

Silver Dragon Resources Inc.
Form 10-Q
November 10, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q

Q QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended: September 30, 2008

or

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 0-29657

SILVER DRAGON RESOURCES INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation or organization)

33-0727323

(I.R.S. Employer Identification No.)

**5160 Yonge Street, Suite 803
Toronto, Ontario, M2N 6L9**

(Address of principal executive offices) (Zip Code)

(416) 223-8500

(Issuer's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes **Q** No **£**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer **£**

Accelerated filer **£**

Non-accelerated filer **£**

Smaller reporting company

Q

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDS DURING THE PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13, or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes No

APPLICABLE TO CORPORATE ISSUERS:

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: The issuer had 83,353,488 shares of its Common Stock, \$0.0001 par value, as of November 7, 2008.

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SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE NINE MONTH PERIODS ENDED SEPTEMBER 30, 2008 and 2007

(UNAUDITED)

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SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
Condensed Consolidated Balance Sheets
(Unaudited)

	September 30 2008	December 31 2007
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 3,067,883	193,138
Other receivables, net (note 5)	9,849	104,217
Current portion of deferred expenses	856,944	1,394,690
Total Current Assets	3,934,676	1,692,045
Restricted Cash (note 6)	44,205	41,217
Deferred Expenses	216,177	548,435
Plant and Equipment, net (note 7)	765,217	813,958
Mineral Rights (note 8)	9,176,897	9,076,897
Deferred Offering Cost	-	25,219
Total Assets	\$ 14,137,172	12,197,771
LIABILITIES		
Current Liabilities		
Accounts payable	1,210,632	1,258,623
Accrued liabilities	31,881	244,421
Loans payable	-	250,000
Due to related parties (note 9)	46,157	471,625
Security deposits (note 10)	5,238,299	-
Total Liabilities	6,526,969	2,224,669
Minority Interest	-	-
Commitments and Contingencies (note 13)		
STOCKHOLDERS' EQUITY		
Capital Stock (note 11)		
Preferred stock, \$0.0001 par value, 20,000,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.0001 par value, 150,000,000 shares authorized 83,353,488 shares issued and outstanding (2007 69,545,988 issued and outstanding)	8,336	6,955
Additional Paid-in Capital (note 11)	34,624,403	32,183,963
Stock Subscriptions	(117,500)	115,000
Deficit Accumulated During the Exploration Stage	(26,877,242)	(22,313,113)
Accumulated Comprehensive Loss	(27,794)	(19,703)
Stockholders' Equity	7,610,203	9,973,102
Total Liabilities and Stockholders' Equity	\$ 14,137,172	12,197,771

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

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

Condensed Consolidated Statements of Operations and Comprehensive Loss
For the Three and Nine-Month Periods Ended September 30, 2008 and 2007, and
Cumulative for the Period from June 15, 1996 [date of inception]
Through September 30, 2008
(Unaudited)

	For the three-month periods ended		For the nine-month periods ended [date of inception]		
	September 30	September 30	September 30	September 30	For the period from June 15, 1996 through Sept 30, 2008
	2008	2007	2008	2007	2008
Revenues	\$ -	\$ -	\$ -	\$ -	\$ 64,888
Cost of Revenues	-	-	-	-	74,482
Gross Loss	-	-	-	-	(9,594)
Operating Expenses					
General and administrative	1,124,491	2,712,921	3,086,099	5,740,635	19,424,875
Exploration	450,583	1,239,597	1,478,030	2,807,553	6,717,707
Development (non-mining)	-	-	-	-	60,000
Total Operating Expenses	1,575,074	3,952,518	4,564,129	8,548,188	26,202,582
Loss From Continuing Operations	(1,575,074)	(3,952,518)	(4,564,129)	(8,548,188)	(26,212,176)
Other Income (Expenses)					
Interest expense	-	(7,196)	-	(7,196)	(36,517)
Interest income related parties	-	-	-	-	15,905
Interest expense - related parties	-	-	-	-	(24,346)
Settlement with Cyper Entertainment, Inc.	-	-	-	-	(80,000)
Loss on disposal of asset	-	-	-	-	(15,371)

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Loss on investment	-	-	-	-	(61,240)
Loss on sale of marketable securities	-	-	-	-	(389,365)
Other income (expense)	-	(1,751)	-	-	(24,398)
Total Other Income (Expenses)	-	(8,947)	-	(7,196)	(615,332)

Net Loss Before Income Tax	\$ (1,575,074)	\$ (3,961,465)	\$ (4,564,129)	\$ (8,555,384)	\$ (26,827,508)
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The accompanying notes are an integral part of these interim condensed consolidated financial statements.

