Aquila
Resources Inc.

AQUILA RESOURCES INC.

(an exploration stage enterprise)

CONSOLIDATED FINANCIAL STATEMENTS (PREPARED BY MANAGEMENT)

For the three month and nine month periods ended

September 30, 2009

(unaudited)

Responsibility for Financial Statements:

The accompanying consolidated financial statements for Aquila Resources Inc. have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. The most significant of these policies have been set out in the December 31, 2008 audited consolidated financial statements. These consolidated statements are presented on an accrual basis of accounting. Accordingly, a precise determination of many assets and liabilities is dependent upon future events. Therefore, estimates and approximations have been made using careful judgment.

Recognizing that the Company is responsible for both the integrity and objectivity of the consolidated financial statements, management is satisfied that these consolidated financial statements have been fairly stated.

Disclosure Required Under National Instrument 51-102 Continuous Disclosure Obligations - Part 4.3(3)(a)

The auditor of Aquila Resources Inc. has not performed a review of the unaudited comparative consolidated financial statements for the three and nine months periods ended September 30, 2009.

INDEX

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(an exploration stage enterprise)

CONSOLIDATED BALANCE SHEETS

AS AT

		September 30, 2009 (Unaudited)		September 30, 2008 (Unaudited)		December 31, 2008 (audited)
ASSETS						
Current						
Cash and cash equivalents	**$**	**1,958,296**	$	3,656,286	$	2,138,518
Accounts receivable		**257,638**		61,416		64,809
Prepaid expenses		**12,809**		11,977		39,097
		2,228,743		3,729,679		2,242,424
Security deposit		**133,661**		116,540		129,095
Mineral Property Costs (Note 3)		**29,645,951**		26,723,560		28,252,770
Capital Assets (Note 4)		**993,713**		997,703		1,011,555
	$	**33,002,068**	$	31,567,482	$	31,635,844
LIABILITIES						
Current						
Accounts payable and accrued liabilities	**$**	**101,487**	$	304,898	$	211,629
		101,487		304,898		211,629
SHAREHOLDERS' EQUITY						
Share capital (Note 5)		**38,510,133**		36,461,711		36,286,711
Contributed surplus (Note 6)		**4,764,057**		4,237,773		4,464,173
Deficit		**(10,373,609)**		(9,436,900)		(9,326,669)
		32,900,581		31,262,584		31,424,215
	$	**33,002,068**	$	31,567,482	$	31,635,844

Approved on Behalf of the Board

'Edward J. Munden' Director

'Robin Dunbar' Director

See accompanying notes to the unaudited consolidated financial statements

Aquila Resources Inc.

(an exploration stage enterprise)

CONSOLIDATED STATEMENTS OF LOSS AND DEFICIT
FOR THE

	Three Months September 30, 2009	Three Months September 30, 2008	Nine Months September 30, 2009	Nine Months September 30, 2008	Cumulative from the date of commencement of exploration
Expenses					
Depreciation	**$ 616**	$ 925	**$ 2,173**	$ 2,775	$ 30,736
Consulting fees	**10,000**	51,091	**29,700**	79,591	284,067
Directors' fees (Note 7)	**-**	24,000	**-**	85,107	176,857
Filing and regulatory fees	**6,782**	2,842	**28,629**	33,075	306,210
Foreign exchange (gain)/loss	**(3,480)**	(193,351)	**57,964**	(190,623)	997,424
Interest and bank charges	**975**	273	**1,396**	1,151	96,856
Licenses, taxes and fees	**-**	-	**-**	-	85,000
Management fees (Note 7)	**9,375**	18,750	**28,125**	56,250	630,316
Office, general and administrative	**23,002**	14,944	**48,247**	63,221	278,568
Professional fees	**375,154**	13,890	**447,927**	57,955	868,436
Rent (Note 7)	**5,621**	5,588	**16,970**	16,764	72,202
Salaries and wages	**20,769**	62,591	**81,592**	179,371	973,029
Stock-based compensation (Notes 5(d), 6)	**27,179**	51,400	**302,136**	411,200	5,349,263
Travel and promotion	**2,916**	28,337	**14,049**	211,815	667,726
Write-down of mineral property costs	**-**	-	**-**	-	768,774
	478,909	81,280	**1,058,908**	1,007,652	11,585,464
Interest and other income	**(4,432)**	(41,058)	**(11,968)**	(205,247)	(1,211,855)
Loss for the period	**474,477**	40,222	**1,046,940**	802,405	$ 10,373,609
Deficit, beginning of period	**9,899,132**	9,396,678	**9,326,669**	8,634,495	
Deficit, end of period	**$ 10,373,609**	$ 9,436,900	**$ 10,373,609**	$ 9,436,900	
Loss per share					
Basic and fully diluted	**$ 0.01**	$ 0.01	**$ 0.01**	$ 0.01	
Weighted average number of shares	**71,441,965**	70,109,478	**71,441,965**	70,109,478	

See accompanying notes to the unaudited consolidated financial statements

Aquila Resources Inc.

