 61% increase over the previous quarter's production. In the month of November alone, 3,577 ounces of gold were produced, which equates to an annualized production rate of 42,924 ounces.

	YE 2008	Q4 2008
Tonnes processed	1,181,094	279,711
Daily throughput – tonnes	3,227	3,074
Gold recovered – ounces	27,955	9,185
– kilograms	869.5	260.4
Average plant recovery	87%	89%



As noted above, the operational results for the Bjorkdal Mine are not yet included in the Company's Consolidated Statements of Operations and Deficit as a NI 43-101 compliant reserve estimate for the mine is not yet available and ore sourced and processed from the open pit and underground mine units did not exceed a pre-determined level of productive capacity. For the majority of the year the Company was "test-mining" the open-pit and developing the underground unit of the mine. However, since over half of Bjorkdal's plant throughput and gold production came from the underground and open pit units of the mine in the fourth quarter, certain non-GAAP performance measures for the quarter may be indicative of the mine's ability to generate earnings and cash-flow in future. As yet there are no other quarters that can be used as comparatives. Results as per these non-GAAP performance measures are as follows:

	Q4 2008 (US\$)*	Est. Q1 2009 (US\$)*
Mining cost per tonne of ore	\$ 11.05	\$10.26
Processing cost per tonne of ore	\$ 6.71	\$6.57
Mine administration cost per tonne of ore	\$ 1.19	\$1.15
Total cash cost per tonne of ore	\$ 18.95	\$17.98
Total cash cost per ounce of gold**	\$ 632	\$492

* Calculated using the average SEK-US\$ exchange rate during the quarters

** "Total cash costs" includes all direct mining costs, refining and transportation costs, and royalties

As throughputs of the higher grade material from the underground and open pit units of the mine continue to increase in subsequent quarters, it is expected that the "cash cost per ounce of gold" will continue to improve. Management is of the opinion that cash cost per ounce of gold will average in the mid US\$450 range for fiscal year 2009.

A relatively modest total of \$910,067 was invested in the plant and equipment at the Bjorkdal mine during the course of 2008. More significant was the investment in underground development at the mine, at total of \$3,750,265.

Ronnberget Property (gold)

In 2007 the Company acquired a 100% interest in 9 exploration permits covering 35 square kilometres contiguous with the east and south boundaries of the Company's Bjorkdal Gold Project within 5 kilometers of the plant.

Exploration programs conducted in the 1990's on the permits included soil and base of till geochemical sampling, prospecting, trenching, geological mapping and 96 widely spaced shallow diamond drill holes. The programs discovered several locations where gold grains were recovered from the till. Diamond drilling intersected Bjorkdal style quartz veining containing gold associated with bismuth and tellurium. The most significant drill intersections are reported in the following table.

Significant Reported Intersections

Hole Number	From (m)	To (m)	Core Interval (m)	Gold grade g/t
94008	40.15	42.15	2.0	2.61
95050	18.87	19.87	1.0	3.86
95055	71.0	74.2	3.2	13.7
and	75.2	78.2	3.0	3.35
95059	47.0	53.0	6.0	179.8
including	48.0	49.0	1.0	1017.5
96001	55.74	57.74	3.0	8.57
96002	61.1	62.1	1.0	23.71
96005	81.2	82.2	1.0	3.83
96006	80.0	81.0	1.0	7.66
96012	58.0	59.0	1.0	5.18
96028	36.8	38.8	2.0	18.9
96035	17.5	18.14	1.0	6.76

During the year, the Company reprocessed airborne geophysical data and re-logged archived core. The 2009 exploration program for the concession will be developed in the first half of the year and will include surface sampling, trenching and diamond drilling.

BASE METAL PROJECTS

The Company's activities in Sweden provided opportunities to acquire attractive base metal projects. It is management's strategy to maintain these projects with only modest expenditures until there is an improvement in commodity prices.

Norrliden

The Norrliden deposit consists of two near-surface lenses of massive sulphide mineralization containing copper, zinc, lead, gold and silver hosted by a volcanic package of rocks. Estimated measured and indicated resource are 1.48 million tonnes grading 0.63 g/t gold, 50.8 g/t silver, 0.74% copper and 3.54% zinc. Estimated inferred resources are 0.87 million tonnes grading 0.40 g/t gold, 30.9 g/t silver, 0.72% copper and 1.87% zinc.

