

TALMORA DIAMOND INC.
(A Development Stage Company)

UNAUDITED FINANCIAL STATEMENTS

SEPTEMBER 30, 2008

NOTICE REQUIRED UNDER NATIONAL INSTRUMENT 51-102,
"CONTINUOUS DISCLOSURE OBLIGATIONS", PART 4.3 (3)(a):

The attached financial statements have been prepared by Management of Talmora Diamond Inc. And have not been reviewed by an auditor.

The accounting policies of the interim financial statements are the same as those described in the Company's December 31, 2007 audited financial statements. The disclosures in the interim financial statements do not conform in all respects to the requirements of Canadian generally accepted accounting principles for annual financial statements. The interim financial statements should be read in conjunction with the December 31, 2007 financial statements.

See accompanying notes to the interim unaudited financial statements

TALMORA DIAMOND INC.
(A Development Stage Company)
BALANCE SHEETS
AS AT SEPTEMBER 30, 2008

	Sept. 30, 2008 \$ (Unaudited)	December 31, 2007 \$ (Audited)
ASSETS		
CURRENT		
Cash and cash equivalents (Note 4)	38,665	336,423
Short-term investment (Note 5)	30,000	
Sundry receivables	<u>12,167</u>	<u>35,079</u>
	80,832	371,502
DEFERRED MINERAL EXPLORATION COSTS (Note 6)	992,560	874,447
FUTURE TAX ASSET (Note 8(b))	<u> </u>	<u>15,000</u>
	<u>1,073,392</u>	<u>1,260,949</u>
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (Note 9)	<u>16,375</u>	<u>46,909</u>
SHAREHOLDERS' EQUITY		
CAPITAL STOCK (Note 7(b))	1,178,299	1,225,724
WARRANTS (Note 7(c))	19,500	184,250
CONTRIBUTED SURPLUS (Note 7(e))	275,661	91,875
(DEFICIT)	<u>(416,443)</u>	<u>(287,809)</u>
	<u>1,057,017</u>	<u>1,214,040</u>
	<u>1,073,392</u>	<u>1,260,949</u>

CONTINUANCE (Note 1)

COMMITMENT (Note 10)

APPROVED ON BEHALF OF THE BOARD:

Signed "Raymond Davies", Director

Signed "Richard Hogarth", Director

**UNAUDITED STATEMENTS OF OPERATIONS, COMPREHENSIVE LOSS AND DEFICIT
FOR THE PERIOD ENDED SEPTEMBER 30, 2008**

	Three Months Ending September 30,		Nine Months Ending September 30,,	
	2008	2007	2008	2007
	\$	\$	\$	\$
EXPENSES				
Administration	35,735	15,090	125,868	113,960
Stock-based Compensation	13,286		28,036	
Professional fees	8,451	11,716	19,557	31,189
Bank charges	<u>23</u>	<u>446</u>	<u>156</u>	<u>976</u>
(Loss) before the under-noted	(57,495)	(27,252)	(173,617)	(146,125)
Interest income	<u>461</u>	<u>1,273</u>	<u>533</u>	<u>10,635</u>
Net Income (Loss) before income taxes	(57,034)	(25,979)	(173,084)	(135,490)
Income tax recovery (Note 8(a))	<u> </u>	<u> </u>	<u>44,450</u>	<u>77,100</u>
NET INCOME (LOSS) AND COMPREHENSIVE (LOSS) FOR THE PERIOD	(57,034)	(25,979)	(128,634)	(58,390)
(Deficit), beginning of period	<u>(359,409)</u>	<u>(97,136)</u>	<u>(287,809)</u>	<u>(64,725)</u>
(Deficit), end of period	<u>(416,443)</u>	<u>(123,115)</u>	<u>(416,443)</u>	<u>(123,115)</u>
NET (LOSS) PER SHARE – basic and diluted	<u>(0.013)</u>	<u>(0.001)</u>	<u>(0.013)</u>	<u>(0.002)</u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING – basic and diluted	<u>17,206,912</u>	<u>17,452,078</u>	<u>17,206,912</u>	<u>16,574,419</u>

See accompanying notes to the interim unaudited financial statements

TALMORA DIAMOND INC.
(A Development Stage Company)
UNAUDITED STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED SEPTEMBER 30, 2008