(an exploration stage enterprise)

CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE

	Three Months September 30, 2009	Three Months September 30, 2008	Nine Months September 30, 2009	Nine Months September 30, 2008	Cumulative from the date of commencement of exploration
Cash flows from operating activities					
Net loss for the period	**$ (474,477)**	$ (40,222)	**$ (1,046,940)**	$ (802,405)	(10,427,994)
Adjustment for:					
Depreciation	**616**	925	**2,173**	2,775	30,736
Stock-based compensation	**27,179**	51,400	**302,136**	411,200	5,349,263
Financing fee	**-**	-	**-**	-	20,424
Interest accrual	**-**	-	**-**	-	1,913
Write-off of loan payable	**-**	-	**-**	-	768,774
	(446,682)	12,103	**(742,631)**	(388,430)	(4,256,884)
Changes in non-cash working capital (Note 9)	**(182,732)**	(556,864)	**(281,249)**	(559,996)	(302,312)
Cash flows used in operating activities	**(629,414)**	(544,761)	**(1,023,880)**	(948,426)	(4,559,196)
Cash flows from investing activities					
Capital assets	**-**	687	**-**	(224,474)	(367,034)
Increase in mineral properties - acquisition (Note 3)	**-**	(1,443,896)	**(6,354)**	(1,934,944)	(6,156,998)
Increase in mineral properties - exploration (Note 3)	**(479,348)**	(1,317,065)	**(1,373,410)**	(6,652,329)	(20,764,618)
Security deposits	**-**	-	**-**	**-**	(124,660)
Cash flows used in investing activities	**(479,348)**	(2,760,274)	**(1,379,764)**	(8,811,747)	(27,413,310)
Cash flows from financing activities					
Issuance in common shares	**2,223,422**	-	**2,223,422**	-	36,389,305
Issue cost	**-**	-	**-**	-	(2,188,236)
Notes payable	**-**	-	**-**	-	117,110
Repayment of mortgages payable	**-**	-	**-**	-	(461,548)
Loans payable	**-**	-	**-**	-	74,171
Cash flows provided from financing activities	**2,223,422**	-	**2,223,422**	-	33,930,802
Net increase in cash	**1,114,660**	(3,305,035)	**(180,222)**	(9,760,173)	1,958,296
Cash, beginning of period	**843,636**	6,961,321	**2,138,518**	13,416,459	-
Cash, end of period	**$ 1,958,296**	$ 3,656,286	**$ 1,958,296**	$ 3,656,286	$ 1,958,296

SUPPLEMENTAL CASH FLOW INFORMATION (Note 12)

See accompanying notes to the unaudited consolidated financial statements

1. Nature of operations and going concern considerations:

Aquila Resources Inc. (the “Company”) was incorporated under the Business Corporations Act ("Canada") and is involved in the mineral exploration business and controls mineral and surface rights at the Back Forty Project located in Menominee County, Michigan.

The Company is in the business of exploring for and developing mineral properties. Substantially all of the efforts of the Company are devoted to these business activities. To date the Company has not earned significant revenues and is considered an exploration stage company. As at September 30, 2009, the Company has an accumulated deficit of $10,373,609 (2008-$9,436,900). The ability of the Company to carry out its business plan rests with its ability to secure equity and other financing.

These consolidated financial statements have been prepared on the basis of accounting principles applicable to a “going concern”, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations. The business of mining and exploring for minerals involves a high degree of risk and there is no guarantee that the Company’s exploration programs will yield positive results or that the Company will be able to obtain the necessary financing to carry out the exploration and development of its mineral property interests.

These consolidated financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and balance sheet classifications that would be necessary should the going concern assumption be inappropriate. These adjustments could be material.

The recoverability of the carrying value of exploration properties and the Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the development of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise additional 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.

Although the Company has taken steps to verify title to the properties 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 government licensing requirements or regulations, unregistered prior agreements, undetected defects, unregistered claims, native land claims, and non-compliance with regulatory and environmental requirements.

2. Significant Accounting Policies:

Principles of consolidation:

These consolidated financial statements are prepared in accordance with generally accepted accounting principles in Canada. Summarized below are these policies considered significant to the Company. References to the Company included herein are inclusive of the accounts of Aquila Resources Inc.'s wholly-owned subsidiary Aquila Resources Corp. and its subsidiaries. All inter-company balances and transactions have been eliminated.