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

Condensed Consolidated Statements of Operations and Comprehensive Loss
For the Three and Nine-Month Periods Ended September 30, 2008 and 2007, and
Cumulative for the Period from June 15, 1996 [date of inception]
Through September 30, 2008 (cont'd)
(Unaudited)

	For the three-month periods ended		For the nine-month periods ended		For the period from June 15, 1996 [date of inception] through Sept 30, 2008
	September 30 2008	September 30 2007	September 30 2008	September 30 2007	
Net Loss Before Income Tax (carried forward)	\$ (1,575,074)	\$ (3,961,465)	\$ (4,564,129)	\$ (8,555,384)	\$ (26,827,508)
Provision for Income Taxes					
Current	-	-	-	-	-
Deferred	-	-	-	-	-
Net Loss From Continuing Operations, After Tax	(1,575,074)	(3,961,465)	(4,564,129)	(8,555,384)	(26,827,508)
Minority Interest	-	-	-	4,241	253,021
Loss From Discontinued Operations					
Loss from discontinued operations (net of tax)	-	-	-	-	(302,755)
Net Loss From Discontinued Operations	-	-	-	-	(302,755)
Net Loss	(1,575,074)	(3,961,465)	(4,564,129)	(8,551,143)	(26,877,242)

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Foreign exchange adjustment	(24,799)	41,689	(8,091)	(469)	(27,794)
Comprehensive Loss	\$ (1,599,873)	\$ (3,919,776)	\$ (4,572,220)	\$ (8,551,612)	\$ (26,905,036)
Net loss per common share basic and diluted	\$ (0.02)	\$ (0.06)	\$ (0.06)	\$ (0.13)	
Net loss on continuing operations per common share basic and diluted	\$ (0.02)	\$ (0.06)	\$ (0.06)	\$ (0.13)	
Weighted average number of common shares outstanding basic and diluted	80,430,843	65,622,031	74,142,566	63,542,309	

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

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
Condensed Consolidated Statements of Cash Flows
For the Nine-Month Periods Ended September 30, 2008 and 2007, and
Cumulative for the Period from June 15, 1996 [date of inception]
Through September 30, 2008
(Unaudited)

	September 30 2008	September 30 2007	For the period from June 15, 1996 [date of inception] through Sept 30, 2008
Cash Flows from Operating Activities			
Net loss from continuing operations	\$ (4,564,129)	\$ (8,551,143)	\$ (26,877,242)
Net loss from discontinued operations	-	-	302,755
Net loss	(4,564,129)	(8,551,143)	(26,574,487)
Adjustments for:			
Depreciation	129,606	64,201	301,508
Settlement of debt, net	233,333	-	214,281
Shares issued for services	948,254	1,970,064	6,758,271
Warrants and options issued for services	126,800	-	1,867,527
Minority interest	-	(4,241)	(253,021)
Settlement of Cyper reverse acquisition	-	-	80,000
Write-down of assets	-	-	42,253
Write-down of inventory	-	-	19,169
Impairment of investment	-	-	61,240
Stock-based Compensation	-	1,970,064	-
Changes in non-cash working capital:			
Other receivables	103,761	187,407	(15,845)
Deferred expenses	-	50,000	(126,412)
Accounts payable	(162,721)	736,598	1,189,672
Accrued liabilities	(233,695)	701,825	(20,109)
Accrued officer compensation	-	-	709,500
Inventories	-	-	(28,510)
Net Cash Used in Operating Activities	(3,418,791)	(4,845,289)	(15,774,963)

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

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

Consolidated Statements of Cash Flows

For the Nine-Month Periods Ended September 30, 2008 and 2007, and
Cumulative for the Period from June 15, 1996 [date of inception]

Through September 30, 2008 (cont'd)

(Unaudited)