	Three Months Ending September 30,		Nine Months Ending September 30,	
	2008	2007	2008	2007
	\$	\$	\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES				
Net (loss) for the period	(57,034)	(25,979)	(128,634)	(58,390)
Changes not involving cash				
Income tax (recovery)			(44,450)	(77,100)
Stock-based Compensation	13,286		28,036	33,102
Changes in non-cash working capital balances:				
(Increase) decrease in sundry receivables and				
(Decrease) increase in accounts payable and accrued liabilities	<u>70,950</u>	<u>126,450</u>	<u>(4,597)</u>	<u>7,438</u>
Cash flows from operating activities	<u>27,202</u>	<u>100,471</u>	<u>(149,645)</u>	<u>(94,950)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Private placements				130,000
Share issue costs				<u>(28,226)</u>
Cash flows from financing activities				<u>101,734</u>
CASH FLOWS FROM INVESTING ACTIVITIES				
Cash acquired in reverse take-over (Note 2)				87,899
Short-term investment		(58,006)	(30,000)	153,646
Deferred mineral exploration costs	<u>(14,345)</u>	<u>(327,167)</u>	<u>(118,113)</u>	<u>(602,494)</u>
Cash flows from investing activities	<u>(14,345)</u>	<u>(385,173)</u>	<u>(148,113)</u>	<u>(360,949)</u>
(Decrease) increase in cash and cash equivalents	12,857	(284,702)	(297,758)	(354,165)
Cash and cash equivalents, beginning of period	<u>25,808</u>	<u>354,400</u>	<u>336,423</u>	<u>423,863</u>
Cash and cash equivalents, end of period	<u>38,665</u>	<u>69,698</u>	<u>38,665</u>	<u>69,698</u>

See accompanying notes to the interim unaudited financial statements

1. NATURE OF OPERATIONS AND GOING CONCERN

Canadian Diamind Limited and Talmora Resources Inc. amalgamated on January 23, 2007 to continue as Talmora Diamond Inc. (the "Company"). In accordance with EIC-10 "Reverse Takeover Accounting" of the Canadian Institute of Chartered Accountants ("CICA") Handbook, the substance of the transaction is a capital transaction and is accounted for as a reverse takeover ("RTO"), since Canadian Diamind Limited was identified as the acquirer. As Talmora Resources Inc. did not meet the definition of a business for accounting purposes, this RTO did not constitute a business combination but a capital transaction in substance. The comparative figures presented in the financial statements are those of Canadian Diamind Limited.

The Company is a development stage company as defined by CICA Accounting Guideline 11 "Enterprises in the Development Stage" and currently has interests in exploration and development properties in Canada. Substantially all of the Company's efforts are devoted to financing and developing these properties. There has been no determination whether the Company's interests in mineral properties contain mineral reserves, which are economically recoverable.

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

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

As at September 30, 2008 Company had cash and cash equivalents of \$38,665 and working capital of \$64,457. Management of the Company believes that it has sufficient funds to pay its ongoing administrative expenses and to meet its liabilities for the ensuing year as they fall due. Longer term, the Company's ability to continue operations and fund its exploration property expenditures is dependent on management's ability to secure additional financing. Management is actively pursuing such additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. Because of this uncertainty there is some doubt about the ability of the Company to continue as a going concern. These financial statements do not include the adjustments that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting policies of the Company are in accordance with Canadian generally accepted accounting principles and their basis of application is consistent with that of the previous year, except as disclosed below. Outlined below are those policies considered particularly significant:

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and balances with banks, net of bank overdrafts, and highly liquid temporary investments with a maturity of less than ninety days.

Short-Term Investments

Short-term investments comprise highly liquid Canadian dollar investments with term to maturity of greater than ninety days but not more than one year. Short-term investments are carried at the lower of cost or recoverable amount.¹

Deferred Mineral Exploration Costs

The cost of mineral properties and related exploration expenditures are deferred until the properties to which they relate are placed into production, sold or allowed to lapse. These costs will be amortized over the estimated useful life of the properties following commencement of production or written off if the properties are sold or allowed to lapse. The Company does not accrue future costs to keep the properties in good standing. Administrative expenditures are charged to operations as incurred.

