

NOTICE TO SHAREHOLDERS

BENTON RESOURCES CORP.

(A Development Stage Enterprise)

Consolidated Financial Statements

For the Three Months Ended September 30, 2010

Responsibility for Consolidated Financial Statements

The accompanying consolidated financial statements for Benton Resources Corp. have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. The most significant of these accounting principles have been set out in the June 30, 2010 audited consolidated financial statements. Recognizing that the Company is responsible for both the integrity and objectivity of the consolidated financial statements, management is satisfied that these consolidated financial statements have been fairly presented. In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited interim consolidated financial statements for the period ended September 30, 2010.

BENTON RESOURCES CORP.
(A Development Stage Enterprise)

September 30, 2010

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BENTON RESOURCES CORP.

(A Development Stage Enterprise)

CONSOLIDATED BALANCE SHEETS**(Prepared by Management - Unaudited)**

As at	September 30, 2010 \$	June 30, 2010 \$
ASSETS		
Current		
Cash	255,398	151,133
Temporary investments (note 4)	13,260,150	8,931,276
Accounts and other receivables	327,951	152,146
Prepaid expenses	14,047	23,868
Refundable security deposits (note 18)	46,325	46,325
	13,903,871	9,304,748
Long-term investments (note 5)	959,224	2,993,929
Property and equipment, net (note 6)	127,925	133,832
Mineral properties and deferred development expenditures (note 7)	14,416,008	13,298,323
Investment in Coro Mining Corp. (note 8)	5,972,848	6,122,431
	35,379,876	31,853,263
LIABILITIES AND SHAREHOLDERS' EQUITY		
Liabilities		
Current		
Accounts payable and accrued liabilities (note 10)	98,536	142,028
Future income tax liability (note 13(b))	662,936	743,688
	761,472	885,716
Shareholders' Equity		
Capital Stock (note 9)		
Share capital	30,625,968	30,621,168
Warrants	67,730	67,730
Contributed Surplus	9,854,986	9,513,489
Deficit	(5,930,280)	(9,234,840)
	34,618,404	30,967,547
	35,379,876	31,853,263

Ability to continue as a going concern (note 1)

Subsequent Event (note 21)

Approved by the Board:

"Stephen Stares"	President, Chief Executive Officer and Director
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"Clint Barr"	Director
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See accompanying notes to consolidated financial statements

BENTON RESOURCES CORP.
(A Development Stage Enterprise)

**CONSOLIDATED STATEMENTS OF OPERATIONS,
COMPREHENSIVE INCOME (LOSS) AND DEFICIT
(Prepared by Management – Unaudited)**

	Three Months Ended September 30, 2010 \$	Three Months Ended September 30, 2009 \$
EXPENSES		
Advertising and promotion	95,595	88,434
Stock-based compensation (note 14)	341,497	141,782
Consulting fees	50,000	-
General and administrative	203,557	186,636
Professional fees	8,876	37,574
Stock exchange and filing fees	-	21,050
Amortization expense	10,107	13,077
	(709,632)	(488,553)
Other income (expense):		
Interest income	43,938	200,045
Adjustment to fair market value for held-for-trading investments	4,039,085	(263,455)
Fees earned on mineral properties	-	488
Equity and dilution losses (note 8)	(149,583)	(70,986)
	3,933,440	(622,461)
Income (loss) before income taxes	3,223,808	(622,461)
Recovery of future income taxes (note 13(a))	80,752	40,523
Income (loss) and comprehensive income (loss) for the period	3,304,560	(581,938)
Deficit - beginning of period	(9,234,840)	(8,117,006)
Deficit - end of period	(5,930,280)	(8,698,544)
Income (loss) per share (note 12)	0.04	(0.01)
Weighted average number of common shares outstanding (note 12)	75,742,183	70,474,303

See accompanying notes to consolidated financial statements

BENTON RESOURCES CORP.
(A Development Stage Enterprise)

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Prepared by Management – Unaudited)

	Three Months Ended September 30, 2010 \$	Three Months Ended September 30, 2009 \$
CASH FLOWS FROM (USED IN):		
OPERATING ACTIVITIES		
Income (loss) and comprehensive income (loss) for the period	3,304,560	(581,938)
Recovery of future income taxes	(80,752)	(40,523)
Unrealized change in fair market value of investments	(4,039,085)	263,455
Amortization expense	10,107	13,077
Stock-based compensation	341,497	141,782
Equity and dilution losses	149,583	70,986
Net change in non-cash working capital balances related to operating activities	(62,262)	12,229
Cash flows used in operating activities	(376,352)	(120,932)
FINANCING ACTIVITIES		
Proceeds from private placements, net of issue costs	-	2,632,000
Shares purchased and cancelled under normal course issuer bid	-	(7,600)
Cash flows from financing activities	-	2,624,400
INVESTING ACTIVITIES		
Deferred developmental expenditures	(1,112,885)	(636,540)
Purchase of property and equipment	(4,200)	(7,177)
Net redemption of fixed income investments	1,744,916	(1,899,481)
Proceeds from sale of long-term investments	-	7,100
Net change in non-cash working capital balances related to investing activities	(147,214)	(180,775)
Cash flows used in investing activities	480,617	(2,716,873)
Increase (decrease) in cash	104,265	(213,405)
Cash - beginning of period	151,133	424,451
Cash - end of period	255,398	211,046

See accompanying notes to consolidated financial statements

BENTON RESOURCES CORP.

(A Development Stage Enterprise)

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Prepared by Management – Unaudited)

	Common Shares			Contributed surplus	Deficit	Total shareholders' equity
	Number	Amount \$	Warrants \$			
Balance at June 30, 2009	68,340,281	27,947,572	4,233,444	4,421,683	(8,117,006)	28,485,693
Loss and comprehensive loss for the year	-	-	-	-	(1,117,834)	(1,117,834)
Issued pursuant to private placement for cash	5,600,000	2,800,000	-	-	-	2,800,000
Share issue costs	-	(235,730)	67,730	-	-	(168,000)
Cancellation of shares under normal course issuer bid	(20,000)	(8,200)	-	600	-	(7,600)
Valuation adjustment arising from tax effect of flow-through common share renunciation	-	(700,000)	-	-	-	(700,000)
Issued in connection with property option agreements	720,000	385,700	-	-	-	385,700
Issued upon exercise of stock options	1,096,250	333,063	-	-	-	333,063
Reclassified upon exercise of stock options	-	98,763	-	(98,763)	-	-
Reclassified upon expiration of warrants	-	-	(4,233,444)	4,233,444	-	-
Stock-based compensation	-	-	-	956,525	-	956,525
Balance at June 30, 2010	75,736,531	30,621,168	67,730	9,513,489	(9,234,840)	30,967,547
Income and comprehensive income for the period	-	-	-	-	3,304,560	3,304,560
Issued in connection with property option agreements	10,000	4,800	-	-	-	4,800
Stock-based compensation	-	-	-	341,497	-	341,497
Balance at September 30, 2010	75,746,531	30,625,968	67,730	9,854,986	(5,930,280)	34,618,404

See accompanying notes to consolidated financial statements

BENTON RESOURCES CORP.
(A Development Stage Enterprise)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(Prepared by Management – Unaudited)

September 30, 2010

1. NATURE OF OPERATIONS AND ABILITY TO CONTINUE AS A GOING CONCERN:

Benton Resources Corp. (the “Company”) was incorporated on July 10, 2003 under the laws of British Columbia and is a development stage public company whose shares began trading on the TSX Venture Exchange in April of 2005. Its principal business activities are the acquisition, exploration and development of mineral properties.

The accompanying consolidated financial statements have been prepared on the basis that the Company will continue as a going concern, which assumes the realization of assets and the settlement of liabilities in the normal course of business. The appropriateness of the going concern assumption is dependent upon the Company’s ability to generate future profitable operations and/or generate continued financial support in the form of equity financings. The Company feels that sufficient working capital will be obtained from public share offerings to meet the Company’s liabilities and commitments as they come due. These consolidated financial statements do not reflect any adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classification that would be necessary if the going concern assumption were not appropriate and such adjustments could be material.