Deferred mineral property costs:

Property acquisition costs and related direct exploration costs are deferred until the properties are placed into mineral production, sold or abandoned. These costs will be amortized on the units-of-production basis over the estimated useful life of the properties following the commencement of production or written-off if the properties are sold, allowed to lapse, or abandoned.

Cost includes the cash, consideration paid and the fair market value of any common shares issued on the acquisition of mineral properties. Properties acquired under option agreements, whereby payments are made at the sole discretion of the Company, are recorded in the accounts at such time as the payments are made. The recorded cost of mineral claims and deferred exploration and development costs represent costs incurred and are not intended to reflect present or future values.

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. 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.

The Company reviews capitalized costs on its property interests on a periodic, or annual, basis and will recognize an impairment in value based upon current exploration results and upon management's assessment of the future probability of profitable revenues from the property or from the sale of the property. Management's assessment of the property's estimated current fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review and the assessment of the ability to recover capitalized costs based on technical, social and environmental issues.

Administrative costs, other than for those that are charged to deferred mineral property costs, are expensed as incurred.

The proceeds of options granted on a mining property are recorded as a reduction of the amounts recorded for mineral property costs and any excess is recorded in the statement of operations.

Capital assets:

Capital assets consist of land and buildings, which are recorded at cost and buildings are depreciated on the declining-balance basis at a rate of 4% per annum.

Depreciation on assets used in exploration are capitalized to mineral property costs.

Share capital:

Common shares issued for non-monetary consideration are recorded at their fair market value based upon the price per share paid in the most recent prior sale of shares for cash. Costs incurred to issue common shares are deducted from share capital.

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 at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Significant areas requiring the use of management estimates related to the continuing viability of mineral property interests, the determination of reclamation obligations, and rates for depreciation on capital assets, and assumptions used in the determination of the fair value of stock based compensation. Actual results could differ from these estimates. Management believes that the estimates are reasonable.

Revenue recognition:

Interest income is recognized on an accrual basis as it is earned.

Assets retirement obligation:

The Company recognizes a liability for an asset retirement obligation when it is determinable and calculates the liability based upon undiscounted future payments to be made. A corresponding amount is added to the carrying amount of the related long-term asset, and this amount is subsequently allocated to expense over its expected life. Adjustments will also be made in subsequent periods to changes in asset retirement obligations due to changes in estimates. As at September 30, 2009, the Company does not have any asset retirement obligations.

Impairment of long-lived assets:

Long-lived assets, including capital assets and other assets, are reviewed for impairment whenever events or changes in circumstances indicates that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Income taxes:

The Company accounts for and measures future tax assets and liabilities in accordance with the asset and liability method.

Under this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amount of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantially-enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be reversed or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income 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. Assuming the Company's operations remain at the exploration stage, such an allowance will continue to apply fully for the foreseeable future to all potential income tax assets. Accordingly, the Company's accounting policy for the future income taxes currently has no effect on the consolidated financial statements of the fiscal periods presented.

Stock-based compensation:

The Company has a stock option plan, which is described in note 5(d). The Company uses the Black-Scholes option pricing model to estimate the fair value of each stock-option at the date of grant. Stock options that vest immediately are recorded at the date of grant. Stock options that vest over time are recorded over the vesting period using straight-line method. Stock option compensation is recognized as expense with a corresponding increase in contributed surplus. On exercise of the stock option, consideration received and the estimated fair value previously recorded in contributed surplus is recorded as share capital.

Cash and cash equivalents:

Cash and short-term investments with a remaining maturity of three months or less at the date of acquisition are classified as cash and cash equivalents. The Company places its cash and cash investments with institutions of high-credit worthiness.

Cash and cash equivalents comprise the following balance sheet amounts:

	September 30,	
	2009	2008
Cash on hand and balances with banks	$ 1,958,296	$ 723,927
Short-term interest bearing investments	-	2,932,359
	$ 1,958,296	$ 3,656,286

Loss per share:

Basic loss per share is computed by dividing loss available to common shareholders by the weighted average number of common shares outstanding during the year. The treasury stock method is used to calculate diluted loss per share.

Diluted loss per share:

Diluted loss per share is similar to basic loss per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding assuming that options and warrants with an average market price for the year greater than their exercise price are exercised and the proceeds used to repurchase common shares. The fully diluted loss per share has not been computed, as the effect would be anti-dilutive.