The Company reviews its mineral properties to determine if events or changes in circumstances have transpired which indicate that the carrying value of its assets may not be recoverable. The recoverability of costs incurred on the exploration properties is dependent upon numerous factors including exploration results, environmental risks, commodity risks, political risks, and the Company's ability to attain profitable production. An impairment loss is recognized when the carrying amount of the mineral properties is not recoverable and exceeds its fair value. It is reasonably possible, based on existing knowledge, that changes in future conditions in the near-term could require a change in the determination of the need for and amount of any write-down.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Asset Retirement Obligations

The Company follows the CICA accounting standard on "Asset retirement obligations". Under the standard the Company is required to record a liability for the estimated future costs associated with legal obligations relating to the reclamation and closure of its mineral exploration properties. This amount is initially recorded at its discounted present value with subsequent annual recognition of an accretion amount on the discounted liability. An equivalent amount is recorded as an increase to exploration properties and deferred exploration expenditures and is amortized over the useful life of the property. Management is not aware of any asset retirement obligations as at December 31, 2007 and 2006.

Flow-Through Financing

The Company has financed a portion of its exploration activities through the issue of flow-through shares, which transfer the tax deductibility of exploration expenditures to the investor. Proceeds received on the issue of such shares have been credited to capital stock and the related exploration costs have been charged to deferred mineral exploration costs.

Resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. When these expenditures are renounced, temporary taxable differences created by the renunciation will reduce share capital.

Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on differences between the financial statement carrying values and the income tax bases of assets and liabilities, and are measured using the substantively enacted income tax rates and laws that are expected to be in effect when the temporary differences are expected to reverse. The effect on future income tax assets and liabilities of a change in income tax rates is recognized in the period that includes the date of enactment or substantive enactment of the change. When the future realization of income tax assets does not meet the test of being more likely than not to occur, a valuation allowance in the amount of the potential future benefit is taken and no net asset is recognized.

Stock-Based Compensation

The Company records compensation cost based on the fair value method of accounting for stock-based compensation. The fair value of stock options is determined using the Black-Scholes option pricing model. The fair value of the options is recognized over the vesting year as compensation expense and contributed surplus. When options are exercised, the proceeds received, together with any related amount in contributed surplus, will be credited to capital stock.

(Loss) Income Per Share

Basic (loss) income per share is calculated using the weighted average number of common shares outstanding. Diluted (loss) income per share is calculated using the treasury stock method. In order to determine diluted (loss) income per share, the treasury stock method assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted loss per share calculation. The diluted (loss) income per share calculation excludes any potential conversion of options and warrants that would increase earnings per share or decrease loss per share.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make certain 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 related reported amounts of revenue and expense during the period. Significant estimates include the valuation of the deferred mineral exploration costs, stock-based compensation and future tax assets and liabilities. Actual results could differ from estimates. Management believes that the estimates are reasonable.

Effective January 1, 2007, the Company adopted four new accounting standards issued by the Canadian Institute of Chartered Accountants ("CICA") in 2005. The new standards and accounting policy changes are as follows:

Financial Instruments – Recognition and Measurement (Section 3855)

This standard prescribes when a financial asset, financial liability, or non-financial derivative is to be recognized on the balance sheet and whether fair value or cost-based methods are used to measure the recorded amounts. It also specifies how financial instrument gains and losses are to be presented. All derivatives are recorded on the balance sheet at fair value. Mark-to-market adjustments on these instruments are included in net income, unless the instruments are designated as part of a cash flow hedge relationship.

All other financial instruments will be recorded at cost or amortized cost, subject to impairment reviews. The criteria for assessing other than temporary impairment remain unchanged. Transaction costs incurred to acquire financial instruments are included in the underlying balance. Regular-way purchases and sales of financial assets are accounted for on the trade date.

Comprehensive Income (Section 1530)

This standard requires the presentation of a statement of comprehensive income and its components. Comprehensive income includes both net earnings and other comprehensive income. Other comprehensive income includes holding gains and losses on available for sale investments, gains and losses on certain derivative instruments and foreign currency gains and losses relating to self-sustaining foreign operations, all of which are not included in the calculation of net earnings until the year that the related asset or liability affects income. For the years ended December 31, 2007 and 2006, the Company did not have other comprehensive income or loss; therefore, the comprehensive loss for the year is equal to the net loss for the year.

