



SOLTORO LTD.

(A DEVELOPMENT STAGE ENTERPRISE)

CONSOLIDATED FINANCIAL STATEMENTS

(unaudited)

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2010

Management's Responsibility for Financial Reporting

The accompanying unaudited interim consolidated financial statements of Soltoro Ltd. were prepared by management in accordance with Canadian generally accepted accounting principles. Management acknowledges responsibility for the preparation and presentation of the unaudited consolidated financial statements, including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in Note 3 to the financial statements

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the unaudited interim financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited annual financial statements and (ii) the unaudited interim financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the unaudited interim financial statements.

The Board of Directors is responsible for reviewing and approving the unaudited interim consolidated financial statements and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The members of the Audit Committee are members of the Board of Directors and the majority are independent. The Audit Committee reviews the unaudited interim consolidated financial statements prior to submitting to the Board of Directors for its consideration and approval for issuance to shareholders. On the recommendation of the Audit Committee, the Board of Directors has approved the unaudited interim consolidated financial statements.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

Notice to Reader

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

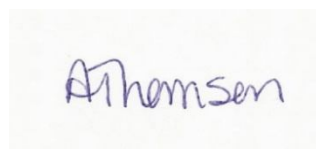
The Company's independent auditor has not performed a review of these unaudited interim financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

SOLTORO LTD.**Consolidated Balance Sheets**

(Unaudited & expressed in Canadian dollars)

	September 30, 2010	December 31, 2009
ASSETS		
Current		
Cash and short term investments	\$ 545,493	\$ 493,066
Financial instruments held-for-trading (note 6)	26,000	30,000
Accounts receivable and prepaid expenses	132,223	127,729
	703,716	650,795
Equipment (note 7)	37,546	25,434
Mineral properties and deferred exploration expenditures (note 8)	5,476,390	3,647,232
	\$ 6,217,652	\$ 4,323,461
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 9)	\$ 135,932	\$ 211,652
	135,932	211,652
Basis of Presentation and Going Concern (note 1)		
SHAREHOLDERS' EQUITY		
Share capital (note 10)	8,223,841	6,073,624
Warrants (note 11)	338,891	102,085
Contributed surplus	743,077	657,881
Deficit	(3,224,089)	(2,721,781)
	6,081,720	4,111,809
	\$ 6,217,652	\$ 4,323,461

On behalf of the Board of Directors:

Douglas Reeson
DirectorAndrew Thomson
Director

The accompanying notes are an integral part of these consolidated financial statements.

SOLTORO LTD.**Consolidated Statements of Operations and Comprehensive Loss****For the three and nine months ended September 30, 2010 and 2009**

(Unaudited & expressed in Canadian dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2010	2009	2010	2009
Salaries and management fees (note 9)	\$ 70,467	\$ 46,693	\$ 196,537	\$ 137,024
Legal and audit	30,000	5,000	52,355	20,822
Investor relations	51,678	20,564	102,096	36,729
Regulatory fees	734	74	12,565	8,983
Transfer agent	1,657	2,299	6,452	10,164
Office expenses	5,149	4,419	13,610	13,136
Rent	8,923	10,154	22,998	33,935
Communications	3,001	2,383	9,993	8,134
Travel	8,165	4,948	18,762	13,807
Foreign exchange (gain)/loss	(20,369)	(7,214)	(22,550)	(17,891)
Amortization	243	1,140	1,781	3,489
Stock-based compensation (note 12)	13,962	131,701	85,196	131,701
Total administrative expenses	173,610	222,161	499,795	400,033
Other Income				
Interest income	1,163	49	1,487	225
Mineral properties write-offs (note 8)	-	-	-	-
Mineral property payments received (note 8)	-	-	-	24,645
Unrealised gain (loss) on held-for-trading securities	8,000	-	(4,000)	2,500
Net loss & comprehensive loss	\$ 164,447	\$ 222,112	\$ 502,308	\$ 372,663
Loss per share - basic and diluted	\$ 0.00	\$ 0.00	\$ 0.01	\$ 0.01
Weighted average number of common shares	35,049,453	27,153,195	33,942,454	27,209,631

SOLTORO LTD.**Consolidated Statements of Cash Flows****For the three and nine months ended September 30, 2010 and 2009**

(Unaudited & expressed in Canadian dollars)

	Three months ended		Nine months ended	
	September 30,	2009	September 30,	2009
	2010		2010	
Operating activities				
Net loss and comprehensive loss	\$ (164,447)	\$ (222,112)	\$ (502,308)	\$ (375,163)
Amortization charged to operations	243	1,140	1,781	3,489
Stock-based compensation	13,962	131,701	85,196	131,701
Mineral properties write-offs	-	-	-	(24,645)
Unrealised (gain)/loss on financial instruments held-for-trading (note 6)	(8,000)	-	4,000	-
(Increase) decrease in accounts receivable and prepaid expenses	15,908	(1,686)	(4,494)	1,872
Increase (decrease) in accounts payable and accrued liabilities	(67,031)	(135,781)	(75,720)	(316,690)
	(209,365)	(226,738)	(491,545)	(579,436)
Investing activities				
Purchase of equipment	(477)	-	(26,265)	-
Exploration expenditures (note 8)	(578,850)	(178,005)	(1,816,786)	(556,110)
Partner funding	-	-	-	-
	(579,327)	(178,005)	(1,843,051)	(556,110)
Financing activities				
Issuance of share capital, net of costs (note 10)	148,091	418,418	2,150,217	1,171,492
Issuance (exercise) of warrants, net of costs (note 11)	(16,841)	39,392	236,806	110,749
	131,250	457,810	2,387,023	1,282,241
Change in cash	(657,442)	53,067	52,427	146,695
Cash at beginning of period	1,202,935	897,317	493,066	803,689
Cash at end of period	\$ 545,493	\$ 950,384	\$ 545,493	\$ 950,384

Supplementary Information

Interest paid	-	-	-	-
Income tax paid	-	-	-	-
Shares received for property payment	-	-	-	\$ 7,500

The accompanying notes are an integral part of these consolidated financial statements.