Translation of foreign currencies:

Monetary assets and liabilities denominated in foreign currencies are translated into Canadian dollars at exchange rates prevailing at the balance sheet date. Non-monetary assets and liabilities are translated into Canadian dollars at approximate exchange rates prevailing at the transaction date. Revenue and expenses are translated at average exchange rates prevailing during the year. The resulting gains and losses are included in loss for the year.

Property option agreements:

From time to time, the Company may acquire or dispose of properties pursuant to the terms of option agreements. Due to the fact that options are typically exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as resource property costs or recoveries when the payments are made or received.

Mineral property pre-acquisition costs:

The Company capitalizes pre-acquisition costs investigating potential property acquisition. However, if the Company determines that a specific property acquisition will not be concluded, the costs associated with the specific property are charged to operations in the current period.

Financial assets and liabilities:

Assets or liabilities held-for-trading

Financial instruments classified as assets or liabilities held for trading are reported at fair value at each balance sheet date, and any change in fair value is recognized in net income (loss) in the period which the change occurs.

Held-to-maturity investments, loans and receivables and other financial liabilities

Financial instruments classified as loans and receivables, held-to-maturity investments and other financial liabilities are carried at amortized costs using the effective interest method. Interest income or expenses is included in net income (loss) over the expected life of the instrument.

Available-for-sale

Financial instruments classified as available for sale are recorded at fair value at each balance sheet date and any change in fair value is recognized in other comprehensive income in the period in which these changes occur. Securities classified as available for sale and with no quoted market price in an active market are carried at cost. Available-for-sale securities are written down to fair value (impairment recognized in loss) when it is necessary to reflect an other-than-temporary impairment. Upon derecognition, any accrued gains or losses in accumulated other comprehensive income are then recognized in net income (loss).

Classification of financial instruments:

The Company designates its cash and cash equivalents as held-for-trading, which is measured at fair value. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities which are measured at amortized cost. Due to the short-term nature of these instruments, their carrying value approximates their fair value.

Cumulative information for exploration stage companies:

The Company has adopted CICA Handbook Accounting Guideline #11 with respect to financial statement presentation for exploration stage companies. Accordingly, the statements of loss and cash flows have been altered to include a column outlining the cumulative revenues, expenses and cash flows from the date of commencement of exploration stage activities being January 16, 2004 to the fiscal year end date of the consolidated financial statements.

Change in accounting policies:

Effective January 1, 2008, the Company adopted the following accounting policies as recommended by the CICA handbook:

Section 3855 - Financial Instruments - Recognition and Measurement: Section 3855 requires that all financial assets, except those classified as held-to-maturity, and derivative financial instruments, must be measured at fair value. All financial liabilities must be measured at fair value when they are classified as held-for-trading; otherwise, they are measured at cost. Investments classified as available-for-sale are reported at fair market value based on quoted market prices with unrealized gains or losses excluded from earnings and reported as other comprehensive income or loss.

Section 1530 - Comprehensive Income: This standard introduces new rules for the reporting and display of comprehensive income. Comprehensive income represents a change in shareholders' equity (net assets) of an enterprise during a reporting period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. These items include holding gains and losses on certain investments, gains and losses on certain derivative instruments, and foreign currency gains and losses related to self-sustaining foreign operations.

Transition adjustment to opening balance: The adoption of Sections 1530 and 3855 did not impact the opening equity and losses of the Company.

The Company adopted the revised CICA Handbook Section 1506, Accounting Changes, which requires that: (a) a voluntary change in accounting principals can be made if, and only if, the changes result in more reliable and relevant information, (b) changes in accounting policies are accompanied with disclosures of prior period amounts and justification for the change and (c) for changes in estimates, the nature and amount of the change should be disclosed. The Company has not made any voluntary change in accounting principles since the adoption of the revised standard.

Capital Disclosures – Section 1535 specifies the disclosure of (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such noncompliance. The Company has included disclosures recommended by the new Handbook section in note 13 to these consolidated financial statements.

Financial instruments – Sections 3862 and 3863 replace Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements, and carrying forward unchanged its presentation requirements. These new sections place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks. The Company has included disclosures recommended by the new section in note 14 to these consolidated financial statements.

Section 3064 - The new Section 3064 - Goodwill and Intangible Assets ensures that intangible assets meet the definition of an assets, and eliminates the "matching" principle, whereby certain costs were being deferred and expensed to match with revenue earned. The new standard applies for interim and annual financial statements for years beginning on or after October 1, 2008.

The adoption of this standard did not have an impact on the Company's financial statements.

Future accounting changes:

Section 1582 - The new Section 1582 - Business Combinations, which replaces Section 1581 - Business Combinations, establishes standards for the measurement of a business combination and the recognition and measurement of assets acquired and liabilities assumed. The new standard applies 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. Earlier application is permitted.