	September 30, 2010	June 30, 2010
Working capital	\$13,805,335	\$9,162,720
Deficit	\$(5,930,280)	\$(9,234,840)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Basis of Presentation

The Company has prepared these consolidated financial statements for the year ended June 30, 2010 in accordance with generally accepted accounting principles in Canada.

These consolidated financial statements include the Company’s investment in Coro Mining Corp. This investment was accounted for using the equity method. Under the equity method, the investment is initially recorded at cost and the carrying value is adjusted thereafter, to reflect the Company’s pro-rata share of income or loss of the investee. In addition, if the investee issues its own shares to outside interests, a dilution gain or loss arises as a result of the difference between the Company’s proportionate share of the proceeds and the carrying value of the underlying equity.

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and their basis of application is consistent with that of the previous year. Outlined below are those policies considered particularly significant.

Mineral Properties and Deferred Developmental Expenditures

Mineral property acquisition, exploration and development expenditures are deferred until the properties are placed into production, sold or abandoned. These deferred costs will be amortized over the estimated useful life of the properties following commencement of production or written-down if the properties are allowed to lapse, are abandoned, are impaired or continued development is not deemed appropriate in the foreseeable future.

Costs include the cash consideration and the fair market value of the shares issued for the acquisition of mineral properties. The carrying value of an individual property is reduced by option proceeds received until such time as the property cost and deferred expenditures are reduced to nominal amounts and thereafter any excess will be recorded as a gain.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) . . .

Properties acquired under option agreements or by joint ventures, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at the time of payment.

Foreign Currency Translation

The temporal method of translation is used to translate the financial statements of investees accounted for under the equity method into the Company's functional currency. The temporal method is applied as follows:

- (i) Monetary assets and liabilities are translated at the rate of exchange in effect at the balance sheet date;
- (ii) Non-monetary assets and liabilities, and equity are translated at historical rates; and
- (iii) Revenue and expense items are translated at the rate of exchange prevailing at the time of the transaction or at average exchange rates during the period as appropriate.

Gains and losses on re-measurement to the functional currency are included in the results of operations for the period.

Other than for the purposes of accounting for the investment in Coro Mining Corp., the Company does not have any transactions in foreign currencies.

Revenue Recognition

Operator fees on mineral properties are earned based on an agreed upon percentage of development expenses incurred on specific properties. Recognition of all revenue is subject to the provision that ultimate collection is reasonably assured at the time of recognition.

Land Reclamation Costs

During the course of acquiring and exploring potential properties, the Company must comply with government regulated environmental evaluation, updating and reclamation requirements. The fair value of the liability is recorded when it is incurred and the corresponding increase to the assets is capitalized as deferred costs until such time as the properties are put into commercial production, at which time the costs incurred will be charged to operations on a unit-of-production basis over the estimated mine life. Upon abandonment or sale of a property all deferred costs relating to the property will be expensed in the year of such abandonment or sale.

General and Administrative Expenses

The Company charges all general and administrative expenses not directly related to development activities to operations as incurred.

Use of Estimates

The preparation of consolidated financial statements in accordance 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 consolidated financial statements and the related reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates relate to the determination of impairment of assets, resource property values, useful lives for amortization, future income taxes, and determination of fair value for stock based transactions. Actual results could differ from those reported. Management believes that the estimates are reasonable.

Income Taxes

The Company accounts for income taxes using the asset and liability method of accounting which focuses on the amounts of income taxes payable or receivable that will arise if an asset is realized or a liability is settled for its carrying amount. The resulting future income tax asset or liability is recorded based on substantively enacted income tax rates. In the case of unused tax losses, income tax reductions and certain items that have a tax basis but cannot be identified with an asset or liability on the balance sheet, the recognition of future income tax assets is determined by reference to the more likely than not realization of such benefits at the balance sheet date.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) . . .

Flow-Through Financing

Under this arrangement, shares are issued which transfer the tax deductibility of mineral property development expenditures to investors. Proceeds received on the issuance of these shares have been credited to share capital and the related development costs will be capitalized to mining and resource properties in the year in which they are incurred.

The entire amount of flow-through financing received was renounced to the investors. Accordingly, as the actual expenditures are incurred, they will carry no tax deductibility and the result will be amounts subject to tax. Future income tax liabilities resulting from these tax differences are recorded in the year in which the expenditures are renounced when the forms are filed with the Canada Revenue Agency and share capital is reduced, provided there is reasonable assurance that the expenditures will be made. Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property development expenditures within a two year period.

Stock-Based Compensation

The Company uses the fair value-based method of accounting for stock-based compensation awards based on the Black-Scholes option pricing model with the portion of the fair value of the granted option related to vesting for the period charged to expense with the offset to contributed surplus. On the exercise of stock options, consideration received and the accumulated contributed surplus attributed to the portion exercised is credited to share capital.

Note 14 provides details on stock-based compensation and other stock-based payments.

Property and Equipment

Purchased property and equipment are recorded at cost. Amortization is provided using the declining balance method using annual rates as follows:

Computer Equipment	30-55%
Computer Software	100%
Furniture and Equipment	20%
Exploration Camps	30%

Risk Management

The Company is engaged primarily in the mineral exploration field and manages related industry risk issues directly. The Company is at risk for environmental issues.

The Company's functional currency is the Canadian dollar. All current development occurs within Canada. There is no significant foreign exchange risk to the Company.

Loss Per Share

Loss per share is calculated on the basis of weighted average number of shares outstanding during the year. Diluted earnings per share are computed similar to basic earnings per share except that the weighted average shares outstanding are increased to include additional shares from the exercise of warrants and stock options, if dilutive. For warrants and stock options, the number of additional common shares is calculated by assuming that outstanding warrants and stock options were exercised and that the proceeds from such exercises were used to acquire shares of common stock at the average market price during the reporting period. Diluted loss per share has not been presented as the result is anti-dilutive.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) . . .

Asset Retirement Obligation

CICA 3110, “Asset Retirement Obligations” requires companies to record the fair value of an asset retirement obligation as a liability in the period in which it incurred a legal obligation associated with the retirement of tangible long-lived assets that result from the acquisition, construction, development and/or normal use of the assets. The obligation is measured initially at fair value using discounted future cash flows and the resulting costs are capitalized into the carrying amount of the related asset. In subsequent periods, the liability will be adjusted for any changes in the amount or timing of the underlying future cash flows. Capitalized asset retirement costs are depreciated on the same basis as the related asset and the discounted accretion of the liability is included in determining the results of operations.

The Company has only performed preliminary exploratory work on its mineral properties and has not incurred significant reclamation obligations.

Impairment of Long-lived Assets

The Company periodically evaluates the future recoverability of its long-lived assets. In the situation that events and circumstances indicate impairment is probable, impairment losses or write-downs are measured as the difference between the carrying amount and the fair value. If fair value cannot be determined through market observation or using an undiscounted cash flow technique, then the entire carrying amount is written off.

Financial instruments - recognition and measurement (CICA Handbook Section 3855)

These standards set out criteria for the recognition and measurement of financial instruments for fiscal years beginning on or after October 1, 2006. This standard requires all financial instruments within its scope, including derivatives, to be included on a Company’s balance sheet and measured either at fair value or, in certain circumstances when fair value may not be considered most relevant, at cost or amortized cost. Changes in fair value are to be recognized in the statements of operations and comprehensive loss.

All financial assets and liabilities are recognized when the entity becomes a party to the contract creating the item. As such, any of the Company’s outstanding financial assets and liabilities at the effective date of adoption are recognized and measured in accordance with the new requirements as if these requirements had always been in effect. Any changes to the fair values of assets and liabilities prior to July 1, 2007 are recognized by adjusting opening deficit or opening accumulated other comprehensive income.

All financial instruments are classified into one of the following five categories: held for trading, held-to-maturity, loans and receivables, available-for-sale, or other financial liabilities. Initial and subsequent measurement and recognition of changes in the value of financial instruments depend on their initial classification:

Held-for-trading financial instruments are measured at fair value. All gains and losses are included in net loss in the period in which they arise.

Held-to-maturity investments, loans and receivables, and other financial liabilities are initially measured at fair value and subsequently measured at amortized cost. Amortization of premiums or discounts and losses due to impairment are included in current period net earnings.