The Company is reviewing plans to remove the overburden to expose the surface of the mineralization and collect a large bulk sample for metallurgical testing. A decline ramp can then be excavated to begin development for production from underground. Future spending on the project will be determined by commodity prices.

Vallberget Property

During the last quarter of 2007 the Company signed an Option Agreement (the "Agreement") with Northern Minerals Ltd. (the Vendors") to purchase 100% interest in four contiguous exploration permits covering 29 square kilometers in the Bergslagen mining district in southern Sweden.

The Vallberget permits cover polymetallic volcanogenic massive sulphide mineral occurrences. An airborne geophysical survey over the property was completed during the year. The Company conducted a follow up program to assess the geophysical anomalies outlined by the survey. Each anomaly was evaluated and samples of mineralization collected. Several high priority targets are identified that require additional follow up work including diamond drilling.

Under the original terms of the Agreement, on or before November 7, 2008, the Company was required to pay the Vendors \$20,000 cash and issue 50,000 common shares or pay all cash of \$70,000. The common shares are valued at a deemed price of \$1.00 and if the share price is below \$1.00, the Company is required to issue that number of shares equivalent to \$50,000. On November 7, 2008, the Agreement was amended and the Company paid \$10,000 and issued 50,000 common shares to the Vendors. If the Company conducts a drill program on the Property prior November 7, 2009 it will make a second payment to the Vendors of \$15,000 and issuing 150,000 common shares.

The amended Agreement significantly reduced the number of common shares the Company was required to issue to maintain the Agreement.

If Gold-Ore does not complete the balance of the November 7, 2008 Anniversary Payment and wishes to maintain the Option Agreement, the Anniversary Payment due on or before November 7, 2009 will be amended to a cash payment of \$40,000 and issue 250,000 common shares of Gold-Ore OR cash payment of \$180,000.

Northern waved the requirement of minimum total accumulated Exploration Expenditures of \$200,000 before November 7th, 2008. All other provisions of the Option Agreement will remain the same.

SELECTED FINANCIAL INFORMATION

Year ended November 30, 2008 compared to November 30, 2007

	November 30	
	2008	2007
	\$	\$
Interest and other Income	145,544	238,153
Loss before other items	1,074,224	1,562,667
Net loss for the year	953,206	1,342,733
Net loss per common share, basic and diluted	0.01	0.02
Total Assets	28,295,720	16,128,349
Shareholder's Equity	21,697,325	14,343,532
Working Capital	2,780,868	2,315,205

As described above, the Company's Consolidated Statement of Operations and Deficit includes only corporate administration expenses and regional exploration expenses. Revenues and expenses from the operations at Bjorkdal are currently included in the Bjorkdal mineral property development costs.

For the year ended November 30, 2008, expenses decreased from a total of \$1,562,667 in 2007 to a total of \$1,074,224 due to the decrease in the non-cash stock-based compensation expense. However, there was an increase in accounting and legal fees, which can be attributed indirectly to the acquisition of Bjorkdalsgruvan AB and the related increase in the complexity of the Company's financial reporting, as well as an increase in the office and rent expenses. This increase is expected to continue to be reflected in subsequent quarters in 2009.

Foreign exchange gains and interest income had less of an impact on the net loss for the period. The foreign exchange loss increased from \$18,219 in 2007 to \$20,142 in 2008, as the appreciation of the Canadian dollar relative to other currencies increased. Interest income also decreased from \$232,858 in 2007 to \$113,991 in 2008, as rates decreased and the Company had less funds invested.

SUMMARY OF QUARTERLY RESULTS

The following table provides selected financial information of the Company for each of the last eight quarters ending with the quarter ended November 30, 2008:

	2008				2007			
	Q4 \$	Q3 \$	Q2 \$	Q1 \$	Q4 \$	Q3 \$	Q2 \$	Q1 \$
Interest and other income	101,634	16,189	8,460	19,261	53,308	69,402	75,984	39,459
Loss before write-offs	55,444	411,755	349,176	187,097	(122,997)	877,825	560,470	27,435
Net loss (gain)	(5,188)	411,755	349,176	187,087	(122,997)	877,825	560,470	27,435
Net loss (gain) per share, basic and diluted	0.01	0.01	0.00	0.00	0.00	0.01	0.00	0.00