The Company does not expect the adoption of this new standard to have an impact on it's consolidated financial statements.

Section 1601 & 1602 - The new Sections 1601 - Consolidated Financial Statements and Section 1602 - Non-Controlling Interest, together replace Section 1600 - Consolidated Financial Statements. Section 1601 establishes standards for the preparation of consolidated financial statements. Section 1602 establishes the accounting for a non-controlling interest in a subsidiary, in the consolidated financial states, subsequent to a business combination. These standards apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted as of the beginning of a fiscal year.

The Company does no expect the adoption of these new standards to have an impact on it's consolidated financial statements.

International Financial Reporting Standards ("IFRS")

In January 2006, the Canadian Accounting Standards Board ("AcSB") formally adopted the strategy of replacing financial reporting under Canadian GAAP with financial reporting under 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.
In February 2008, AsSB confirmed that publicly accountable enterprises will be required to adopt IFRS for fiscal years beginning on or after January 1, 2011, with earlier adoption permitted. Accordingly, the conversion to IFRS will be applicable to the Company's reporting no later than the first quarter of 2011, with restatement of comparative information presented.

The conversion to IFRS could potentially have an impact on the Company's accounting policies, information technology and data systems, internal control over financial reporting, and disclosure controls and procedures. The transition may also have an impact on business activities, such as certain contractual arrangements, foreign translation and capital requirements. The Company is currently evaluating the future impact of IFRS on its financial statements and has initiated a preliminary IFRS transition plan with a proposed timeline for the execution and completion of the transition to IFRS. The transition plan was established following a preliminary assessment of the differences between Canadian GAAP and IFRS and the potential effects of IFRS on the Company's accounting and reporting processes, information systems, business processes and external disclosures. During 2009, the Company continues to focus its efforts on identifying specific Canadian GAAP and IFRS differences, selecting ongoing IFRS policies, determining any information technology issues and considering the impact of the transition to IFRS on internal control over financial reporting and business activities. External advisors will be retained, if necessary, to assist management with the transition.

3. Mineral property costs and commitments:

Total accumulated deferred mineral property costs are detailed as follows:

2009	Balance beginning of period	Acquisition	Exploration	Option Agreement	Write-down	Balance end of period
Michigan, USA						
Back Forty Project	$ 28,252,770	$ 6,354	$ 2,007,325	$(620,498)	$ -	$ 29,645,951

2008	Balance beginning of year	Acquisition	Exploration	Option Agreement	Write-down	Balance end of year
Michigan, USA						
Back Forty Project	$ 18,136,287	$ 2,062,381	$ 8,054,102	$ -	$ -	$ 28,252,770

Michigan, USA

Back Forty Project

The Back Forty Project controls approximately 9,600 acres of surface and mineral rights which are owned or held under lease or option by a 100% owned U.S. subsidiary. Some lands are subject to net smelter royalties varying from 1% to 3.5%, with certain lands subject to a 2% - 7% state royalty, which under state law can be renegotiated. Estimated annual option and property acquisition costs for 2009, before extraordinary purchases, are $396,323 (2008-$1,993,726). The entire project is subject to a 7% net distributable earnings royalty ("Net Profits after Payback") payable to a former joint venture partner.

On August 6, 2009, the Company signed a Subscription, Option and Joint Venture Agreement (the "Agreement") with HudBay Minerals Inc. ("HudBay"). Under the terms of the agreement, the following events came into effect:

a) HudBay subscribed for 12,141,051 common shares of the Company at $0.1827 per share for gross proceeds of $2.2 million, subject to regulatory approval. These shares are subject to a four month hold period.

b) While HudBay maintains at least a 10% ownership interest, HudBay will have the right to nominate a director to the Company's Board of Directors and will have pre-emptive rights to maintain its ownership interest. In addition, should HudBay choose to dispose of its equity interest in the Company, HudBay has agreed to do so in an orderly manner pursuant to the Agreement.

c) HudBay can earn a 51% interest in the Back Forty Project (the "Project") by funding US $10 million over a 3-year period with the minimum of US $3 million by the first anniversary, US $3 million by the second anniversary, and US $4 million by the third anniversary.

d) After HudBay completes its earn-in of the initial 51% interest, HudBay and the Company will form a joint venture reflective of their proportionate ownership interest in the Project.

e) Subsequent to HudBay earning the initial 51% interest, HudBay will have the option to increase its interest in the Project to 65% by funding and completing a feasibility study, funding and submitting a permitting application, and making outstanding specified option payments, if any.