Available-for-sale financial assets are measured at fair value. Revaluation gains and losses are included in other comprehensive income until the asset is removed from the balance sheet.

All derivative financial instruments are classified as held-for-trading financial instruments and are measured at fair value, even when they are part of a hedging relationship. All gains and losses are included in net earnings in the period in which they arise.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued) . . .

The Company has classified its financial instruments at the date of adoption as follows:

Cash, temporary investments and long term investments are classified as held-for-trading. Accounts and other receivables and refundable security deposits are classified as loans and receivables and accounts payable are classified as other financial liabilities.

Impairment Testing of Mineral Exploration Properties (Emerging Issue Committee – EIC 174)

On March 27, 2009, the CICA approved EIC 174 “Mining Exploration Costs”. This guidance clarified that an entity that has initially capitalized exploration costs has an obligation in the current and subsequent accounting periods to test such costs for recoverability whenever events or changes in circumstances indicate that its carrying amount may not be recoverable. Also, it clarified when exploration costs related to mining properties may be capitalized, in particular when the company has not established mineral reserves objectively. This standard was effective for the quarter ended April 30, 2009.

The Company has evaluated this new standard and determined it did not have any impact on its consolidated financial statements.

3. CURRENT AND FUTURE CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION:

Capital Disclosures (CICA Handbook Section 1535)

The Company has early adopted CICA Handbook section 1535, Capital Disclosures in the June 30, 2008 audited financial statements. This section requires the disclosure of both qualitative and quantitative information that provides users of financial statements with information to evaluate the entity’s objectives, policies and procedures for managing capital, including disclosures of any externally imposed capital requirements and the consequences of non-compliance. See note 16 for the disclosures related to this standard.

There was no effect on opening equity as of July 1, 2007 as a result of applying these new standards.

Assessing Going Concern (CICA Handbook Section 1400)

The AcSB amended CICA Handbook Section 1400 to include requirements for management to assess and disclose an entity’s ability to continue as a going concern. The standard became effective for fiscal years beginning on or after January 1, 2008 and is applicable to the Company as of July 1, 2008. The effect of this accounting change increases disclosures in the consolidated financial statements. See note 1 for the disclosures related to the amended standards.

Financial Instruments – Disclosures (CICA Handbook Section 3862)

The CICA has issued this new handbook section which affected disclosures in the Company’s consolidated financial statements beginning on July 1, 2008. The new standards describe the required disclosure for the assessment of the significance of financial instruments for an entity’s financial position and performance and of the nature and extent of risks arising from financial instruments to which the entity is exposed and how the entity manages those risks. The new standards increase disclosures in future consolidated financial statements. See note 17 for disclosures related to this new standard.

Financial Instruments – Presentation (CICA Handbook Section 3863)

The CICA has issued this new handbook section which affected disclosures in the Company’s consolidated financial statements beginning on July 1, 2008. This new section establishes the standards for presentation of the financial instruments and non-financial derivatives. It carries forward the presentation related requirements of Section 3861 “Financial Instruments – Disclosure and Presentation”. The new standards increase disclosures in the consolidated financial statements. See note 17 for disclosures related to this new standard.

3. CURRENT AND FUTURE CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION (continued)...

International Financial Reporting Standards (“IFRS”)

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly accountable enterprises to use IFRS, replacing Canada’s own GAAP. The transition date is for interim and annual consolidated financial statements relating to fiscal year’s beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended June 30, 2011. The Company is in the process of developing a plan for IFRS convergence. Detailed analysis of the differences between IFRS and the Company’s accounting policies and assessment of the various alternatives for first time adoption of IFRS are in progress. While the Company has begun assessing the adoption of IFRS for 2011, the Company has not yet determined the impact of transition to IFRS on the consolidated financial statements at this time.

Business Combinations (CICA Handbook Section 1582)

In January 2009, the CICA issued Handbook Section 1582, "Business combinations," which replaces the existing standards. This section establishes the standards for the accounting of business combinations, and states that all assets and liabilities of an acquired business will be recorded at fair value. Obligations for contingent considerations and contingencies will also be recorded at fair value at the acquisition date. The standard also states that acquisition-related costs will be expensed as incurred and that restructuring charges will be expensed in the periods after the acquisition date. This standard is equivalent to the International Financial Reporting Standards on business combinations. This standard is applied prospectively to business combinations with acquisition dates on or after January 1, 2011. Earlier adoption is permitted. Management is currently evaluating the impact of adopting this standard on the Company’s financial statements.

Non-controlling Interests (CICA Handbook Section 1602)

In January 2009, the CICA issued Handbook Section 1602, "Non-controlling interests," which establishes standards for the accounting of non-controlling interests of a subsidiary in the preparation of consolidated financial statements subsequent to a business combination. This standard is equivalent to the International Financial Reporting Standards on consolidated and separate financial statements. This standard is effective for 2011. Earlier adoption is permitted. Management is currently evaluating the impact of adopting this standard on the Company’s financial statements.

Consolidated Financial Statements (CICA Handbook Section 1601)

In January 2009, the CICA issued Handbook Section 1601, "Consolidated financial statements," which replaces the existing standards. This section establishes the standards for preparing consolidated financial statements and is effective for 2011. Earlier adoption is permitted. Management is currently evaluating the impact of adopting this standard on the Company’s financial statements.

4. TEMPORARY INVESTMENTS:

	September 30, 2010	June 30, 2010
Coupon	\$ 3,168,220	\$ 3,468,326
Money Market Mutual funds	449,842	1,895,653
Guaranteed investment certificates	3,569,888	3,567,297
Marathon PGM Corporation	6,072,200	-
	<u>\$ 13,260,150</u>	<u>\$ 8,931,276</u>

These funds are available for exploration and other purposes upon the request of the Company.

4. TEMPORARY INVESTMENTS (continued)...

The coupons have maturity dates ranging from December 17, 2010 to February 15, 2012 and interest rates ranging from 1.09% to 1.92%.

The mutual funds consist of fully liquid, managed money market fund units that yield regular monthly dividends at market rates.

The guaranteed investment certificates have maturity dates ranging from January 20, 2011 to March 20, 2012 and interest rates ranging from 2.65% to 5.04%.

The Marathon PGM Corporation (“Marathon”) shares are valued at the September 30, 2010 closing price of \$3.88 per common share (June 30, 2010 - \$1.48). 120,000 of these shares were received pursuant to an option agreement with Marathon (see note 7(a)). An additional 1,500,000 shares of Marathon were received pursuant to the sale of the Bamoo claims and one additional claim (see note 7(a)). Marathon is listed on the TSX under the symbol “MAR”. These securities were reclassified from long-term investments during the current period due to the fact that the shares will be sold in the current year as a result of a takeover offer of Marathon PGM Corporation that was ratified by Marathon shareholders subsequent to September 30, 2010 (See Subsequent Event (note 21)). This transaction resulted in a significant increase in the value of the Marathon shares and resulted in an unrealized gain of \$3,756,000 during the period.

5. LONG-TERM INVESTMENTS:

	September 30, 2010		June 30, 2010	
	Market \$	Cost \$	Market \$	Cost \$
Canadian Equities				
Marathon PGM Corporation	-	-	2,316,200	1,381,442
Bell Copper Corporation	199,675	285,243	228,200	285,243
Puget Ventures Inc.	759,549	423,361	449,529	423,361
	959,224	708,604	2,993,929	2,090,046

The Bell Copper Corporation (“Bell”) shares are valued at the September 30, 2010 closing price of \$0.25 per common share (June 30, 2010 - \$0.28). The shares were received pursuant to an amendment to a joint venture agreement with Bell’s predecessor, GrandCru Resources, whereby in lieu of cash settlement of an outstanding balance owing to the Company for work performed on the joint venture property, the \$295,743 balance was settled by Bell issuing to the Company 845,000 common shares with an underlying value of \$0.35 per common share. Bell is listed on the TSX Venture Exchange under the symbol “BCU”.

The Puget Ventures Inc. (“Puget”) shares are valued at the September 30, 2010 closing price of \$0.49 per common share (June 30, 2010 - \$0.28). The initial 103,100 shares were received pursuant to a joint venture agreement with Puget and the claims were subsequently sold to Puget on March 26, 2010 for an additional 1,550,000 shares of Puget (valued at \$0.27 per share) for gross proceeds in the amount of \$418,500. Puget is listed on the TSX Venture Exchange under the symbol “PVS”.