Hedges (Section 3865)

This standard is applicable when a company chooses to designate a hedging relationship for accounting purposes. It builds on the previous AcG-13 "Hedging Relationships" and Section 1650 "Foreign Currency Translation", by specifying how hedge accounting is applied and what disclosures are necessary when it is applied. The Company currently does not have any instruments that are covered in this standard.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Accounting Changes

Effective January 1, 2007, the Company adopted the revised CICA section 1506, "Accounting Changes." Under the revised section, voluntary changes in accounting policy are permitted only if they result in financial statements that provide more reliable and relevant information to the reader. Changes in accounting policy must be applied retrospectively, while changes in accounting estimates are to be applied prospectively. The revised section also outlines additional disclosures required when accounting changes are applied, including the justification for the change, a complete description of the policy, the primary source of GAAP and the detailed effect of financial statement line items.

Future Accounting Pronouncements:

Capital Disclosures

In December 2006, the CICA issued Section 1535, "Capital Disclosures", which establishes guidelines for the disclosure of information on an entity's capital and how it is managed. Effective January 1, 2008, this enhanced disclosure enables users to evaluate the entity's objectives, policies and processes for managing capital. This new requirement is for disclosure only and will not impact the financial results of the Company.

Financial Instruments – Disclosure and Presentation

In December 2006, the CICA issued Section 3862, "Financial Instruments – Disclosure", and Section 3863, "Financial Instruments – Presentation" to replace the existing Section 3861 "Financial Instruments – Disclosure and Presentation". Section 3862 requires enhanced disclosure on the nature and extent of financial instrument risks and how an entity manages those risks. Section 3863 carries forward the existing presentation requirements and provides additional guidance for the classification of financial instruments. These sections are effective January 1, 2008. This new requirement is for disclosure only and will not impact the financial results of the Company.

International Financial Reporting Standards ("IFRS")

In January 2006, the CICA Accounting Standards Board ("ACSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with IFRS by the end of 2011. The Company continues to monitor and assess the impact of the convergence of Canadian GAAP and IFRS.

General Standards of Financial Statement Presentation

The Accounting Standards Board (AcSB) has amended CICA Handbook section 1400 to include requirements to assess an entity's ability to continue as a going concern and to disclose material uncertainties related to events or conditions that may cast doubt upon the entity's ability to continue as a going concern. The amendment is effective for interim and annual financial statements beginning on or after January 1, 2008.

The Company is currently evaluating the impact of these new standards on its financial statements.

3. AMALGAMATION

Effective January 23, 2007, pursuant to a letter of intent dated June 30, 2005 and a definitive amalgamation agreement dated July 31, 2006, Canadian Diamind Limited amalgamated with Talmora Resources Inc., a junior capital pool company formed under the rules of the Alberta Stock Exchange, and continued under the name Talmora Diamond Inc. ("The Company"). Talmora Resources Inc. was delisted from the TSX Venture Exchange on July 3, 2001 for failure to complete listing requirements. Pursuant to the amalgamation agreement, shares of the Company were issued on the basis of one post-amalgamation share for each pre-amalgamation share of Talmora Resources Inc. and one post-amalgamation share for every five pre-amalgamation shares of Canadian Diamind Limited. Holders of common share purchase warrants in the capital of Canadian Diamind Limited received 3,250,000 common share purchase warrants in the capital of the Company. Each whole warrant of the Company entitled the holder to acquire one share of the Company for \$0.16 until June 30, 2008.

Immediately after amalgamation, former shareholders of Canadian Diamind Limited held 68.6% of the common shares of the amalgamated company and Canadian Diamind Limited was deemed the acquirer for accounting purposes. The substance of the transaction was a capital transaction and was accounted for as a reverse takeover in accordance with EIC-10 "Reverse Takeover Accounting" of the CICA Handbook.

This transaction is a "related party transaction" for the purposes of Ontario Securities Commission Rule 61-501 as the President who is also a director of Talmora Resources Inc. and a director of Canadian Diamind Limited, owns 14.4% and 10.9% of the issued and outstanding shares of Talmora Resources Inc. and Canadian Diamind Limited, respectively. The transaction is exempt from the related party valuation and minority security holder approval requirements of the OSC Rule on the basis that no securities of Talmora Resources Inc. were listed or quoted on any specified markets.