LIQUIDITY AND CAPITAL RESOURCES**Operating Activities**

The operating cash outflow after allowing for changes in non-cash working capital accounts was \$674,859 as compared to the operating cash flow in the same period of \$329,926 for the year ended 2007. Accounts receivable are now primarily attributable to sales by Bjorkdalsgruvan to gold refineries and value added tax (VAT) receivable in Sweden. Inventories consist primarily of gold concentrate produced (\$2,069,171) and consumable supplies (\$478,499) at Bjorkdal. Prepaid expenses of \$522,324 (11,316 in 2007) relates mostly to prepaid expenses paid in relation to the operation of the Bjorkdal mine. Accounts payable and accrued liabilities consist primarily of trade payables for suppliers and contractors, and payroll accruals at the project site.

Financing Activities

During the year ended 2008, the Company issued 3,565,977 units under a private placement at a price of \$0.67 per unit for gross proceeds of \$2,389,205. Each unit consists of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.90 per share for a period of 24 months from the closing of the financing. In connection with the private placement, the Company paid cash finder's fees of \$62,255 and issued 77,432 agent stock warrants, each warrant entitling the holder to acquire one common share of the Company at a price of \$0.67 for a period of 12 months from closing.

During the Third quarter, the TSX Venture Exchange approved a six-month extension for 6,050,016 warrants, amending their original expiry date of July 19, 2008 to January 19, 2009. The exercise price of these warrants remains unchanged at a price of \$1; as of March 31, 2009, all these warrants expired.

Investing Activities

Investing activities during the period were primarily related to the operations of Bjorkdalsgruvan AB and the Bjorkdal mine. A total of \$5,518,014 was used in the purchase of mineral property, plant and equipment. The net cash flows from the mine were \$2,483,322 for the eleven months from the date of the acquisition of Bjorkdalsgruvan to the fiscal year-end. This amount was credited to reduce the development cost of the mine.

Cash Resources and Liquidity

As of November 30, 2008 the Company had working capital of \$2,780,868, compared to working capital of \$2,315,205 at the end of 2007. Accounts receivable of \$2,574,316 at the end of the year is almost all related to short term receivables (30 to 90 days) for gold sales at Bjorkdalsgruvan AB. Also, a significant portion of the inventory (\$2,069,171) is processed gold concentrate awaiting delivery to the refineries. Accounts payable and accrued liabilities of \$4,913,083 is almost all related to trade payables at Bjorkdalsgruvan AB---including contract miners, drillers, and truckers---and payroll accruals, also at the minesite. The Company has no other debt.

At current gold prices, the Company is generating cash flow by processing ore from existing stockpiles, new open pit operations, and underground development and stopes. The Company feels that it has completed enough underground development to be able to focus on mining developed veins and maintain a positive cash flow for the balance of 2009. As a result, it is not expected that cash resources will have to be utilized for the development and operation of the Bjorkdal mine. The purpose of the equity financing completed during the year was to allow the Company to explore and develop its other properties more aggressively. The Company may seek additional equity or debt financing to fund work programs on these other projects.

TRANSACTIONS WITH RELATED PARTIES

During the year ended November 30, 2008 the Company paid a total of \$246,500 (\$295,000 in 2007) in management and consulting fees to a Director and a company controlled by a Director as compensation for services performed.

SUBSEQUENT EVENTS

On December 9, 2008, the company renewed its contract with Harbour Financial Inc. The Company granted 200,000 options with an exercise price of \$0.15. These options will expire in December 9, 2011. The monthly payments have been reduced from \$5,000 to \$2,000.

On January 15, 2009, \$10,000 payments as well as 50,000 common shares of the Company were issued to Northern Minerals Ltd, in relation to the amendment described in Note 6(c) of the accompanying financial statements.

On January 19, 2009, 6,050,017 warrants issued with the 2007 financing expired (Note 8(b)(1) of the accompanying financial statements).

On March 17, 2008, the company completed the purchase of the net smelter royalty on gold

production from Bjorkdal mine in Sweden. The royalty was granted Minmet plc as part of the purchase agreement when Gold-Ore acquired Bjorkdalsgruvan AB, the owner and operator of the Bjorkdal mine. Under the terms of the original agreement Gold-Ore had the right to purchase the royalty at any time for US\$1,000,000 cash or by issuing an equivalent value of common shares of Gold-Ore.

Minmet subsequently sold the royalty to Achill Resources Limited. Gold-Ore negotiated the purchase of the royalty from Achill Resources for US\$800,000 cash and all unpaid royalty accrued up to February 28, 2009.