6. PROPERTY AND EQUIPMENT:

	September 30, 2010			June 30, 2010		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Computer Equipment	\$ 49,948	\$ 39,076	\$ 10,872	\$ 49,948	\$ 37,544	\$ 12,404
Furniture and Equipment	74,817	29,502	45,315	70,617	27,228	43,389
Computer Software	83,551	81,635	1,916	83,551	80,996	2,555
Exploration Camps	181,232	111,410	69,822	181,232	105,748	75,484
Total	\$ 389,548	\$ 261,623	\$ 127,925	\$ 385,348	\$ 251,516	\$ 133,832

7. MINERAL PROPERTIES AND DEFERRED DEVELOPMENT EXPENDITURES:

Mineral property acquisition, exploration and development expenditures are deferred until the properties are placed into production, sold, impaired or abandoned. These deferred costs will be amortized over the estimated useful life of the properties following commencement of production, or written-down if the properties are allowed to lapse, are impaired, or are abandoned. The deferred costs associated with each property is as follows:

<u>For the three months ended September 30, 2010</u>	<u>Opening balance</u>	<u>Expenditures</u>	<u>Recoveries/write downs/disposals</u>	<u>Ending balance</u>
Bermuda/Claw Lake/Four Dams	4,785,985	33	-	4,786,018
Saganaga Lake Property	1,115,724	88,492	-	1,204,216
Goodchild and South Goodchild Property	627,960	-	-	627,960
Armit Lake Property	1,340,071	160	-	1,340,231
Kingurutik Lake Nickel Property	615,385	762,728	-	1,378,113
Q-9 Gold Property	163,896	-	-	163,896
Sibley Basin Property	1,279	119,899	-	121,178
Bark Lake Property	581,779	26,453	-	608,232
Rim Property	543,566	3,793	-	547,359
Golden Harp Joint Venture	1,239,271	44,014	-	1,283,285
Deloro Property	998,166	28,569	-	1,026,735
Other Properties	1,285,241	43,544	-	1,328,785
Total	13,298,323	1,117,685	-	14,016,008

<u>For the year ended June 30, 2010</u>	<u>Opening balance</u>	<u>Expenditures</u>	<u>Recoveries/write downs/disposals</u>	<u>Ending balance</u>
Bermuda/Claw Lake/Four Dams	4,761,803	24,182	-	4,785,985
Saganaga Lake Property	441,440	674,284	-	1,115,724
Goodchild and South Goodchild Property	765,436	42,724	(180,200)	627,960
Armit Lake Property	1,336,247	3,824	-	1,340,071
Kingurutik Lake Nickel Property	557,672	57,713	-	615,385
Q-9 Gold Property	127,196	36,700	-	163,896
Sibley Basin Property	91,348	6,934	(97,003)	1,279
Bark Lake Property	543,783	37,996	-	581,779
Swayze Property	135,016	-	(135,016)	-
Hope Brook Property	1,156,376	307	(1,156,683)	-
Rim Property	521,268	22,298	-	543,566
Golden Harp Joint Venture	302,977	936,294	-	1,239,271
Deloro Property	-	998,166	-	998,166
Other Properties	851,762	953,487	(520,008)	1,285,241
Total	11,592,324	3,794,909	(2,088,910)	13,298,323

(a) Bermuda/Bamoos/Claw Lake/Four Dams

Pursuant to an asset purchase and sale and royalty agreement (the "Acquisition Agreement") dated December 15, 2003 between the Company and Stephen Stares, a Director and Shareholder, the Company acquired, subject to a 1% net smelter royalty ("NSR"), a 100% interest in the Bermuda Property, located in the Seeley Lake area of the Thunder Bay Mining Division in Ontario, Canada approximately 215 km east-northeast of the City of Thunder Bay and 12 km north of the Town of Marathon. The Bermuda Property consists of 17 contiguous mineral claims comprising 210 units (approx. 3,400 hectares). Consideration for the acquisition of the Bermuda Property was 2,000,000 Vendors' Special Warrants, exchangeable for common shares, allocated as to 500,000 Vendor Special Warrants to each of Stephen Stares, Michael Stares, Wayne Reed and Paul Degagne at an agreed price of \$0.10 each. The Acquisition Agreement includes an area of interest clause of one kilometre from the outside boundary of the Bermuda Property.

7. MINERAL PROPERTIES AND DEFERRED DEVELOPMENT EXPENDITURES (continued)...

The Bamooos Property consists of a mining lease comprised of 16 units contiguous to the south boundary of the Bermuda Property and the north boundary of Marathon PGM Corp's Property. Pursuant to an option agreement dated May 25, 2005 and amended June 30, 2005, the Company earned a 100% interest (subject to a 2% net smelter royalty) by spending \$400,000 of exploration expenditures over four years and issuing 300,000 units of the Company's stock. Benton has now completed all expenditures required and has earned 100% interest in the Bamooos project subject to royalties pertaining to the underlying agreement. The Claw Lake/Four Dams portion of the BCF property consists of 11 staked claims.

During the 2008 fiscal year, the Company signed an agreement to enter into an Option and Joint Venture Agreement ("OJVA") with Marathon PGM Corporation ("Marathon") on the eastern portion of the Bermuda property named the Bamooos/Claw Lake/Four Dams Property ("BCF"). Under the terms of the agreement, the Company will allow Marathon to earn a 60% interest in the BCF property by (i) issuing to the Company 120,000 common shares of Marathon, (ii) spending \$1.5 million in each of the first four option years and an additional \$2 million on or before the fifth anniversary year, and (iii) issuing to the Company cash payments of \$500,000 per year for the first three years totaling \$1.5 million. In addition, any ore mined on the property during the earn in period would entitle the Company to a 2% NSR royalty payable by Marathon.

During the 2009 fiscal year, the Company and Marathon elected to terminate the OJVA and alternatively, the Company agreed to sell to Marathon the Bamooos portion of the property and one additional claim block. Under the terms of the agreement, Marathon has issued to the Company 1,500,000 common shares and \$300,000 in cash. The common shares carry with them a two year voting restriction. The Company will retain a 2% net smelter royalty of which 1% can be purchased for \$1 million. Marathon will assume the 2% net smelter royalty that applies to the Bamooos lease and an existing 1% net smelter royalty that applies to the additional claim block included in the land package.

The Bermuda West (Redstone) property consists of mining rights for 37 leases and 21 staked claims located in the Seeley Lake, Martinet, Grain, and Foxtrap Lake Townships. Pursuant to a purchase agreement with Redstone Resources Inc. (owned 100% by Newmont Mining Corporation) dated April 20, 2005, the Company acquired a 100% interest in these properties from the vendor for the sum of \$100,000. The vendor will retain a 2% NSR.

During the 2010 fiscal year, the Company announced its intent to spin-out the Bermuda project into a separate company called Coldwell Copper Corp. ("CCC") and give existing shareholders 0.3 common shares of CCC for every one share of the Company at the effective date. The Company is currently working through the various approvals required for such transactions.

(b) Saganaga Lake Property

The Saganaga Lake Property consists of mining rights for 100% of 20 claims totalling 51 units and the Company also has the right to earn 100% in one claim totalling 2 units and 99% of 10 claims under option from Wing Resources in the Saganaga Lake area of Thunder Bay. Pursuant to an option agreement dated September 27, 2005, the Company has the right to acquire a 100% interest in the mining claims by paying the vendor a total of \$100,000 in cash and issuing 100,000 shares over a four year period. The vendor will retain a 3% NSR of which the Company will have the right to buy back up to 50% for \$500,000 per 0.5% NSR.

(c) Goodchild and South Goodchild Property

The Company has acquired the property by staking a 100% interest in the Goodchild copper-nickel project. The property consists of 209 claim units located 10 km north of the Town of Marathon, Ontario.