SOLTORO LTD.**Consolidated Statements of Changes in Shareholders' Equity**

(Unaudited & expressed in Canadian dollars)

	September 30, 2010	December 31, 2009
Capital stock		
Balance at beginning of fiscal year	\$ 6,073,624	\$ 4,698,203
Private placements (net of issue costs)	1,985,201	1,121,870
Warrants exercised		
Cash value of warrants exercised	146,250	67,500
Fair value of warrants exercised	18,766	8,661
Options exercised		
Cash value of options exercised	-	124,500
Fair value of options exercised	-	52,890
Balance at end of period	8,223,841	6,073,624
Warrants		
Balance at beginning of fiscal year	102,085	108,004
Fair value of warrants issued (net of issue costs)	255,572	110,747
Fair value of exercised warrants	(18,766)	(8,661)
Fair value of expired warrants	-	(108,004)
Balance at end of period	338,891	102,085
Contributed surplus		
Balance at beginning of fiscal year	657,881	381,287
Stock-based compensation (Note 12)	85,196	221,480
Fair value of expired warrants	-	108,004
Fair value of exercised stock options	-	(52,890)
Balance at end of period	743,077	657,881
Deficit		
Balance at beginning of year	(2,721,781)	(2,154,587)
Net loss and comprehensive loss for the year	(502,308)	(567,194)
Balance at end of period	\$ (3,224,089)	\$ (2,721,781)
Total	\$ 6,081,720	\$ 4,111,809

The accompanying notes are an integral part of these consolidated financial statements.

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Notes to the Consolidated Financial Statements
For the three and nine months ended September 30, 2010

1. BASIS OF PRESENTATION AND GOING CONCERN

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business.

Soltoro Ltd. (“Soltoro” or “the Company”) has no sources of revenue and is dependent on financings to fund its operations. In addition, the Company has not yet determined whether its properties contain mineral reserves that are economically recoverable. The ability of the Company to continue as a going concern and the recoverability of amounts capitalized in respect of mineral properties and deferred exploration costs are dependent upon the continuing financial support of shareholders or other investors; obtaining new financing on commercial terms acceptable to the Company to enable it to complete exploration and development; establishing successfully the existence of economically recoverable reserves; confirmation of the Company’s interest in the underlying mineral concessions; the acquisition of required permits to mine; and upon attaining profitable production once any or all of its properties have commenced operations, all of which outcomes are uncertain and which, taken together, cast significant doubt over the ability of the Company to continue as a going concern.

These financial statements do not include any adjustments to the carrying values of the Company’s assets, liabilities, and expenses and the related balance sheet and income statement classifications that would be necessary if the going concern assumption were inappropriate. Such adjustments have not been quantified by management but could be material.

2. NATURE OF BUSINESS

Soltoro was incorporated on September 12, 2005 under the Canada Business Corporations Act. Soltoro is a development stage company focused on one business segment being the exploration for economic mineral deposits, exclusively in Mexico, through its wholly owned subsidiary, Soltoro S.A. de C.V. (“Soltoro-Mexico”).

3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of the Company have been prepared in Canadian Dollars and in accordance with Canadian generally accepted accounting principles. The consolidated financial statements include the accounts of the Company and its wholly owned Mexican subsidiary, Soltoro S.A. de C.V.

a) Mineral properties and deferred exploration expenditures

The Company capitalizes the acquisition costs of mineral properties and all direct costs relating to exploration on its mineral properties. These costs will be amortized over the estimated productive lives of the properties upon commencement of production using the unit-of-production method. Option payments or sales of mineral properties are accounted for by applying the proceeds from such sales to the carrying costs of the property and reducing costs to zero prior to recognizing any gains. Costs related to abandoned projects are written off.

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The amounts shown for mineral properties represent costs incurred to date and do not necessarily represent present or future values. Periodically, a determination will be made by management as to the status of each property. When the carrying value of a property is impaired, it will be written down to its fair value. Where a property shows no promise from prior exploration results and is dormant, the concessions may be allowed to lapse. At management's discretion, the claims will be written off or written down to a nominal value where an interest in the concession remains.

b) Equipment

Equipment is carried at cost less accumulated amortization. Amortization is calculated on a straight line basis at rates which range from 10% to 30%. Amortization on assets used for exploration activities is charged to deferred exploration expenditures.

c) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. These estimates are reviewed periodically and, as adjustments become necessary, they are made in the period in which they become known. Actual results could differ from those estimates. Accounts which require management to make material estimates in determining amounts recorded include fair value of assets, asset retirement obligations, future income taxes and stock-based compensation.

d) Foreign exchange

The financial statements of integrated foreign operations and transactions in foreign currencies entered into by the Company are translated using the temporal method. Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the exchange rates prevailing at the balance sheet date, and non-monetary items are translated at historical exchange rates. Revenue and expense items denominated in foreign currencies are translated at the exchange rates in effect on the dates of the transactions, except for amortization of equipment and mineral properties and deferred exploration costs which are translated at the same exchange rates as the assets to which they relate. Exchange gains and losses arising from these transactions are included in the determination of net income for the year.

e) Income taxes

The Company accounts for income taxes using the asset and liability method. Under this method, future income tax assets and liabilities are determined based on differences between the financial statement carrying value of existing assets and liabilities and their respective income tax bases (temporary differences), and losses carried forward. Future income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on future income tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is substantively enacted. The amount of future income tax assets recognized is limited to the amount that is more likely than not to be realized.