NEW ACCOUNTING STANDARDS NOT YET ADOPTED

International Financial Reporting (IFRS)

In February 2008, the CICA Accounting Standards Board confirmed that public companies will be required to prepare interim and annual financial statements under IFRS for fiscal years beginning on or after January 1, 2011. The Company is currently assessing the impact of adopting IFRS and has not yet determined its effect on its financial statements. The company continues to monitor and assess the impact of these convergence efforts.

CICA Section 3064

“Goodwill and Intangible Assets” and amended CICA 1000, “Financial Statement Concepts”; these standards clarify the criteria for the recognition of assets, intangible assets and internally developed intangible assets. They apply to interim and annual financial statements for fiscal years beginning on or after October 1, 2008. Early adoption is permitted. The Company will adopt these standards commencing for its interim and annual financial statements for the fiscal year ending November 30, 2009. The adoption of this standard is not expected to have a significant impact on the Company’s financial statements.

CICA Sections 1582, 1601 and 1602

In January 2009, the CICA issued Section 1582 “Business Combinations” to replace Section 1581. Prospective application of the standard is effective January 1, 2011, with early adoption permitted. This new standard effectively harmonizes the business combinations standard under Canadian GAAP with International Financial Reporting Standards (“IFRS”). The new standard revises guidance on the determination of the carrying amount of the assets acquired and liabilities assumed, goodwill and accounting for non-controlling interests at the time of a business combination. The CICA concurrently issued Section 1601 “Consolidated Financial Statements” and Section 1602 “Non-Controlling Interests,” which replace Section 1600 “Consolidated Financial Statements.” Section 1601 provides revised guidance on the preparation of consolidated financial statements and Section 1602 addresses accounting for non-controlling interests in consolidated financial statements subsequent to a business combination. These standards are effective January 1, 2011, unless they are early adopted at the same time as Section 1582 “Business Combinations.” The Company is currently assessing the impact of adopting these standards and has not yet determined its effect on its financial statements.

RISK FACTORS AND UNCERTAINTIES**Credit Risk**

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's primary counterparties related to its cash and cash equivalents and short-term investments carry investment grade ratings as assessed by external rating agencies. The Company maintains a majority of its cash and cash equivalents, and short-term investments with financial institutions domiciled in Canada and Sweden. Deposits held with these institutions may exceed the amount of insurance provided on such deposits. There is ongoing review to evaluate the creditworthiness of these counterparties. The Company manages credit risk for trade and other receivables through established credit monitoring activities. The Company's maximum exposure to credit risk at the reporting date is the carrying value of cash and cash equivalents, short-term investments and accounts receivable.

Liquidity Risk

The Company manages liquidity risk by maintaining adequate cash and cash equivalent balances and purchasing short-term investments with early redemption features or may be sold into an active market. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities.

Currency Risk

As the Company operates in an international environment, some of the Company's transactions and balances are denominated in currencies other than the Canadian dollar. The Company's foreign exchange risk arises primarily with respect to the Swedish krona ("SEK"), the Euro and United States dollar. The Company's sales are based on commodity prices denominated in the United States dollar. These amounts are translated to Euros and SEK during the related quotational periods. The Company also has an investment in a self-sustaining Swedish subsidiary, whose net assets are subject to foreign exchange currency risk. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

Interest Rate Price Risk

The Company's short-term investments are subject to interest rate price risk as they carry fixed rates of interest. The Company does not engage in any hedging activity to mitigate this risk. A plus or minus 1% change in market interest rates would not have a significant effect on the Company's loss and comprehensive loss for the year.

Commodity Price Risk

The Company is subject to price risk from fluctuations in market prices of the commodities that it produces. The Company's commodity price risk associated with financial instruments primarily relates to changes in fair value caused by settlement adjustments to receivables. Sales of metals in concentrate are recognized in revenue on a provisional pricing basis when title transfers and the rights and obligations of ownership pass to the customer, which usually occurs upon delivery. However, final pricing is typically not determined until a subsequent date. Accordingly, revenue in any

period is based on current prices for sales occurring in the period and ongoing pricing adjustments from sales that are still subject to final pricing. These pricing adjustments result in additional revenues in a rising price environment and reductions to revenue in a declining price environment, taking into account the actual price participation terms in the concentrate sales agreements.