f) In the event a feasibility study is completed and permitting applications are submitted, and HudBay elects to put the Project into production and issues a Development Notice, the Company will have 90 days to arrange financing for its share of project costs. If the Company is unable or elects not to obtain financing, HudBay, by assuming the obligation to finance 100% of the development costs, will increase its ownership in the Project by a further 10% to 75%. Pursuant to the Agreement, the Company's 25% share of the development costs would then be deducted from the Company's proportionate share from Net Proceeds from the Project.

g) While HudBay retains the largest ownership interest in the Project, HudBay will be the manager and operator. HudBay will also have exclusive marketing rights to sell production to HudBay or third parties on commercial terms.

h) If the feasibility study is not completed and all applications for permitting are not submitted on or before the fourth anniversary of the Agreement, the Company has the right to re-acquire HudBay's 51% joint venture interest by reimbursing HudBay 50% of its total expenditures in respect of the Project incurred from the execution of the Agreement. If the Project is not brought into commercial production within four years from the grant of mining permits, the Company may re-acquire HudBay's 65% joint venture interest by reimbursing HudBay 50% of its total Project expenditures incurred after execution of the Agreement. Notwithstanding the Company exercising the foregoing right, HudBay shall retain the marketing rights and the product rights as provided for in the Agreement. In addition, if the Company exercises this right after HudBay earns a 51% interest in the Project, then HudBay shall have its participating interest converted to a 1% NSR.

During the period, the Company paid US$573,968 (CDN $620,498) on behalf of HudBay, which has been treated as a reduction of the deferred mineral property costs of the Back Forty Project. As at October 7th, 2009, HudBay has reimbursed the Company US$507,842 (CDN$549,098).

MRT Property

On August 3, 2006, the Company entered into an option agreement to acquire a 100% interest in approximately 50 acres of surface and mineral rights in Lake Township, Menominee County, Michigan (the "MRT property"). The aggregate price payable of US$11,700,000 is due in annual installments on the anniversary date over a nine year option period as follows: US$1,333,333 on August 3, 2006, US$1,333,333 on August 3, 2007 and August 3, 2008, US$250,000 and August 3, 2009 US$250,000, and US$1,440,000 on each of the 5th through 9th anniversaries. Option payments have been made as per the option agreement.

The Company maintains a cash deposit in the amount of $133,661 (US $100,000), pursuant to an escrow agreement. The amount is being held as security for the fulfillment of obligations in accordance with the above noted option agreement. During the period, the deposit accrued interest of $1,556.

Metallic mineral leases

On December 7, 2006, 27 state metallic mineral leases were assigned to the Company from a Company of which the President and CEO and another Director are major shareholders.

In order to retain its interest in these state leases, the Company must make annual lease payments over the next four years as follows:

2009 - US $37,304; 2010 - US $37,304; 2011 - US $37,304; 2012 - US $45,599

Future Commitments

Estimated lease, option and property acquisition costs related to the Back Forty Project in each of the next four fiscal years are as follows:

2009 - US $396,323; 2010 - US $1,142,323; 2011 - US $1,557,323; 2012 - US $1,565,619

See Note 8 for additional mineral property commitment detail that is included in the above figures.

Honduras

Cedros Property

During 2008, the Company ended its contractual obligation to acquire the Cedros Property. An agreement to acquire title to the Cedros Property had been entered into in 2005. Subject to the satisfactory transfer of title, 1,000,000 common shares had been held in escrow pending transfer. In December 2008, the Company entered into a settlement agreement with First Point Minerals Corp. (the parent of the Honduran company which holds title to the Honduras property interest) that was to transfer the rights to the Property. Under the terms of agreement, the Company cancelled 500,000 of the shares held in escrow and released the balance of the shares to First Point Minerals Corp. The Company has no further rights or obligations with respect to the Cedros Property. In 2007, the Property was fully written down. First Point Minerals Corp. and the Company have one common director.

4. Capital assets:

	2009			2008
	Cost	**Accumulated depreciation**	**Net book value**	Net book value
Land	**$ 503,962**	**$ -**	**$ 503,962**	$ 503,962
Buildings	**528,838**	**63,011**	**465,827**	481,492
Furniture, fixtures and equipment	**29,584**	**5,660**	**23,924**	26,101
	$ 1,062,384	**$ 68,671**	**$ 993,713**	$ 1,011,555

During the period, depreciation amounting to $4,815 was capitalized to mineral property costs.