In the 2007 fiscal period, the Company entered into an option agreement to earn a 100% interest in the South Goodchild Property, which is tied directly onto the south end of the Company's 100% owned Goodchild Property. To earn a 100% interest in the South Goodchild Property, the Company must pay the vendors \$105,000 cash, issue 200,000 shares over 4 years and complete development expenditures of \$200,000. The Company has met the abovementioned obligations to date. The agreement is also subject to a 3% Net Smelter Royalty, of which 2% can be purchased by the Company for \$500,000 per each 0.5%. During fiscal 2010 the Company decided to terminate its option on the South

7. MINERAL PROPERTIES AND DEFERRED DEVELOPMENT EXPENDITURES (continued)...

Goodchild Property and the property reverted back to the vendors and as a result, the Company wrote off \$180,200 in deferred development costs associated with the option.

In the 2008 fiscal year, a new Participation Agreement was formed with Stillwater Mining (“Stillwater”) of Billings, Montana, whereby Stillwater can earn up to 70% interest in the project by completing three separate financings in the Company totaling \$6,000,000 over three years and completing \$24,000,000 in development expenditures on the project over the duration of the agreement at which point Stillwater would have a 70% interest in the project.

During the 2010 fiscal year, the Company was notified by Stillwater that they would not be exercising their option to earn 50% of the project and the project reverted back 100% to the Company.

(d) Armit Lake Property

The Company has acquired the property by staking a 100% interest in the Armit Lake property. The property consists of 141 claim units located 25 km northwest of the Town of Savant Lake, Ontario.

(e) Kingurutik Lake Nickel Property (previously NBK Property)

The Kingurutik Lake property was acquired 100% by staking in late October 2006. The Property is located approximately 60 km north of Voisey’s Bay, Labrador and consists of 488 claim units.

The Company has entered into a Participation Agreement with Teck Resources Ltd. (“Teck”) whereby the Company and Teck will form the Kingurutik Lake project by amalgamating and jointly exploring certain of their land positions in Labrador. The project is located approximately 60 km north of the Voisey’s Bay copper-nickel deposit and consists of 488 claim units held by the Company, (previously known as the NBK property), and 266 claim units held by Teck.

Under the terms of the Agreement, Teck completed a private placement financing with the Company during a previous fiscal year whereby the Company issued 1,000,000 common shares at \$0.70 per share for total proceeds of \$700,000 which resulted in the Company and Teck Cominco each holding a 50% interest in the combined properties. The Company then agreed to fund the initial \$600,000 in exploration work to be carried out by Teck, which Teck then has the option to increase its interest in the property to 60% by incurring an additional \$4 million in expenditures over the initial three years with an additional right to increase its interest to 70% by incurring an additional \$7 million in expenditures (for a total of \$11 million) over a further three years.

During the 2009 fiscal year, Teck notified the Company that it has elected to exercise its option to increase its interest in the project to 60% by incurring the aforementioned expenditures. However, during fiscal 2010, Teck informed the Company that it did not fulfill its expenditure requirement under the 60% option and would not be participating in future exploration programs. The Company will assume operatorship and will dilute Teck’s interest accordingly.

(f) Q-9 Gold Property

The Q-9 property is located approximately 160 km west of Thunder Bay, Ontario and adjoins the Saganaga Gold property. The project is subject to an asset purchase, sale and royalty agreement dated May 8, 2006 between the Company and Stares Contracting Corp., a company controlled by Stephen Stares, Director and Officer and Michael Stares, Director of the Company, whereby the Company can earn a 100% interest subject to a 2% NSR in the project by making payments of \$75,000 cash and issuing 200,000 shares over four years.

(g) Sibley Basin Property

During the 2009 fiscal year, the Company announced that it had entered into an agreement with Rio Tinto Exploration Inc. (“Rio”), a wholly owned subsidiary of Rio Tinto. Under the terms of the agreement, Rio can earn a 60% interest by incurring \$1.5 million in expenditures and paying \$100,000 cash to the Company on or before December 31, 2013. After the initial earn-in, Rio has the option to increase their interest to 70% by incurring a further \$3.0 million on the property by December 31, 2015 after which they can increase their interest to 80% by incurring a further \$5.75 million

7. MINERAL PROPERTIES AND DEFERRED DEVELOPMENT EXPENDITURES (continued)...

by December 31, 2017. Rio has the right to form a joint venture with the Company after fulfilling the requirements of the option agreement to earn either 60, 70, or 80 percent interest.

(h) Bark Lake Property

The Company previously entered into an option agreement with two prospectors whereby the Company has the right to earn a 100% interest in the Bark Lake claims located in Northern Ontario by making cash payments totaling \$59,000 and issuing an aggregate of 40,000 common shares over a three year period. The property is subject to a 2% NSR royalty, half of which can be purchased by the Company for \$1 million. During the period ended September 30, 2010, the Company made the final share and cash payments to the vendor and now owns the project 100%.

(i) Hope Brook Property

During the 2008 fiscal year, the Company acquired, through staking and option, a large land package consisting of 799 claims that includes the past producing Hope Brook Gold Mine located on the southwest coast of Newfoundland. The Company has staked the gold-bearing trend that hosts the Hope Brook deposit for approximately 30 kilometers and has entered into an option agreement with Quinlan Prospecting (Q.P.) of Newfoundland to acquire 3 separate claim blocks, one of which includes the Hope Brook gold deposit. To earn a 100% interest in the 3 claim blocks, the Company is required to make cash payments to Q.P. totaling \$170,000 and issue 200,000 shares over 4 years. As well, the Company paid a finder's fee to Alexander Stares, brother of Stephen and Michael Stares, for being introduced to the project, of 25,000 shares and 25,000 share purchase warrants exercisable for 24 months at a price of \$1.00. As well, the 3 claim blocks are subject to a 2% NSR royalty payable to Q.P. with an advance royalty payment of \$10,000 per year to a maximum of \$100,000 commencing upon the Company having exercised the option to acquire the 3 claim blocks. The Company has the right to purchase one half of the 2% NSR royalty for \$1 million.

During the 2010 fiscal year, the Company elected not to renew the option with Q.P. and has no further exploration plans for the property. The Company plans to seek a joint venture partner on the property and in fiscal 2010 wrote off all deferred development expenditures associated with the project.

(j) Rim Property

During the 2008 fiscal year, the Company acquired, through staking, 1,823 claims in Northern Labrador. The property is located nearly 100km south of Voisey's Bay and adjacent to the Pants Lake Intrusion.

(k) Golden Harp Joint Venture

During the 2009 fiscal year, the Company signed a letter of intent with Golden Harp Resources Inc. ("Golden Harp") giving the Company the option to earn up to 60% interest in Block A of Golden Harp's 100%-owned Copper Hill Property which represents 351 claim units. The property is located approximately 100 km south of Timmins, Ontario along Highway 560 between Shining Tree and Gowanda, within the Southern Abitibi Greenstone belt.

Under the terms of the agreement, the Company will make payments to Golden Harp totaling \$75,000 and issue common shares totaling 550,000, all payable over a three-year period. In addition, the Company is required to spend \$2 million in work commitments over the three year period.

The Company can acquire an additional 10% (bringing their interest to 70%) by incurring an additional \$1 million in work commitments over 24 months and by paying an additional \$50,000 to Golden Harp. Once the Company has earned its interest in the project, the project will be subject to a joint venture. In the event that Golden Harp's interest is reduced to 10%, its interest shall be converted to a 1% NSR on all claims comprising the Copper Hill Block A Property that do not already have an NSR on them and Golden Harp has solely retained the right to purchase the pre-existing NSRs as per the terms under the original agreements. Additionally, Golden Harp retains a \$0.50 per carat royalty on any diamonds taken from the Copper Hill Block A Property.

7. MINERAL PROPERTIES AND DEFERRED DEVELOPMENT EXPENDITURES (continued)...

Subsequent to September 30, 2010, the Company transferred (the “transfer”) its option and all of its rights and obligations under the option agreement between the Company and Golden Harp to Mineral Mountain Resources Ltd. (“Mineral Mountain”). In consideration for the transfer, Mineral Mountain will issue to the Company a total of 8 million common shares staged in three payments consisting of 4 million common shares on approval from the TSX Venture Exchange (subsequently received), a further 2 million common shares within 12 months of the agreement, and a final 2 million common shares (for a total of 8 million common shares) within 18 months of the agreement. In addition, Mineral Mountain will grant a 1% NSR to the Company over certain claims encompassing the original agreement with Golden Harp.