Based on the audited December 31, 2006 balance sheet of Talmora Resources Inc., the net assets at estimated fair market value that were combined with Canadian Diamind Limited were as follows:

Cash	\$ 87,899
Amounts receivable	5,655
Deferred transaction costs	57,168
Current liabilities	(15,571)
Future tax assets	<u>62,700</u>
Net assets acquired	<u>\$ 197,851</u>

Additional related transaction costs of \$28,266 were recorded as a share issue cost in fiscal 2007.

4. CASH AND CASH EQUIVALENTS

	September 30	Dec. 31
	<u>2008</u>	<u>2007</u>
	\$	\$
Cash and cash equivalents are composed of:		
Cash	28,665	311,423
Guaranteed Investment Certificate, cashable, Bearing interest at 3.40%	<u>10,000</u>	<u>25,000</u>
	<u>38,665</u>	<u>336,423</u>

5. SHORT-TERM INVESTMENT

As at September 30, 2008, the Company had short-term investments of \$30,000 @ 2.75% with a maturity date of June 09, 2009.

6. DEFERRED MINERAL EXPLORATION COSTS

In 2003, the Company acquired the Horton River property, consisting of three prospecting permits covering 213,433 acres in the Horton River area in the Inuvialuit settlement region of the Northwest Territories. The property is 120 kilometers south of Paulatuk, a village located on the arctic coast, about 400 kilometers east of Inuvik. The permits are valid until January 31, 2008, provided a performance deposit is made or work is done amounting to \$9,920 before January 31, 2007 (completed). These permits lapsed on January 31, 2008 and 50 claims covering an area of 41,940 acres have been staked within the area covered by these permits.

In 2007, the Company acquired a further nine prospecting permits covering 432,285 acres in the Horton River property. Six of these permits, covering 217,302 acres are valid until January 31, 2010 while three permits, covering 214,983 acres, are valid until January 31, 2012.

In 2008 Talmora acquired 4 new prospecting permits which are valid until January 31, 2011 and now holds 13 permits (577,153 acres) and 50 claims (41,939.8 acres). The property is on Crown Land straddling the boundary between the Inuvialuit and Sahtu Settlement Regions of the Northwest Territories.

On the 28th of February, The Sahtu Secretariat Inc. and a number of other Applicants in the Sahtu Settlement Region applied for a judicial review of the decision of the Supervising Mining Recorder to issue 60 prospecting permits within the Sahtu Settlement Region on February 1, 2008. Four of the permits (144,868 acres) were those issued to Talmora Diamond Inc.

The Applicants claim that they were insufficiently consulted and accommodated the by the Supervising Mining Recorder before the permits were issued. The Minister of Indian Affairs and Northern Development and the Supervising Mining Recorder intend to oppose the application.

The application does not affect the adjoining 9 permits (432,285 acres) and 50 claims (41,939.8 acres) held by Talmora.

HORTON RIVER, NWT	\$
<u>Acquisition costs:</u>	
Balance, December 31, 2005, and 2006	22,000
Staking	<u>63,952</u>
Balance, December 31, 2007 and March 31, 2008	<u>85,952</u>
<u>Exploration expenditures</u>	
Balance, December 31, 2007	788,495
Supplies and freight	1759
Sample sorting, analyses	67,148
Field Office support	43,544
Exploration	<u>5,662</u>
Balance, September 30, 2008	<u>906,608</u>
Total Balance, September 30, 2008	<u>992,560</u>

See accompanying notes to the interim unaudited financial statements

7. CAPITAL STOCK

a) Authorized

Unlimited number of common shares

b) Issued

	Common Shares #	Amount \$
Balance, December 31, 2006	11,252,830	710,932
Common shares issued in reverse take-over (Note 3)	5,142,105	197,851
Common shares issued for cash (i)	170,000	17,000
Flow-through common shares issued for cash (ii)	1,130,000	113,000
Warrant valuation (i)	-	(21,000)
Common shares issues for cash (ii)	3,160,000	316,000
Flow-through common shares issued for cash (ii)	920,000	92,000
Warrant valuation (ii)	-	(59,200)
Share issue costs	-	(72,309)
Renunciation of flow-through expenditures (ii)	<u>-</u>	<u>-</u>
Balance, December 31, 2007	21,774,935	1,225,724
Renunciation of flow-through expenditures	<u>0</u>	<u>(50,450)</u>
Balance, September 30, 2008	<u>21,774,935</u>	<u>1,175,274</u>