5. Share capital:

a) Authorized
Unlimited number of common shares

b) Issued
Common shares

	Number of Common Shares		Amount
Issued at December 31, 2005	16,321,170	$	4,923,871
Financing fees	34,312		5,902
Pre RTO Aquila shareholders	16,355,482		4,929,773
Shares issued to JML shareholders for net assets	9,109,286		122,724
Conversion of JML preference shares	1,274,377		-
Broker shares	525,435		121,754
Issued for cash to 2079537 Ontario Ltd. shareholders	10,599,500		2,119,900
Subscription receipts	1,230,000		246,000
Issue of common shares on exercise of warrants for settlement of debt	520,000		87,056
Private placement	15,515,151		25,599,999
Issued for cash / on exercise of options	633,833		190,150
Issued for cash / on exercise of warrants	13,550,247		4,198,442
Fair value of options exercised	-		329,307
Share issue costs	-		(2,362,563)
Issued at December 31, 2006	69,313,311		35,582,542
Issued for cash / on exercise of options	796,167		452,600
Fair value of options exercised	-		428,647
Issue costs	-		(2,078)
Issued at December 31, 2007	70,109,478		36,461,711
Cedros Property settlement (Note 3)	(500,000)		(175,000)
Issued at December 31, 2008	69,609,478		36,286,711
Issued for cash / on exercise of options	20,000		3,000
Reallocation from Contributed Surplus relating to options exercised	-		2,252
Private Placement	12,141,051		2,218,170
Issued at September 30, 2009	81,770,529	$	38,510,133

c) Warrants:

There are no warrants outstanding at the end of the reporting period.

d) Stock-option plan:

The Company maintains a Stock Option Plan (the "Plan") for the benefit of directors, officers, employees, consultants and other service providers of the Company and its subsidiaries in order to assist the Company in attracting, retaining, and motivating such persons by providing them with the opportunity, through stock options to acquire an increased proprietary interest in the Company. Under the Plan, options are non-assignable and may be granted for a term not exceeding five years. The number of common shares that may be reserved for issuance to any one person must not exceed 5% of the outstanding common shares. The exercise price of an option may not be lower than the closing price of the common shares on the TSX, subject to applicable discounts, on the business day immediately proceeding the date the option is granted.

	September 30, 2009	June 2009
Risk-free interest rate	**2.62%**	1.92%
Expected life	**5 years**	5 years
Price volatility	**115%**	115%
Dividend yield	**NIL**	NIL

A summary of the status of the Company's stock option plan as of September 30, 2009 and June 2009, and changes during the period are presented below:

	September 30, 2009		June 30 2009	
	Options	Weighted average exercise price	Options	Weighted average exercise price
Outstanding at beginning of the period	**6,525,000**	**0.85**	6,375,000	$ 0.85
Exercised	**(20,000)**	**0.15**	-	-
Expired	**-**	**-**	-	-
Granted	**150,000**	**0.30**	150,000	-
Outstanding at end of the period	**6,655,000**	**0.79**	6,525,000	$ 0.85

The following summarizes information on the stock options outstanding at September 30, 2009:

Weighted average exercise price	$ 0.79
Options outstanding as at September 30, 2009	6,655,000
Remaining contractual life	2.92 years
Options exercisable as at September 30, 2009	6,655,000

e) Escrowed shares

As at September 30, 2009 and December 31, 2008, there were no shares held in escrow.

6. Contributed surplus:

		September 30, 2009		June 30, 2009
Balance beginning of the period	**$**	**4,739,130**	$	4,739,130
Stock-based compensation cost		**27,179**		-
Fair value of stock options exercised		**(2,252)**		-
Balance end of the period	**$**	**4,764,057**	$	4,739,130

7. Related party transactions:

For the quarter ended September 30, 2009 management fees amounting to $9,375 (2008 - $18,750) were charged by a company controlled by the CFO and a director of the Company. As at September 30, 2009 accounts payable includes $6,250 (2008-$7,120) owing to this related party.

During the quarter ended, September 30, 2009 the President and CEO, and related individuals received remuneration consisting of management fees and salaries. Total remuneration for the quarter ended September 30, 2009 was $61,123 (2008-US$56,485).

During the quarter ended September 30, 2009 $62,663 (2008 - US $79,420) was charged in the operations at the Back Forty Project by a geological consulting company of which the President and CEO and another director are major shareholders. A management fee calculated on a percentage of wages payable was included in the amount charged by the geological consulting company to the Company. As at September 30, 2009 accounts payable includes $NIL owing to this related party.

During the quarter, the Company was charged Directors' fees totaling $NIL (2008 - $24,000) by non-executive directors. Accounts payable includes $NIL (2008- $NIL) owing to these related parties.

During the quarter, the Company was charged legal fees totaling $60,802 (2008-$13,890) by a law firm whose partner is an officer of the Company. As at September 30, 2009 accounts payable includes $6,025 due to this related party.