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f) Loss per share

Basic loss per share is calculated by dividing the net loss for the period by the weighted average number of shares outstanding for the period. The impact of outstanding options and warrants is not considered if the impact is anti-dilutive.

g) Stock-based compensation

The Company has adopted the recommendations of the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3870, "Stock-Based Compensation and Other Stock-Based Payments". This section requires the use of a fair-value based method, determined by using the Black-Scholes option pricing model to calculate all stock-based compensation associated with granting stock options to employees and directors, and the inclusion of that expense in the statement of operations. Under this accounting policy, the Company measures stock-based compensation on the date of the grant and recognizes this cost over the vesting period of the options in results from operations. Upon exercise of the stock options, consideration paid by the option holder together with the amount previously recognized in contributed surplus is recorded as an increase in capital stock.

h) Impairment of long-lived assets

The Company has adopted the CICA Handbook Section 3063, "Impairment of Long-Lived Assets". This section requires the Company to assess the impairment of long-lived assets, which consist primarily of mineral property, plant and equipment and make adjustments, whenever events or changes in circumstances indicate that the carrying value of an asset may not be recoverable. Recoverability of assets to be held and used are measured by a comparison of the carrying value of the asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the amount of the impairment is measured by the amount by which the carrying amount of the asset exceeds its fair value.

i) Asset retirement obligations

The Company has adopted the CICA Handbook Section 3110, "Asset Retirement Obligations". This section requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made. The estimate excludes the residual value of the related assets. The associated retirement costs are capitalized as part of the carrying amount of the long lived assets and amortized over the life of the asset. The amount of liability is subject to re-measurement at each reporting period. This differs from prior practice which involved accruing for the estimated retirement obligation through annual changes to earnings over the estimated life of the property. At September 30, 2010, there are no asset retirement obligations associated with any of the Company's properties.

j) Financial Instruments and Comprehensive Income (Loss)

On January 1, 2007, the Company adopted prospectively the Canadian Institute of Chartered Accountants ("CICA") Handbook Sections 1530, *Comprehensive Income*; Section 3251, *Equity*; Section 3855, *Financial Instruments - Recognition and Measurement*; Section 3861, *Financial Instruments - Disclosure and Presentation*; and Section 3865, *Hedges*.

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Section 1530 establishes standards for reporting and presenting comprehensive income. Comprehensive income, composed of net income and other comprehensive income, is defined as the change in shareholders' equity from transactions and other events from non-owner sources. Other comprehensive income for the Company includes unrealized gains and losses on available-for-sale securities and changes in the fair market value of derivatives designated as cash flow hedges, all net of related income taxes. The components of comprehensive income are disclosed in the consolidated statement of operations, comprehensive loss and deficit. Cumulative changes in other comprehensive income are included in accumulated other comprehensive income ("AOCI") which is presented as a new category in shareholders' equity.

All financial instruments are classified into one of these five categories: held-for-trading, held-to-maturity, loans and receivables, available-for-sale financial assets or other financial liabilities. All financial instruments, including derivatives, are measured in the balance sheet at fair value except for loans and receivables, held to maturity investments and other financial liabilities which are measured at amortized cost. Subsequent measurement and changes in fair value will depend on their initial classification, as follows: held-for-trading financial assets are measured at fair value and changes in fair value are recognized in net earnings; available-for-sale financial instruments are measured at fair value with changes in fair value recorded in other comprehensive income until the investment is derecognized or impaired at which time the amounts would be recorded in net earnings.

The Company has made the following classifications:

Cash and cash equivalents	-	Held-for-trading
Marketable securities	-	Held-for-trading
Accounts receivable	-	Loans and receivables
Accounts payable and accrued liabilities	-	Other financial liabilities

Transaction costs are expensed as incurred for all financial instruments.

Section 3865 specifies the circumstances under which hedge accounting is permissible and how hedge accounting may be performed. As at and during the period ended September 30, 2010, the Company had no hedges.

k) *Fair Value Hierarchy and Liquidity Risk Disclosure*

In June 2009, the CICA issued an amendment to Handbook Section 3862 to provide improvements to fair value and liquidity risk disclosures.

The amendment applies to the Company's fiscal year ending December 31, 2009. This adoption resulted in additional disclosure as provided below. The following summarizes the methods and assumptions used in estimating the fair value of the Company's financial instruments where measurement is required. The fair value of short-term financial instruments approximates their carrying amounts due to the relatively short period to maturity. These include cash, short-term investments, accounts receivable and accounts payable and accrued liabilities. Equity investments classified as available for sale that do not have an active trading market are recorded at cost. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future.

The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy included in GAAP.

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- Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level two includes inputs that are observable other than quoted prices included in level one.
- Level three includes inputs that are not based on observable market data.

	Level One	Level Two	Level Three
Cash and short term investments	\$ 545,493	\$ -	\$ -
Marketable securities	\$ 26,000	\$ -	\$ -

l) Future accounting changes

(i) International Financial Reporting Standards (“IFRS”)

In January 2006, the CICA’s Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian generally accepted accounting principles with IFRS for Canadian enterprises with public accountability. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011. On February 13, 2008 the AcSB confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is currently assessing the impact of IFRS on its financial statements.