(l) Deloro Property

The Deloro property consists of two mining patents and one mining claim located 5 km southeast of the city of Timmins along the Dome-Aunor-Delnite mine trend.

During the 2010 fiscal year, the Company entered into an agreement with Deloro Mining and Smelting whereby the Company can acquire a 100% interest in the project by paying \$60,000 cash (paid) and issuing 400,000 shares of the Company (paid) to Deloro Mining and Smelting on signing and a further 1.1 million shares of the Company within 24 months following the date of the agreement. Subsequent to June 30, 2010, the Company renegotiated the terms of the remaining share payments whereby 50,000 common shares of the 1.1 million will be issued on or before March 4, 2011, 450,000 common shares of the 1.1 million will be issued on or before September 4, 2011 and the final 600,000 common shares will be issued on or before September 4, 2012.

(m) Other Properties

Included in Other Properties are the following: Portage Lake Property, Forester Lake Property, Horne Township, Onion Lake, Spike Lake, Caramat Property, Whitehead Property, Gorham Township Property, Brunswick Property, Cracker Property, Shebandowan Property, Analaktalik Property, Cape Ray East Property, Crabbes Property and miscellaneous properties.

(n) Write Down of Mineral Properties

<u>Property Name</u>	<u>Three months ended</u> <u>September 30, 2010</u>	<u>Year ended</u> <u>June 30, 2010</u>
	\$	\$
Swayze – Tooms	-	135,016
South Goodchild	-	180,200
Hope Brook	-	1,156,683
Other properties	-	333,316
Total	<u>-</u>	<u>1,805,215</u>

7. MINERAL PROPERTIES AND DEFERRED DEVELOPMENT EXPENDITURES (continued)...

(o) Recoveries and Earn-ins

During fiscal 2010 the Company received payments on its properties. The earn-in amounts received, which were recorded as a reduction in the carrying cost of the associated property, were as follows:

<u>Property Name</u>	<u>Three months ended September 30, 2010</u> \$	<u>Year ended June 30, 2010</u> \$
Sibley Basin Property	-	97,003
Other Properties	-	82,950
Total	-	179,953

8. INVESTMENT IN CORO MINING CORP.:

- (i) On January 23, 2009, the Company acquired through a non-brokered private placement 27,272,727 units of Coro Mining Corp. ("Coro") at a price of \$0.11 per unit for a total investment of \$3 million, each unit consisting of one common share and one common share purchase warrant of Coro. Each warrant entitles the Company to purchase one common share of Coro for a period of two years at a price of \$0.18 until January 23, 2010 and at \$0.20 until January 23, 2011. The warrants are subject to a forced exercise provision which provides that the Company will exercise the warrants if: (i) the trading price of Coro's shares on the TSX trade at a price equal to or greater than \$0.50 for a period of 10 consecutive trading days; and (ii) Coro has received approval for its Environmental Impact Study at its San Jorge project; and (iii) at the time of such exercise of warrants, Coro completes a concurrent equity financing at a price of not less than the gross proceeds of the Warrants being exercised. Any warrants not exercised pursuant to the forced exercise provision will expire at the end of the 10 days. The warrants received pursuant to the private placement were valued by the Company using the Black-Scholes option pricing model and the following assumptions: dividend yield of 0%, expected volatility of 128%, a risk-free interest rate of 1.39% and an expected life of 15 months. This calculation yields an approximate value of \$1,128,460 for the block of warrants held initially by the Company.
- (ii) During the 2010 fiscal year the Company sold and transferred 5 million warrants to an arms-length party at a price of \$0.07 per warrant for gross proceeds of \$350,000. The cost associated with the warrants sold was \$206,884 (using the Black-Scholes option pricing model). The Company recorded the net proceeds of \$143,116 in loss for the year. Also, during the 2010 fiscal year the Company exercised 5.6 million of its warrants at a price of \$0.18 per warrant for an aggregate cost of \$1,008,000.
- (iii) On June 1, 2010, the Company acquired through a non-brokered private placement, an additional 4,875,000 units of Coro at a price of \$0.36 for a total additional investment of \$1.755 million, each unit consisting of one common share and one half of one non-transferable common share purchase warrant of Coro. Each whole warrant entitles the Company to purchase one common share of Coro for a period of two years at a price of \$0.50 on or before June 1, 2011 and at a price of \$0.65 thereafter until the expiry date of June 1, 2012. Such warrants, at Coro's election, are subject to accelerated expiry in the event that the Coro's San Jorge copper gold project receives approval of its Environmental Impact Study and the market price of the Coro's common shares is equal to or greater than \$0.625 prior to June 1, 2011, or equal to or greater than \$0.8125 thereafter, for 10 consecutive days.
- (iv) During the 2010 fiscal year, the Company acquired an additional 953,500 shares of Coro on the open market at a total cost of \$377,203.

The Company has recorded its investment in Coro as an equity investment. At September 30, 2010, the Company holds 38,701,227 shares (or 37%) of Coro with a market value of \$20,511,650 (based on the September 30, 2010 closing price of \$0.53 per share) and 19,110,227 share purchase warrants with an average exercise price of \$0.238.

For the three month period ended September 30, 2010, the Company recorded net equity and dilution losses totaling \$149,583 (September 30, 2009 – \$70,986).

9. CAPITAL STOCK:

(a) Share Capital

Authorized:
Unlimited common shares

Issued:
75,746,531 common shares

- (i) During the 2009 year, the Company announced its intent to make a normal course issuer bid (the “Bid”) to purchase through the facilities of the TSX Venture Exchange (the “Exchange”) certain of its outstanding common shares. The number of common shares to be purchased through the Exchange during the period of the Bid from August 26, 2008 to August 26, 2009 will not exceed 3,000,000 common shares. The actual number of shares that may be purchased and the timing of any such purchases will be determined by the Company. All shares purchased under the Bid will be cancelled.

During the year ended June 30, 2010, a total of 20,000 common shares were acquired at a total cost of \$7,600 all of which were cancelled. During the year ended June 30, 2009, a total of 1,459,000 common shares were acquired at a total cost of \$275,555 all of which were cancelled. The Bid expired during fiscal 2010.

- (ii) During the year ended June 30, 2010 the Company announced its intent to make a new normal course issuer bid to purchase, through the facilities of the TSX Venture Exchange (the “Exchange”), certain of its outstanding common shares. The number of common shares intended to be purchased through the facilities of the Exchange during the period of the Bid from June 18, 2010 to June 18, 2011 will not exceed 5,000,000 common shares. The actual number of shares that may be purchased and the timing of any such purchases will be determined by the Company. All shares purchased under the Bid will be cancelled. At September 30, 2010, no shares were purchased under the present Bid.

(b) Share Purchase Warrants

Details of share purchase warrant transactions for the year ended June 30, 2010 the three months ended September 30, 2010 are as follows:

	# of Warrants	Weighted Average Exercise Price
Balance, June 30, 2009	9,625,000	\$1.60
Issued during the period to agents	336,000	\$0.50
Expired during the period	(9,625,000)	\$1.60
Balance, June 30, 2010 and September 30, 2010	336,000	\$0.50

For the 336,000 warrants issued during the 2010 fiscal period, the fair values have been estimated using the Black-Scholes option pricing model and the following assumptions: dividend yield of 0%, expected volatility of 100%, a risk-free interest rate of 0.25% and an expected life of 18 months for the warrants issued to agents. The value of the agent warrants reduced the proceeds attributed to share capital and are recognized under capital stock as share purchase warrants.