- (i) In April 2007, the Company closed a private placement financing for 170,000 non-flow-through units and 1,130,000 flow-through units at a price of \$0.10 per unit for total gross proceeds of \$130,000. (See Note 10) Each unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant will be exercisable at \$0.16 per common share until April 18, 2009.

The fair value of the warrants of \$21,000 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 100%; risk free interest rate of 4.1%; and expected life of two years.

- (ii) On December 28, 2007, the Company closed another private placement financing for 3,160,000 non-flow-through units and 920,000 flow-through units at a price of \$0.10 per unit for total gross proceeds of \$408,000. (See Note 10). Each unit consists of one common share and one-half of one common share purchase warrant. Each whole common share purchase warrant will be exercisable at \$0.20 per common share until December 28, 2009.

The fair value of the warrants of \$59,200 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 100%; risk free interest rate of 4.1%; and expected life of two years.

7. CAPITAL STOCK

b) Issued (Continued)

On June 12, 2007, shareholders of the Company entered into an escrow agreement relating to 5,654,935 common shares of the Company and 525,000 common share purchase warrants. The escrowed securities will be released as follows: 1/10 on the listing date, 1/6 of the remaining escrowed securities 6 months after the listing date, 1/5 of the remaining escrowed securities 12 months after listing date, 1/4 of the remaining escrowed securities 18 months after the listing date, 1/3 of the remaining escrowed securities 24 months after the listing date, 1/2 of the remaining escrowed securities 30 months after the listing date and the remaining escrowed securities, 36 months after the listing date.

c) Warrants

A summary of changes in warrants is as follows:

	Warrants	Weighted Average Exercise Price	Value
	#	\$	\$
Balance, December 31, 2006	3,250,000	0.160	155,750
Issued (Note 7(b)(i))	650,000	0.160	21,000
Issued (Note 7(b)(ii))	2,040,000	0.200	59,200
Renunciation of flow-through expenditures (Note 7(b)(ii))	<u>-</u>	-	<u>(51,700)</u>
Balance, December 31, 2007	<u>5,940,000</u>	0.174	<u>184,250</u>
Expired June 2006 Series 1 Warrants	<u>(3,250,000)</u>		<u>(155,750)</u>
Renunciation of flow-through expenditures			<u>(9000)</u>
Balance, September 30, 2008	<u>2,690,000</u>		<u>19,500</u>

As at September 30, 2008, the following warrants were issued and outstanding:

<u>Number of warrants</u>	<u>Exercise Price</u>	<u>Expiry date</u>
#	\$	
650,000	0.160	April 18, 2009
<u>2,040,000</u>	0.200	December 29, 2009
<u>2,690,000</u>		

d) Options

The Company has a stock option plan under which officers, directors, employees, and consultants are eligible to receive stock options. The aggregate number of shares to be issued upon exercise of all options granted under the plan may not exceed 10% of the outstanding shares of the Company. Options granted under the plan generally have a term of five years and vest at terms to be determined by the directors at the time of grant. The exercise price of each option is fixed by the board of directors but shall not be less than the price permitted by any stock exchange on which the Company's common shares may be listed which is generally the trading price of the Company's stock at or about the grant date of the options.

7. CAPITAL STOCK

d) Options (continued)

A summary of changes in stock options is as follows:

	Options #	Weighted Average Exercise Price \$	Value \$
Balance, June 30, 2008	-		
Issued	<u>1,600,000</u>	0.10	<u>106,625</u>
Vested Second Quarter			7,882
Vested Third Quarter			5,404
Balance, September 30, 2008	<u>1,600,000</u>	0.10	<u>119,911</u>

The weighted average grant date fair value of the options issued during the period ended September 30, 2008 is \$0.076. The fair value of the options was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 100%; risk free interest rate of 4.1%; and expected life of five years.