(ii) Business combination; Consolidated financial statements and non-controlling interests

The CICA issued three new accounting standards in January 2009: Section 1582, “Business Combinations”, Section 1601, “Consolidated Financial Statements” and Section 1602, “Non-Controlling Interests”. These new standards will be effective for fiscal years beginning on or after January 1, 2011.

Section 1582 replaces section 1581 and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standards IFRS 3 -Business Combinations. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Sections 1601 and 1602 together replace section 1600, Consolidated Financial Statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS-27 - Consolidated and Separate Financial Statements and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

The Company is in the process of evaluating the requirements of the new standards.

4. CAPITAL MANAGEMENT

The Company manages its capital with the following objectives:

- To ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and
- To maximize shareholder return through enhancing the share value.

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The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by Management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising capital stock, warrants, contributed surplus, accumulated other comprehensive loss and deficit which at September 30, 2010 totaled \$6,081,720 (December 31, 2009 - \$4,111,809). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on operating and capital expenditures, and other investing and financing activities. The forecast is updated based on activities related to its mineral properties. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the three and nine months ended September 30, 2010. The Company is not subject to any capital requirements imposed by a lending institution.

5. PROPERTY AND FINANCIAL RISK FACTORS

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Property risk

The Company's major mineral properties are in the exploration stage (the "Properties"). Unless the Company acquires or develops additional material properties, the Company will be mainly dependent upon its existing Properties. If no additional major mineral properties are acquired by the Company, any adverse development affecting the Company's Properties would have a material adverse effect on the Company's financial condition and results of operations.

(ii) Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and accounts receivable. Cash consists of cash on hand deposited with reputable financial institutions which is closely monitored by management. Financial instruments included in accounts receivable consist of sales tax receivable from government authorities in Canada and Mexico and deposits held with service providers. Management believes credit risk with respect to financial instruments included in cash and accounts receivable is minimal.

(iii) Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at September 30, 2010, the Company had a cash balance of \$545,493; (December 31, 2009 - \$493,066) to settle current liabilities of \$135,932 (December 31, 2009 - \$211,652). The Company will continue to seek additional capital to increase liquidity on an ongoing basis.

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(iv) *Market risk*

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and the prices of commodities and equities.

(v) *Interest rate risk*

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by banks with which it keeps its bank accounts. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its investments. As of September 30, 2010, the Company had cash balance of \$545,493 (December 31, 2009 - \$493,066) which includes investment-grade short-term deposit certificates.

(vi) *Foreign currency risk*

The Company's exploration activities are conducted entirely in Mexico. Major purchases and exploration expenditures are transacted in Mexican Pesos and US dollars. Administrative expenditures and cash balances are primarily transacted in Canadian dollars. The Company has exposure to foreign currency risk.

(vii) *Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, particularly as they relate to gold, silver, copper, and zinc, individual equity movements and the stock market in general to determine the appropriate course of action to be taken by the Company. The Company's investment in marketable securities is subject to fair value fluctuations arising from changes in the resource sector and equity markets.

Sensitivity analysis

The Company has, for accounting purposes, designated its marketable securities as held-for-trading, which is measured at fair value. Accounts receivable are classified for accounting purposes as loans and receivables, which are measured at amortized cost which equals fair value. Accounts payable and accrued liabilities are classified for accounting purposes as other financial liabilities, which are measured at amortized cost which also equals fair market value.

As at September 30, 2010, both the carrying and fair value amounts of the Company's financial instruments related to cash, accounts receivable and accounts payable and accrued liabilities are approximately equivalent.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over the year:

- (i) Interest rate risk is limited to cash balances, primarily held in Canadian and US dollars in Canada.
- (ii) The Company holds balances in US dollars and Mexican Pesos that give rise to foreign exchange risk. If the US dollar rose or fell in relation to the Canadian dollar by 5%, the

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effect on the financial statements as at September 30, 2010 would be a change in foreign exchange of +/- CDN \$1,691. If the Mexican Pesos rose or fell in relation to the Canadian dollar by 5%, the effect on the financial statements as at September 30, 2010 would be a change in foreign exchange of +/- CDN \$3,499. Similarly, as at September 30, 2010, the Company's reported shareholders' equity would have been approximately \$5,190 lower/higher as a result of a 5% decrease/increase in foreign exchange.

- (iii) Commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability from mineral exploration depends upon the world market price of valuable minerals. Commodity prices have fluctuated significantly in recent years. There is no assurance that, even as commercial quantities of valuable minerals may be produced in the future, a profitable market will exist for them. As of September 30, 2010, the Company is not a producer of valuable minerals. As a result, commodity price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.
- (iv) The Company's marketable securities are denominated in Canadian dollars and are subject to fair value fluctuations. As at September 30, 2010, if the fair value of the Company's marketable securities had increased/decreased by 10% with all other variables held constant, the loss for the period ended September 30, 2010 would have been approximately \$2,600 lower/higher. Similarly, as at September 30, 2010, the Company's reported shareholders' equity would have been approximately \$2,600 lower/higher as a result of a 10% decrease/increase in marketable securities.

6. MARKETABLE SECURITIES

Marketable securities consist of common shares of Southern Silver Exploration Corp., a publicly listed Canadian company focused on the acquisition, exploration and development of mineral properties in Mexico. The market value of the shares at September 30, 2010 was \$26,000 (December 31, 2009 - \$30,000).