As at September 30, 2010 the following share purchase warrants were outstanding:

Expiry Date	September 30, 2010	
	# of Warrants	Exercise Price
February 26, 2011	336,000	\$0.50

(c) Stock Options and Contributed Surplus

Details of stock option transactions for the year ended June 30, 2010 and the three months ended September 30, 2010 are as follows:

	<u># of Options</u>	<u>Weighted Average Exercise Price</u>
Balance, June 30, 2009	9,871,250	\$0.45
Exercised during the period	(1,096,250)	\$0.30
Granted during the period	3,415,000	\$0.56
Expired during the period	(160,000)	\$0.30
Cancelled during the period	(193,750)	\$0.36
Balance, June 30, 2010	<u>11,836,250</u>	<u>\$0.49</u>
Cancelled during the period	(85,000)	\$0.71
Balance, September 30, 2010	<u><u>11,751,250</u></u>	<u><u>\$0.49</u></u>

As at September 30, 2010 the following stock options were outstanding:

<u>Expiry Date</u>	<u>Exercise Price</u>	<u>September 30, 2010</u>	
		<u># of Options</u>	<u>Vested</u>
March 29, 2011	\$0.36	2,000,000	2,000,000
February 7, 2012	\$0.50	2,161,250	2,161,250
May 29, 2012	\$1.08	100,000	100,000
August 17, 2012	\$1.18	25,000	25,000
November 16, 2012	\$0.93	25,000	25,000
March 14, 2013	\$0.70	1,825,000	1,825,000
May 12, 2013	\$0.70	100,000	100,000
March 26, 2014	\$0.28	2,225,000	2,225,000
March 17, 2015	\$0.56	3,270,000	2,339,231
April 1, 2015	\$0.56	20,000	14,126
		<u>11,751,250</u>	<u>10,814,607</u>

(d) Private Placements

During the year ended June 30, 2010, the Company completed a non-brokered private placement for gross proceeds of \$2.8 million by issuing 5.6 million flow-through common shares at a price of \$0.50 per share. Pursuant to the private placement, cash commissions totalling \$168,000 (6% of gross proceeds) and 336,000 broker warrants were paid to the finder. The warrants will be exercisable at a price of \$0.50 until February 27, 2011.

(e) Stock Option Plan

The Company has a Stock Option Plan (the "Plan") for directors, officers, employees and consultants. The Plan authorizes the granting of options to purchase up to a maximum of 13,727,456 common shares of which 11,751,250 are outstanding at September 30, 2010. The Plan provides that:

- i) any options granted pursuant to the Plan shall expire no later than five years after the date of grant;
- ii) any options granted pursuant to the Plan shall be non-assignable and non-transferable;
- iii) the number of common shares issuable pursuant to the Plan to any one person in any 12 month period shall not exceed 5% of the outstanding common shares;
- iv) the number of common shares issuable pursuant to the Plan to any one consultant in any 12 month period may not exceed 2% of the outstanding common shares;
- v) the number of common shares issuable pursuant to the Plan to persons employed in investor relation activities may not exceed 2% of the outstanding common shares in any 12 month period.

9. CAPITAL STOCK (continued)...

- vi) the Plan provides that options shall expire and terminate 30 days following the date the optionee ceases to be an employee, director or officer of, or consultant to, the Company, provided that if such termination is as a result of death of the optionee, the optionee's personal representative shall have one year to exercise such options.
- vii) The number of common shares: (1) reserved for issuance to insiders of the Company may not exceed 20% of the issued and outstanding common shares; and (2) which may be issued to insiders within a one year period may not exceed 20% of the issued and outstanding common shares.
- viii) the Plan provides that options granted under the plan shall vest in the optionee, and may be exercisable by the optionee as follows: (1) 25% on the date of granting; (2) 25% six months from the date of granting; (3) 25% twelve months from the date of granting; and (4) 25% eighteen months from the date of granting.

(f) Shareholder Rights Plan

The Company has adopted a shareholder rights plan (the "Rights Plan") to ensure the fair treatment of all Company shareholders in connection with any take-over bid for the outstanding common shares of the Company. The Rights Plan will provide the Company's shareholders with adequate time to properly evaluate and assess a take-over bid without facing undue pressure or coercion. The Rights Plan also provides the board of directors of the Company with additional time to consider any take-over bid and, if applicable, to explore alternative transactions in order to maximize shareholder value.

Pursuant to the Rights Plan, any bid that meets certain criteria intended to protect the interests of all shareholders are deemed to be "Permitted Bids". A Permitted Bid must be made by way of a take-over bid circular prepared in compliance with applicable securities laws and, in addition to certain other conditions, must remain open for 60 days. In the event a take-over bid does not meet the Permitted Bid requirements of the Rights Plan, the rights issued under the plan will entitle shareholders, other than any shareholder or shareholders involved in the take-over bid, to purchase additional common shares of the Company at a significant discount to the market price of the common shares at that time.

10. RELATED PARTY TRANSACTIONS:

The Company paid or accrued the following amounts to related parties during the three month period ended September 30, 2010 and September 30, 2009:

Payee	Description of Relationship	Nature of Transaction	2010 Amount (\$) (Unaudited)	2009 Amount (\$) (Unaudited)
Stares Contracting Corp.	Company controlled by Stephen Stares, Director and Michael Stares, Director	Payments for equipment rentals, supply of labour and reimbursement of expenses capitalized in deferred development expenditures and for office rental costs included in general and administrative expenses, and an option payment on the Q9 Gold Property	17,186	12,610
Gordon J. Fretwell Law Corporation	Company controlled by Gordon Fretwell, Director and Officer	Legal fees charged/accrued during the period	46,867	31,971

10. RELATED PARTY TRANSACTIONS (continued)...

Payee	Description of Relationship	Nature of Transaction	2010 Amount (\$) (Unaudited)	2009 Amount (\$) (Unaudited)
Stares Prospecting	Company controlled by Alexander Stares, Brother of Stephen and Michael Stares	Prospecting services	15,662	13,290
Coro Mining Corp.	Equity accounted investee of the Company	Reimbursement of fees charged to Coro pertaining to investment made by Company in Coro common shares	-	6,300
Newfie Shores	Partnership controlled by Stephen Stares, Director and Officer, and Michael Stares, Director	Payments for cabin rentals capitalized in deferred development expenditures	-	1,691

The purchases from and fees charged by the related parties are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

During the 2010 fiscal year, the company received \$13,500 in proceeds for the sale of certain exploration equipment to Rare Earth Metals Inc., a company related by common directorship.

Included in accounts payable and accrued liabilities is \$4,385 (2009 - \$3,045) to Stares Contracting Corp., \$nil (2009 - \$9,317) to Gordon J. Fretwell Law Corporation, \$1,086 (2009 - \$nil) to Stares Prospecting Ltd., and \$nil (2009 - \$1,691) to Newfie Shores. The repayment terms are similar to the repayment terms of non-related party trade payables.

11. FINANCIAL INSTRUMENTS:

The Company's financial instruments consist of cash, temporary investments, long-term investments, accounts and other receivables, refundable security deposits and accounts payable and accrued liabilities.

Fair Value

Canadian generally accepted accounting principles require that the Company disclose information about the fair value of its financial assets and liabilities. Fair value estimates are made at the balance sheet date based on relevant market information and information about the financial instrument. These estimates are subjective in nature and involve uncertainties in significant matters of judgment and therefore cannot be determined with precision. Changes in assumptions could significantly affect these estimates.

The carrying amounts for cash, temporary investments, long-term investments, accounts and other receivables, refundable security deposits and accounts payable and accrued liabilities reflected on the balance sheet approximate fair market value because of the limited term of these instruments.

12. LOSS PER SHARE:

Basic loss per share figures are calculated using the weighted average number of common shares outstanding. Fully diluted loss per share figures are calculated after taking into account all stock options and warrants granted. Exercise of the outstanding warrants and options would be anti-dilutive with respect to loss per share calculations, and therefore fully-diluted loss per share is not presented.

13. INCOME TAXES:

(a) Provision for Current Income Taxes

The provision for (recovery of) income taxes differs from the amount that would have resulted by applying Canadian federal and provincial statutory tax rates of 30% (June 30, 2010 – 30%).