Competition

There is competition within the mining industry for the discovery and acquisition of properties considered to have commercial potential. The Company competes with other mining companies, many of which have greater financial resources than the Company, however management is confident in its ability to compete with other companies as well as its ability to recruit and retain qualified employees and other personnel.

Governmental regulations and processing licenses and permits

The Company's operations are in the foreign jurisdiction of Sweden. Sweden has a well established mining code and legislation under which the Company must operate. Delays in acquiring required permits and/or amendments to existing permits can negatively impact the Company's operations. Management is well aware of the governmental requirements and prepares for all licenses and permits in advance of when they are required thereby mitigating the risk of operational disruption due to delays in receiving permits and/or licenses.

Environmental obligation

Future obligations to retire an asset including dismantling, remediation and ongoing treatment and monitoring of the site are initially recognized and recorded as a liability at fair value, based on estimated future cash flows, the Company's current credit adjusted risk-free discount rate and an estimated inflation factor. The liability is adjusted for changes in the expected amounts and timing of cash flows required to discharge the liability and accreted to full value over time through periodic charges to earnings. For operating properties, the amount of the asset retirement liability initially recognized and any subsequent adjustments are capitalized as part of the asset's carrying value and amortized over the asset's estimated useful life. Asset retirement obligations are only recorded when the timing or amount of remediation costs can be reasonably estimated.

Dependence on key personnel

The Company is dependent upon its current executive management team. While it has entered into contractual arrangements with the aim of securing the services of these personnel on a longer-term basis, the retention of their services cannot be guaranteed. The loss of any key executive managers of the Company may have an adverse effect on the future of the Company's business. The Company competes with numerous other companies for the recruitment and retention of qualified employees and contractors.

OUTLOOK

While the Company expects that increased gold sales at the Bjorkdal mine will result in increased cash flows and higher cash balances, this will be dependent on increasing production from the underground unit of the mine and gold prices. Increased gold production from underground at Bjorkdal will also require continued investment in underground development. In light of current market conditions the Company expects that additional exploration and development activities or the Company's ability to pursue additional opportunities will be limited by the amount of cash that is generated by the Bjorkdal mine.

Forward-Looking Statements

Except for historical information contained in this management's discussion and analysis, disclosure statements contained herein contain "forward looking statements" within the meaning of "forward looking information" under applicable Canadian securities laws, concerning the business, operations and financial performance and condition of Gold-Ore Resources Ltd. ("Gold-Ore", "the Company"). Forward looking statements include, but are not limited to, statements with respect to the future price of gold, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of exploration activities, permitting time lines, currency exchange rate fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, and limitations on insurance coverage. Forward looking statements can be identified by the use of forward looking terminology such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by management, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Readers are cautioned that such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of Gold-Ore to be materially different from the Company's estimated future results, performance or achievements expressed or implied by those forward looking statements and the forward looking statements are not guarantees of future performance. These risks, uncertainties and other factors include, but are not limited to: the impact of global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on future cash flows; changes in future prices of gold or certain other commodities (such as fuel, steel and electricity); fluctuations in currency markets; possible variations in ore resources and reserves, grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents; labour disputes; delays in obtaining governmental approvals or financing on acceptable terms, or in the completion of development activities and other risks of the mining industry. Although Gold-Ore has attempted to identify important factors that could cause actual results to differ materially from those contained in forward looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Gold-Ore does not undertake to update or revise any forward looking statements that are included in this document, except as required by applicable securities laws.

OUTSTANDING SHARE DATA

Authorized:

Unlimited common shares, voting, without par value

Unlimited preferred shares, non-voting, without par value

As of March 31, 2009 the Company had the following common shares, options, and warrants:

▪ Common Shares	82,258,559
▪ Share Purchase Options	5,285,000
▪ Warrants	1,860,421

DIRECTORS

Glen D. Dickson – Chairman
Ron A. Ewing – VP Corporate Affairs
Donald A. Sawyer

Robert S. Wasylyshyn – President
Alvin W. Jackson
David F. Mullen

ADDITIONAL INFORMATION

Additional information related to the Company can be found on SEDAR (www.sedar.com) or on our website (www.goldorerresources.com).

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters concerning the Company. The users of this information, including but not limited to investors and prospective investors, should read it in conjunction with all other disclosure documents provided including but not limited to all documents filed on SEDAR (www.sedar.com). No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented herein.