7. EQUIPMENT

	September 30, 2010				December 31, 2009
	Cost	Additions	Accumulated amortization	Net	Net
Equipment	\$ 30,056	\$ 3,150	\$ 20,865	\$ 12,341	\$ 12,099
Vehicles	58,692	23,115	56,602	25,205	13,335
Total	\$ 88,748	\$ 26,265	\$ 77,467	\$ 37,546	\$ 25,434

During the interim period ended September 30, 2010, there was additions of \$477 and amortization charges of \$12,372 (\$3,260 for the nine months ended September 30 2009) related to equipment used in exploration activities were capitalized to deferred exploration expenditures.

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8. MINERAL PROPERTIES AND DEFERRED DEVELOPMENT EXPENDITURES

At September 30, 2010, cumulative acquisition and deferred exploration costs with respect to the Company's interests in mineral properties owned, leased or under option, consisted of the following:

	Balance December 31, 2009 \$	Additions \$	Balance September 30, 2010 \$
El Rayo Concessions			
Acquisition costs	179,957	25,690	205,647
Deferred exploration costs	2,543,968	1,303,715	3,847,683
	2,723,925	1,329,405	4,053,330
La Tortuga Concessions			
Acquisition costs	150,529	42,975	193,504
Deferred exploration costs	1,498,113	8,448	1,506,561
Partner funding	(1,154,773)	-	(1,154,773)
	493,869	51,423	545,292
Quila Concession			
Acquisition costs	19,189	40,071	59,260
Deferred exploration costs	6,917	477	7,394
Property payments from partner	(26,105)	-	(26,105)
	1	40,548	40,549
El Santuario Concessions			
Acquisition costs	16,521	7,409	23,930
Deferred exploration costs	46,686	-	46,686
	63,207	7,409	70,616
Chinipas Concessions			
Acquisition costs	6,227	2,674	8,901
Deferred exploration costs	61,017	2,595	63,612
	67,244	5,269	72,513
Coyote Concessions			
Acquisition costs	33,044	7,833	40,877
Deferred exploration costs	48,409	3,557	51,966
	81,453	11,390	92,843
Victoria Concession			
Acquisition costs	25,730	48,504	74,234
Deferred exploration costs	67,189	207,202	274,391
	92,919	255,706	348,625
Gavilan Concession			
Acquisition costs	11,536	2,001	13,537
Deferred exploration costs	10,046	-	10,046
	21,582	2,001	23,583
Peña Grande Concession			
Acquisition costs	12,086	54,877	66,963
Deferred exploration costs	26,836	20,066	46,902
	38,922	74,943	113,865

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	Balance December 31, 2009 \$	Additions \$	Balance September 30, 2010 \$
Margarita Concession			
Acquisition costs	4,088	1,927	6,015
Deferred exploration costs	14,774	-	14,774
	18,862	1,927	20,789
San Pedro Concession			
Acquisition costs	-	11,698	11,698
Deferred exploration costs	-	2,123	2,123
	-	13,821	13,821
El Tecolote Concessions			
Acquisition costs	-	18,211	18,211
Deferred exploration costs	-	2,956	2,956
	-	21,167	21,167
Other	45,248	14,149	59,397
	3,647,232	1,829,158	5,476,390

Other Cumulative Expenditures since Inception

	\$	\$	\$
Opening Balance	3,647,232	1,829,158	5,476,390
Joint Venture Earn-In Expenditures			
La Tortuga Concession	1,154,773	-	1,154,773
Quila Concession	646,029	-	646,029
	1,800,802		1,800,802
Total Cumulative Mineral Expenditures including JV Earn-In Activities	5,448,034	1,829,158	7,277,192

a) El Rayo Concessions

Soltoro-Mexico holds 100% title interest to the “El Rayo” and “Guachinango 1” concessions. These two concessions make up the 10,036 hectare El Rayo project located adjacent to the town of Guachinango in the state of Jalisco, Mexico. On November 24, 2006 Soltoro acquired 100% interest of the “Guachinango 1” concession from Golden Predator Mines Inc. (formerly Fury Explorations Ltd.) for a total consideration of US\$5,000 and a 2% net smelter return royalty. The Company has the right to purchase 1.5% of this royalty for US\$1.5 million.

b) La Tortuga Concessions

The La Tortuga Project comprises numerous contiguous titled concessions and a concession under application in the district of Atengo, Jalisco state, Mexico. Soltoro-Mexico holds a 100% interest in the titled concessions and is the sole applicant for the untitled concession. Titled concessions make up 14,331 hectares with 2,808 hectares under application. On August 20, 2007 Soltoro Ltd. signed a letter of intent with Sumitomo Metal Mining Exploration Ltd. (a subsidiary of Sumitomo Metal Mining Co. Ltd.,) whereby Sumitomo could earn a 51% interest in the

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property by contributing a total of US\$4 million in expenditures over five years. In January of 2009, Soltoro Ltd. was advised by Sumitomo that it intended to terminate its option to earn an interest in the La Tortuga project. Final settling of accounts and termination of the option to earn-in was completed on April 8, 2009. Soltoro-Mexico retains 100% title interest to the La Tortuga concessions.

c) Quila Concession

Soltoro-Mexico holds 100% title interest to the 22,428 hectare "Quila" concession located in the Quila district in the state of Jalisco, Mexico. On January 19, 2007, the Company entered into an earn-in agreement on the property with Southern Silver Exploration Corporation. Southern Silver could acquire a 51% interest in the property by issuing a total of 500,000 shares to Soltoro and spending US\$3 million on exploration over five years. On January 13, 2010, Southern Silver terminated its option on the Quila property, and the Company holds 200,000 shares in Southern Silver.

d) El Santuario Concessions

The El Santuario concessions are held by Soltoro-Mexico which owns 100% title interest to the "El Santuario" and "Sant" concessions. These two concessions cover a total area of 3,200 hectares and are located in the Cardonal mining district in the state of Hidalgo, Mexico.