	<u>September 30,</u> <u>2010</u> \$	<u>September 30,</u> <u>2009</u> \$
Net income (loss) before taxes	3,223,808	(622,641)
<u>Income tax expense reconciliation</u>		
Expected income tax expense (recovery) calculated using statutory rates	967,142	(205,412)
Tax effect of the following items:		
Non-deductible stock based compensation	102,449	46,788
Non-deductible expenses and other items	48,352	30,133
Adjustment to fair market value of held for trading investments	(1,211,726)	86,623
Change in effective tax rates	20,391	5,637
Recognized benefit of future tax assets	(7,360)	(4,292)
Expected income tax expense (recovery) calculated for tax purposes	(80,752)	(40,523)
Valuation allowance	-	-
Income tax recovery	<u>(80,752)</u>	<u>(40,523)</u>
Income tax recovery consists of:		
Current income taxes	-	-
Future income taxes	(80,752)	(40,523)
	<u>(80,752)</u>	<u>(40,523)</u>

(b) Future Tax Balances

The tax effect of temporary differences that give rise to future income tax assets and future income tax liabilities at the combined Canadian federal and provincial statutory tax rates are as follows:

	<u>September 30,</u> <u>2010</u> \$	<u>June 30,</u> <u>2010</u> \$
Future tax assets (liabilities) – long term		
Share issue costs	145,397	166,672
Non-capital losses	1,256,000	1,156,500
Property and equipment	64,487	61,960
Deferred development expenditures	(2,045,070)	(2,045,070)
Valuation allowance	(83,750)	(83,750)
Net future income tax liability	<u>(662,936)</u>	<u>(743,688)</u>

13. INCOME TAXES (continued)...

(c) Income Tax Information

The company has common share issue costs of approximately \$581,589 and non-capital losses of approximately \$5,024,000 available to reduce taxable income in future years. These non-capital losses expire as follows:

Year of Loss	Amount \$	Available To
2004	58,000	2014
2005	277,000	2015
2006	669,000	2026
2007	1,201,000	2027
2008	1,000,000	2028
2009	1,029,000	2029
2010	392,000	2030
2011	398,000	2031
	5,024,000	

The current period benefit of the share issue costs and \$4,689,000 (June 30, 2009 - \$4,291,000) of the loss carry forwards have been recognized for accounting purposes in the current year.

14. STOCK-BASED COMPENSATION:

The Company applies the fair value method of accounting for stock-based compensation awards to directors, officers, employees and non-employees and accordingly \$341,497 is recorded as compensation expense and under capital stock as contributed surplus for the 826,278 options vesting to directors, officers, employees and non-employees during the period. The fair value of the options vesting below during the three month period ended September 30, 2010 was estimated on the grant date using the Black-Scholes option pricing model with the following assumptions:

Grant Date	# of Options Vested	Exercise Price	Expiry Date	Fair Value of Option	Dividend Yield	Volatility	Risk-free Interest Rate	Expected Life
March 26, 2009	90,000	\$0.28	March 26, 2014	\$0.20	0%	100%	0.50%	5 yrs
March 17, 2010	731,665	\$0.56	March 17, 2015	\$0.44	0%	104%	2.46%	5 yrs
April 1, 2010	4,613	\$0.56	April 1, 2015	\$0.37	0%	104%	1.97%	5 yrs
	826,278							

15. SUPPLEMENTAL CASH FLOW INFORMATION:

The following transactions did not result in cash flows and have been excluded from operating, financing and investing activities:

	<u>September 30, 2010</u>	<u>June 30, 2010</u>
<i>Non-cash financing activities</i>		
Common shares issued for mineral property option	4,800	385,700
<i>Non-cash investing activities</i>		
Mineral property financed through common share issuance	(4,800)	(385,700)

16. CAPITAL DISCLOSURES:

CICA Handbook Section 1535 requires disclosure of an entity's objectives, policies and process for managing capital, qualitative data about what an entity regards as capital and whether the entity has complied with any capital requirements and, if it has not complied, the consequences of such non-compliance.

16. CAPITAL DISCLOSURES (continued)...

The Company's objectives when managing capital are as follows:

- i) To safeguard the Company's ability to continue as a going concern;
- ii) To raise sufficient capital to finance its exploration and development activities on its mineral exploration properties;
- iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short term working capital requirements, and its planned exploration and development program expenditure requirement. The capital structure of the Company is composed of working capital and shareholders' equity. The Company may manage its capital by issuing flow through or common shares, or by obtaining additional financing.

The Company utilizes annual capital and operating expenditure budgets to facilitate the management of its capital requirement. These budgets are approved by management and updated for changes in the budgets underlying assumptions as necessary.

There were no changes in the Company's approach to managing capital during the period.

17. FINANCIAL RISK MANAGEMENT:

The Company's financial instruments are exposed to certain risks, including credit risk, interest rate risk and liquidity risk.

(a) Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments that potentially subject the Company to credit risk consist of cash, temporary investments, accounts and other receivables and refundable security deposits. The Company's cash is held through a large Canadian Financial Institution. The temporary investments are held through major Canadian Financial Institutions with only the highest credit quality as determined by rating agencies. The temporary investments are available for cash requirement purposes at the request of the Company. Refundable security deposits are held by the Government of Newfoundland. The Company has no significant concentration of credit risk arising from operations. Management believes the risk of loss to be remote.

(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. While management feels the risk of capital loss on its temporary investments is remote given its investment in only highly rated, investment grade fixed income securities with reputable Canadian financial institutions, the income derived from these securities can fluctuate as a result of changes in interest rates upon reinvestment of matured funds. The Company's temporary investments are purchased at fixed interest rates and are either fully liquid or bear short staggered maturity dates to mitigate the risk of fluctuating interest rates. A 1% increase or decrease in interest rate yields on the Company's short term investments would result in an approximate \$72,000 fluctuation in interest income based on the period end value of the investments.

17. FINANCIAL RISK MANAGEMENT (continued)...

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company monitors and reviews current and future cash requirements and matches the maturity profile of financial assets and liabilities. This is generally accomplished by ensuring that cash and temporary investments are always available to settle financial liabilities. At September 30, 2010, the Company had cash on hand of \$255,398 (June 30, 2010 - \$151,133) and temporary investments available to the Company of \$13,260,150 (June 30, 2010 - \$8,931,276) to settle current liabilities of \$98,538 (June 30, 2010 - \$142,028). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to normal trade terms.

(d) Currency risk

The Company's functional currency is the Canadian dollar and major purchases are transacted in Canadian dollars. All of the Company's operations are in Canada; therefore, management believes the foreign exchange risk derived from any currency conversions is negligible and therefore does not hedge its foreign exchange risk.

(e) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices and is comprised of currency risk, interest rate risk, and equity price risk. The fair value of the Company's long term investments are impacted by changes in the quoted market price of the underlying issuer's securities with the resulting change impacting net income.

18. REFUNDABLE SECURITY DEPOSITS:

Refundable security deposits of \$46,325 (June 30, 2010 - \$46,325) represents security deposits paid to the Government of Newfoundland and Labrador in connection with mineral property claims located in the Province of Newfoundland. These refundable security deposits are refundable to the Company upon submission by the Company of a report covering the first year work requirements, which meets the requirements of the Government of Newfoundland and Labrador.

19. COMMITMENTS:

The Company leases automobiles under various operating leases, which have expiry dates ranging from April 2011 to May 2011. The future minimum annual fiscal lease payments over the term of the leases is as follows:

2011	\$9,486
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The company also has commitments as described in note 7 related to mineral properties and deferred development expenditures.

20. COMPARATIVE FIGURES:

Certain financial statement line items from prior year have been reclassified to conform with the current period's presentation. These reclassifications had no effect on the net loss, loss per share and accumulated deficit as previously presented.

21. SUBSEQUENT EVENT:

During the period ended September 30, 2010, Marathon PGM Corporation (“Marathon”) and Stillwater Mining Company (“Stillwater”) announced that, subject to shareholder approval, they had entered into a definitive agreement pursuant to which Stillwater will acquire all of the outstanding shares of Marathon by paying Marathon shareholders \$1.775 per share and issuing 0.112 shares of Stillwater for every share of Marathon. In addition, shareholders of Marathon would receive on closing a distribution of one half of a share of Marathon’s subsidiary, Marathon Gold Corporation, for every Marathon share held immediately prior to the Stillwater exchange.

Subsequent to September 30, 2010, the Marathon shareholders approved the Stillwater transaction and as a result, the Company’s shares of Marathon that were previously classified as long-term investments have been reclassified as temporary investments at September 30, 2010 as the share position would be purchased in the current year. The Company will realize \$2,777,875 cash, receive 175,280 shares of Stillwater (NYSE:SWC) and retain 782,500 shares of Marathon Gold Corporation once the transaction is completed.