As at September 30, 2008, the following options were issued and outstanding:

<u>Number of options</u> #	<u>Exercise Price</u> \$	<u>Expiry date</u>
<u>1,600,000</u> (i)	<u>0.10</u>	<u>April 25, 2012</u>

(i) 16.67% of these options vest every 3 months beginning July 25, 2007. As at September 30, 2008, 1,333,600 of these options had vested.

e) Contributed Surplus

	Amount \$
Balance, June 30, 2008	106,625
Employee stock based compensation	10,089
Non-employee stock based compensation	3,197
June 2006 Series 1 Warrants expired June 30, 2008	<u>155,750</u>
Balance, September 30, 2008	<u>275,661</u>

8. INCOME TAXES

a) Provision for Income Taxes

Major items causing the Company's income tax rate to differ from the federal statutory rate of approximately 34% (2007 – 36%) are as follows.

	Nine month period ended	
	Sept. 30	Sept. 30
	<u>2008</u>	<u>2007</u>
	\$	\$
(Loss) before taxes:	<u>(173,084)</u>	<u>(135,490)</u>
Expected income tax (benefit)	(58,849)	(48,776)
Adjustments to benefit resulting from:		
Stock-based compensation	5,000	12,000
Share issue costs	-	(32,500)
Other	(59,450)	(17,200)
Change in expected tax rate	13,550	-
Change in valuation allowance	<u>26,300</u>	<u>-</u>
Income tax expense (recovery)	<u>(44,450)</u>	<u>(86,476)</u>

b) Future Tax Balances

The tax effects of temporary differences that give rise to future income tax assets and liabilities are as follows:

	Sept. 30	December 31
	<u>2008</u>	<u>2007 (Audited)</u>
	\$	\$
Future income tax assets (liabilities):		
Mineral exploration properties	(43,000)	(56,000)
Non-capital loss carry-forwards	45,800	47,000
Share issue and transaction costs	<u>23,500</u>	<u>24,000</u>
Valuation Allowance	<u>26,300</u>	<u>15,000</u>

8. INCOME TAXES (continued)

c) Tax Loss Carry-Forwards

As at September 30, 2008, the Company had approximately \$59,700, \$149,900 and \$582,000 and \$543,600 of foreign exploration, Canadian development and Canadian exploration expenditures respectively, which under certain circumstances, may be utilized to reduce taxable income of future years.

As at September 30, 2008 the Company had available for deduction against future taxable income, non-capital losses of approximately \$164,000 which expire as follows:

2008	\$ 19,000
2009	42,000
2010	20,000
2013	6,000
2014	30,000
2025	38,000
2027	7,000
2028	<u>2,000</u>
	<u>\$ 164,000</u>

9. RELATED PARTY TRANSACTIONS

During the quarter ended September 30, 2008, administration expenses of \$39,186, (2007 - \$36,625) of which \$6,429 were out-of-pocket expenses were charged for services provided by four officers, one of whom, Raymond Davies, is also a director of the Company . (Time charges for services: Maria Grimes \$8,025, Raymond Davies \$9,338, Alan Davies \$9,319, Robert Owen \$6,075.)

During the quarter ended September 30, 2008, deferred mineral exploration costs of \$13,618 (2007 - \$112,645; of this amount, \$101,205 were out-of-pocket expenses at cost) were charged for services provided by Raymond Davies, who is also a director and Alan Davies and Maria Grimes who are also officers of the Company.

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

10. COMMITMENTS AND CONTINGENCIES

Environmental Contingencies

The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Flow-through Expenditures

As at September 30, 2008, the Company has incurred prior to December 31, 2008, \$92,000 in qualifying Canadian exploration expenditures pursuant to the private placement described in Note 7(b)(ii) renounced to the subscribers effective December 31, 2007.

11. FINANCIAL INSTRUMENTS

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 and cash equivalents, short-term investments, sundry receivables and accounts payable and accrued liabilities on the balance sheets approximate fair value because of the limited term of the instruments.

Commodity Price Risk

The future profitability of the Company is directly related to the market price of diamonds.

12. SUBSEQUENT EVENTS

Assessment Report submitted has been approved by IAND, Mining Recorders office. A refund of \$53,148.36 is expected shortly.