e) Chinipas Concessions

The Chinipas concessions are held by Soltoro-Mexico which owns 100% title interest covering a total area of 1,471 hectares and are located in the state of Chihuahua, Mexico.

f) Coyote Concessions

Soltoro-Mexico holds 100% title interest to the 852 hectare "Xela" concession. Title was issued on January 25, 2008. On May 12, 2008 an option agreement was signed to acquire 3 internal concessions within the "Xela" concession totaling 200 hectares. These concessions along with the "Xela" concession are referred to as the "Coyote" concessions. Under the terms of the option agreement, US\$20,000 was paid on signing with a further cash payment of US\$20,000 to effect transfer of the internal concessions. From time to time the agreement has been extended where a total consideration of US\$15,000 was paid by May 12, 2010 to extend the transfer of the internal claims. A further payment of US\$5,000 is due to effect the transfer of the internal claims. The Company is obliged to pay a further US\$200,000 in advance royalty payments over 4 years from the date of transfer to retain the internal concessions.

g) Victoria Concession

Soltoro-Mexico holds 100% title interest to the 10,985 hectare "Victoria" concession located in the state of Jalisco, Mexico. On March 2, 2010, Soltoro Ltd. acquired 100% of the 120 hectare Lupita Mine property by making a US\$25,000 payment on signing, agreeing to advance royalty payments totalling US\$535,000 over 10 years and granted a 2% NSR payable to the vendor. Soltoro may at anytime purchase 1% of the NSR for US\$1,000,000 and apply any advance royalty payments made to the buy-out. The Lupita Mine claim is internal to the Victoria Project and increases the project's area to 11,105 hectares.

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h) Gavilan Concession

Soltoro-Mexico holds 100% title interest to the 780 hectare "Gavilan" concession located in the San Joaquin mining district on the eastern border of the state of Queretaro, Mexico.

i) Peña Grande Concession

Soltoro-Mexico holds 100% title interest to the 31,678 hectare "Peña Grande" concession in the state of San Luis Potosi.

j) Margarita Concession

The Margarita concessions are held by Soltoro-Mexico which owns 100% title interest covering a total area of 1,500 hectares and are located in the state of Michoacan, Mexico.

k) San Pedro Application

On June 25, 2010, the Company entered into a staking competition for the San Pedro claim covering a formerly titled area which had been published as coming open for staking by the government of Mexico 30 days prior. Soltoro was successful in obtaining the San Pedro property covering 2,880 hectare in Jalisco state. A legal survey must be completed, submitted and approved by the government before title is granted. The Company has not received title to the property.

l) El Tecolote & El Tecolote 3 Applications

On June 25, 2010, the Company entered into a staking competition for the El Tecolote and El Tecolote 3 claims covering a formerly titled area which had been published as coming open for staking by the government of Mexico. Soltoro was successful in obtaining the El Tecolote property covering 2,250 hectares and the El Tecolote 3 property covering 801 hectares, both in Jalisco state. A legal survey must be completed, submitted and approved by the government before title is granted. The Company has not received title to either property.

9. RELATED PARTY TRANSACTIONS

Transactions with related parties were in the normal course of business and were measured at the exchange amount, which is the amount established and agreed to by the related parties.

During the nine months ended September 30, 2010, compensation of \$103,227 (September 30, 2009, - \$81,000) was charged to operations for management services by the President and a director of the Company.

During the nine months ended September 30, 2010, the total of \$109,169 (September 30, 2009 - \$105,583) was capitalized as a component of the Company's mineral properties and deferred exploration expenditures reflecting the fees charged for geological services by the VP of Exploration of the Company's subsidiary in Mexico.

During the nine months ended September 30, 2010, compensation of \$ 24,500 (September 30, 2009, - \$27,000) was charged to operations for management services by the CFO and a director of the Company.

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10. SHARE CAPITAL

a) Authorized:
An unlimited number of common shares

b) Issued and outstanding:

	Number of Shares	Amount
Balance – December 31, 2008	20,215,000	\$ 4,698,203
Issued for cash pursuant to private placement of 4,470,000 units, net of the amount attributable to warrants ⁽ⁱ⁾	4,470,000	809,070
Share issue costs	-	(100,512)
Agent Commission	154,700	30,940
Finance fee	75,000	13,575
Issued for cash pursuant to private placement of 2,280,000 units, net of the amount attributable to warrants ⁽ⁱⁱ⁾	2,280,000	412,680
Share issue costs	-	(50,263)
Agent Commission	12,250	2,450
Finance fee	21,700	3,930
Issued for cash upon exercise of stock options	630,000	124,500
Transferred from contributed surplus for stock options	-	52,890
Issued for cash upon exercise of warrants	225,000	67,500
Transferred from contributed surplus for warrants	-	8,661
Balance – December 31, 2009	28,083,650	6,073,624
Issued for cash pursuant to private placement of 6,715,000 units, net of the amount attributable to warrants ⁽ⁱⁱⁱ⁾	6,715,000	2,108,510
Share issue costs	-	(185,859)
Finance fee	199,200	62,550
Issued for cash upon warrants exercised	50,000	15,000
Transferred from warrants upon exercise	-	1,925
Balance – June 30, 2010	35,047,850	\$ 8,075,750
Issued for cash upon warrants exercised	437,500	131,250
Transferred from warrants upon exercise	-	16,841
Balance – September 30, 2010	35,485,350	\$ 8,223,841

(i) On June 24, 2009, Soltoro Ltd. closed the first tranche of a \$1,350,000 brokered private placement. The first tranche consisted of 4,470,000 units at \$0.20 per unit for gross proceeds of \$894,000. Each unit consisted of one common share and one half of one share purchase warrant, with each warrant exercisable into one common share at a price of \$0.30 per share until December 24, 2010. The compensation to the broker was comprised of \$15,220 cash, 154,700 common shares and 288,500 agents' warrants (exercisable at \$0.30 for one common share for 18 months). An additional corporate finance fee was paid comprised of 75,000 units and legal fees of \$8,000 cash. Issue costs pursuant to the first tranche amounted to \$127,629 consisting of \$69,572 of cash costs and \$58,057 of non-cash costs. The cost of issue was allocated: \$100,512 to common share capital and \$27,112 to warrants.