During the three month period, rental expenditures in the amount of $5,621 (2008-$5,588) were charged by a Company with common directors.

Management believes these transactions are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. Commitments:

Future minimum warehouse lease payments under a non-cancelable lease are as follows:

2009	US $	36,000
2010	US $	48,000
2011	US $	48,000
2012	US $	48,000
2013	US $	32,000

9. Changes in non-cash operating working capital:

		2009		2008
Accounts receivable	**$**	**(192,829)**	$	16,864
Prepaid expenses		**26,288**		33,190
Deposits		**(4,566)**		4,437
Accounts payable and accrued liabilities		**(110,142)**		(614,487)
	$	**(281,249)**	$	(559,996)

10. Capital management:

The Company considers its capital to include components of shareholders' equity.

The Company's objectives in managing its capital are: to maintain adequate levels of funding to support its expenditures arising from the Company's investments; to safeguard the Company's ability to continue as a going concern in order to pursue the exploration of its properties; to maintain a flexible capital structure for its projects for the benefit of its stakeholders; to maintain corporate and administrative functions necessary to support the Company's operations and corporate functions; and to seek out and acquire new projects of merit.

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

The Company's investment policy is to invest excess cash in low risk, highly liquid, short-term interest bearing investments, selected with regards to the expected timing of upcoming expenditures.

The Company expects its current capital resources will be sufficient to carry out its exploration plans, operation plans and operations through its current operating period.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable.

There were no changes in the Company's approach to capital management during the period ended September 30, 2009.

11. Financial instruments:

Fair value

The Company has determined the estimated fair value of its financial instruments based on estimates and assumptions. The actual results may differ from those estimates and the use of different assumptions or methodologies may have a material effect on the estimated fair value amounts.

The fair value of cash and cash equivalents, accounts receivable and accounts payable and accrued liabilities are comparable to their carrying value due to the relatively short period to maturity of these instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

The Company's credit risk is primarily attributable to short-term investments and receivables included in current assets. The Company has no material concentration of credit risk arising from operations. Cash and cash equivalents consist of bank deposits and money market funds holding Banker's Acceptances, which have been invested with or purchased from a company controlled by a Canadian Chartered bank, from which management believes the risk of loss to be remote. Other credit risk primarily consists of GST receivable. Management believes that the credit risk concentration with respect to receivables is remote.

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, 2009, the Company had cash and cash equivalents of $1,958,296 (2008 - $3,656,286) to settle accounts payable and accrued liabilities of $101,487 (2008 - $304,898). The ability of the Company to continue to pursue its exploration activities is dependant on its ability to secure additional equity or other financing. The Company has longer term financial commitments which exceeded its cash and cash equivalents at September 30, 2009.

Market risk

(a) Interest rate risk

The Company has cash and cash equivalents bearing fixed interest rates and no interest bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

(b) Foreign currency risk

The Company is exposed to currency risk arising from fluctuations in foreign exchange rates. The Company raises funds from equity financing primarily in Canadian dollars and pays for a significant amount of expenditures relating to its mineral property interests in U.S. dollars.

(c) Commodity price risk

The Company is exposed to price risk with respect to commodity prices. Changes in commodity prices will impact the economics of development of the Company's mineral properties. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

As at September 30, 2009, the carrying value amounts of the Company's financial instruments approximates their fair value.

At September 30, 2009, the Company is exposed to currency risk through the following financial assets and liabilities denominated in U.S. dollars:

	September 30, **2009**	2008
Cash and cash equivalents	**$ 65,873**	$ 494,951
Accounts payable and accrued liabilities	**(76,390)**	(56,197)
	$ (10,517)	$ 438,754

Based on the above net exposures as at September 30, 2009, and assuming that all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar against the U.S. dollar would result in an increase or decrease of approximately $(1,052) (2008 - $43,875) in the Company's net loss.

Price risk is remote since the Company is currently not a revenue producing entity.

Limitations of sensitivity analysis

The above analysis demonstrates the effect of a change in foreign currency rates in isolation. In reality, there is a correlation between two factors. Additionally, the financial position of the Company may vary at the time that a change in either of these factors occurs, causing the impact on the Company's results to differ from that shown above.

12. Supplemental cash flow information:

Non-cash activities were as follows:

	2009
Depreciation capitalized to resource properties	$ 13,419

13. Subsequent events:

Drilling has begun at the project as well as ongoing scoping, geotechnical drilling and pump test studies.

On November 10, 2009 the Board approved the issuance of a total of 1,250,000 incentive stock options exercisable at a price of $0.25. The term of the options are five years vesting over the next two years. The stock options are granted to management, employees and directors of the Company.