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- (ii) On July 3, 2009, Soltoro Ltd. closed the second tranche of a \$1,350,000 brokered private placement. The second tranche consisted of 2,280,000 units at \$0.20 per unit for gross proceeds of \$456,000. Each unit consisted of one common share and one half of one share purchase warrant, with each warrant exercisable into one common share at a price of \$0.30 per share until January 3 2011. The compensation to the broker was comprised of \$28,750 cash, 12,250 common shares and 195,000 agents' warrants (exercisable at \$0.30 for one common share for 18 months). An additional corporate finance fee was paid comprised of 21,700 units and legal fees of \$2,000 cash. Issue costs pursuant to the second tranche amounted to \$62,793 consisting of \$47,613 of cash costs and \$14,980 of non-cash costs. The cost of issue was allocated: \$50,063 to common share capital and \$12,530 to warrants.
- (iii) On February 12, 2010, the Company completed a non-brokered private placement of 6,715,000 units at \$0.35 per Unit for total gross proceeds of \$2,350,250. Each Unit was comprised of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder to subscribe for one additional common share at a price of \$0.50 per Warrant Share for a period of 18 months from the date of closing. In the event that after four months and one day after the closing, the volume weighted average trading price of the Company's common shares on the TSX Venture Exchange (or such other stock exchange on which the Company's shares are listed and where a majority of the trading volume occurs), for a period of 20 consecutive trading days exceeds \$0.65, the Company may, within five days after such an event, provide notice to the warrant holders of early expiry and thereafter, the Warrants will expire on the date which is 30 days after the date of the notice to the warrant holders. In connection with the financing, the Company issued a total 199,200 Units, in lieu of a cash finder's fee, 402,300 Finder's Warrants and a cash finder's fee of \$71,085 to two separate brokerage firms. Each Finder's Warrant entitles the holder to subscribe for one additional common share at a price of \$0.50 per Warrant Share for a period of 18 months from the date of closing. Issue costs amounted to \$209,772 consisting of \$109,477 of cash costs and \$100,295 of non-cash costs. The cost of issue was allocated: \$185,858 to common share capital and \$23,913 to warrants.

11. WARRANTS

The following table reflects the continuity of warrants for the period ended September 30, 2010.

	Number of Warrants	Amount
Balance – December 31, 2008	500,000	\$ 108,004
Expired	(500,000)	(108,004)
Issued pursuant to private placement ⁽ⁱ⁾	2,235,000	84,930
Agent's warrants issued ⁽ⁱ⁾	288,500	12,117
Finance fee warrants issued	37,500	1,425
Issue costs pursuant to private placement		(27,117)
Issued pursuant to private placement ⁽ⁱⁱ⁾	1,140,000	43,320
Agent's warrants issued ⁽ⁱⁱ⁾	195,000	8,190
Finance fee warrants issued ⁽ⁱⁱ⁾	10,850	412
Issue costs pursuant to private placement	-	(12,530)
Exercised	(225,000)	(8,661)
Balance – December 31, 2009	3,681,850	102,086
Issued pursuant to private placement ⁽ⁱⁱⁱ⁾	3,357,500	241,740
Agent's warrants issued ⁽ⁱⁱⁱ⁾	99,600	7,171

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Finance fee warrants issued ⁽ⁱⁱⁱ⁾	402,300	30,575
Issue costs pursuant to private placement	-	(23,913)
Exercised	(50,000)	(1,925)
Balance - June 30, 2010	7,491,250	\$ 355,732
Exercised	(437,500)	(16,841)
Balance – September 30, 2010	7,053,750	\$ 338,891

- (i) The unit warrants issued pursuant to the first tranche of the private placement on June 24, 2009, are described in note 10(b)(i) above, and have a fair value of \$86,355 which was estimated using the Black-Scholes option pricing model and the following assumptions:

Risk-free interest rate	2%	Expected volatility	85%
Dividend yield	nil	Expected life-units	1.2 years

The agent's warrants issued pursuant to the first tranche of the private placement on June 24, 2009, are described in note 10(b)(i) above, and have a fair value of \$12,117 which was estimated using the Black-Scholes option pricing model and the following assumptions:

Risk-free interest rate	2%	Expected volatility	85%
Dividend yield	nil	Expected life-units	1.3 years

- (ii) The unit warrants issued pursuant to the second tranche of the private placement on July 3, 2009, are described in note 10(b)(ii) above, and have a fair value of \$43,732 which was estimated using the Black-Scholes option pricing model and the following assumptions:

Risk-free interest rate	2%	Expected volatility	85%
Dividend yield	nil	Expected life-units	1.2 years

The agent's warrants issued pursuant to the second tranche of the private placement on July 3, 2009, are described in note 10(b)(ii) above, and have a fair value of \$8,190 which was estimated using the Black-Scholes option pricing model and the following assumptions:

Risk-free interest rate	2%	Expected volatility	85%
Dividend yield	nil	Expected life units	1.3 years

- (iii) The unit warrants issued pursuant to the private placement on February 12, 2010, are described in note 10(b)(iii) above, and have a fair value of \$248,911 which was estimated using the Black-Scholes option pricing model and the following assumptions:

Risk-free interest rate	2%	Expected volatility	85%
Dividend yield	nil	Expected life-units	1.2 years

The agent's warrants issued pursuant to the private placement on February 12, 2010, are described in note 10(b)(iii) above, and have a fair value of \$30,575 which was estimated using the Black-Scholes option pricing model and the following assumptions:

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Risk-free interest rate	2%	Expected volatility	85%
Dividend yield	nil	Expected life units	1.3 years

Warrants to purchase common shares carry exercise prices and terms to maturity as follows:

Exercise price \$	Number of outstanding exercisable Warrants	Expiry Date	Remaining Contractual Life (years)
0.30	2,198,5000	December 23, 2010	0.3
0.30	995,850	January 2, 2011	0.3
0.50	3,859,400	August 11, 2011	0.9
0.41	7,053,750		

12. STOCK OPTIONS

The Company has a stock option plan (the “Plan”) under which the Company may grant options to directors, officers and consultants. The maximum number of common shares reserved for issue under the Plan at any point in time may not exceed 10% of the number of shares issued and outstanding.

The purpose of the Plan is to attract, retain and motivate directors, officers, and certain third party service providers by providing them with the opportunity to acquire a proprietary interest in the Company and benefit from its growth. Options granted under the Plan are non-assignable and vest over various terms up to 18 months from the date of grant.

The continuity of outstanding stock options for the period ended September 30, 2010 is as follows:

	Number of stock options	Weighted average exercise price per share \$
Balance – December 31, 2008	1,655,000	0.36
Issued during the period ⁽ⁱ⁾	1,225,000	0.42
Issued during the period ⁽ⁱⁱ⁾	550,000	0.35
Exercised during the period	(630,000)	0.20
Balance – December 31, 2009	2,800,000	0.42
Expired on September 22, 2010	(440,000)	0.36
Balance – September 30, 2010	2,360,000	0.43

⁽ⁱ⁾ On September 8, 2009, the Company granted 1,225,000 stock options to directors, officers and consultants of the Company. The options are exercisable at \$0.42 and expire on September 8, 2012. The resulting fair value of \$243,775 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 85%; a risk-free interest rate of 2% and an expected average life of 2.1 years. The options have a vesting term of 50% at date of grant and 25% at 6 and 18 month intervals. The impact on expenses in stock-based compensation

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was \$10,158 for the three months ending September 30, 2010 and \$53,496 for the nine months ending September 30, 2010, which has been charged to operations.

- (ii) On December 11, 2009, the Company granted 550,000 stock options to directors, officers and consultants of the Company. The options are exercisable at \$0.35 and expire on December 10, 2012. The resulting fair value of \$91,300 was estimated using the Black-Scholes option pricing model with the following assumptions: expected dividend yield of 0%; expected volatility of 85%; a risk-free interest rate of 2% and an expected average life of 2.1 years. The options have a vesting term of 50% at date of grant and 25% at 6 and 18 month intervals. The impact on expenses in stock-based compensation was \$3,804 for the three months ending September 30, 2010 and \$31,700 for the nine months ending September 30, 2010, which has been charged to operations.

Options to purchase common shares carry exercise prices and terms to maturity as follows:

Exercise price \$	Number of options		Expiry Date	Remaining Contractual Life (years)
	Outstanding	Exercisable		
0.63	295,000	295,000	January 31, 2012	1.3
0.45	290,000	290,000	June 28, 2012	1.7
0.42	1,225,000	918,750	September 8, 2012	1.9
0.35	550,000	412,500	December 10, 2012	2.1
0.43	2,360,000	1,916,250		2.2

13. COMMITMENTS AND CONTINGENCIES

Under the terms of the Company's mining concessions, the Company must make periodic tax payments and perform minimum levels of exploration to maintain these concessions in good standing. The failure of the Company to meet these requirements would lead to the forfeiture of the Company's rights to these properties.

14. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period basis of presentation.

15. SUBSEQUENT EVENTS

1) On October 1, 2010, Soltoro made application for the Peña-1, 15,857 hectare claim and Peña-2, 21,795 hectare claim. These areas were staked to cover the strong magnetic high west and contiguous to Soltoro's Peña Grande property. The Company will not receive the entire area covered by the staking as several small internal claims will slightly reduce the ground to be titled to the Company.

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2) On October 25, 2010, Soltoro S.A. de C.V. made an advance royalty payment of US\$10,000 to the vendor of the 120 hectare Lupita Mine property within Soltoro's Victoria property.

3) On November 23, 2010, Timmins Gold optioned the eastern portion of Soltoro's Quila claim (the "Property"). Timmins Gold may earn 100% interest in the Property by making a total of \$1,000,000 in cash payments and incurring \$2,000,000 in exploration expenditures on the Property over 3 years. On signing Timmins Gold made an initial \$100,000 payment to Soltoro. Once Timmins Gold has earned its 100% interest in the Property, a 3% net smelter return (NSR) royalty is payable to Soltoro from Timmins Gold's operations within the Property's external boundary including the Cocula claim, any further internal claims acquired by Timmins Gold within the Property and within a 2 km area of interest to the north and east of the original Quila property boundary. Timmins Gold may acquire 1 or 2% of the NSR payable to Soltoro for \$1 million per 1% NSR royalty, up to six months from the date of commercial production.