	September 30	September 30	For the period from June 15, 1996 [date of inception] through Sept 30, 2008
	2008	2007	2008
Cash Flows from Investing Activities			
Investments in mineral rights	-	(100,000)	(1,554,877)
Acquisition of plant and equipment	(62,463)	(198,045)	(1,034,491)
Investment in other	-	-	(21,221)
Proceeds from sale of equipment	-	-	500
Net Cash Used in Investing Activities	(62,463)	(298,045)	(2,610,089)
Cash Flows from Financing Activities			
Proceeds from issuance of common stock & warrants	1,477,500	1,493,000	15,946,016
Share issuance costs	(6,563)	(35,000)	(116,563)
Purchase of treasury shares	-	-	(392,830)
Deferred offering costs	25,219	-	-
Related party advances	415,177	9,186	895,988
Repayments of related party advances	(540,645)	-	(679,722)
Loans received	10,000	250,000	260,000
Repayments of loans received	(260,000)	-	(260,000)
Security deposits received	5,238,299	-	5,238,299
Restricted cash	(2,988)	-	(44,205)
Minority interest	-	-	253,021
Payment of notes payable	-	-	3,581
Proceeds from issuance of notes payable	-	-	(21,507)
Advances payable related party	-	-	245,649
Bank indebtedness	-	-	460
Proceeds from subscriptions receivables, net	-	(50,000)	124,748
Related party loans received	-	578,109	-
Net Cash Provided by Financing Activities	6,355,999	2,245,295	21,452,935
Effect of Change in Foreign Exchange	-	(469)	-
Change in Cash and Cash Equivalents	2,874,745	2,898,508	3,067,883

Cash and Cash Equivalents - beginning of period	193,138	2,920,592	-
Cash and Cash Equivalents - end of period	\$ 3,067,883	\$ 22,084	\$ 3,067,883

Represented by:

Cash	\$ 3,067,883	\$ 22,084	\$ 3,067,883
Cash equivalents	-	-	-
	\$ 3,067,883	\$ 22,084	\$ 3,067,883

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

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

Notes to the Condensed Consolidated Financial Statements

September 30, 2008 and 2007

(Unaudited)

1

Nature of Business and Basis of Presentation

Silver Dragon Resources Inc. ("SDR"), a Delaware corporation, was incorporated on May 9, 1996. SDR is headquartered in Ontario, Canada and operates primarily in Mexico and China. On June 15, 1996, SDR acquired all of the outstanding stock of California Electric Automobile Co., Inc. ("CEAC"), a California corporation incorporated on November 14, 1995.

SDR and its subsidiaries (the "Company") are in the exploration stage as defined by Financial Accounting Standards Board's ("FASB") Statement of Financial Accounting Standards ("SFAS") No.7. "Accounting and Reporting For Development Stage Enterprises." As of September 30, 2008, the Company has generated minimal sales and has devoted its efforts primarily to developing its products, implementing its business strategy and raising working capital through equity financing or short-term borrowings.

The Company's mission is to acquire and develop a portfolio of silver properties in proven silver districts globally.

The accompanying condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America ("US GAAP") for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by US GAAP for complete financial statements. In the opinion of the Company's management, all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine-month period ended September 30, 2008 are not necessarily indicative of the results that may be expected for the full fiscal year ending December 31, 2008. The accompanying consolidated financial statements should be read in conjunction with the audited consolidated financial statements of the Company for the fiscal year ended December 31, 2007.

2.

Going Concern and Exploration Stage Activities

The accompanying condensed consolidated financial statements have been prepared in accordance with US GAAP with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. The Company incurred a net loss of \$4,564,129 for the nine months ended September 30, 2008 (2007 \$26,877,242) and has accumulated losses since inception of \$26,568,909. The Company's continuation as a going concern is uncertain and dependant on successfully bringing its product to market, achieving future profitable operations and obtaining additional sources of financing to sustain its operations. In the event the Company cannot obtain the necessary funds, it will be necessary to delay, curtail or cancel the further exploration of its products and services. The Company is currently in discussions with several parties in an attempt to raise debt and/or equity and is considering monetizing certain assets to increase general working capital, finance existing obligations, and fund future exploration programs. There can be no assurance the Company can successfully raise monies, and these matters raise some doubt about the Company's ability to continue as a going concern.

The accompanying condensed consolidated financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the possible inability of the Company to continue as a going concern.

3.

Recent Accounting Pronouncements

In April 2008, FASB issued FASB Staff Position ("FSP") SFAS No. 142-3, "Determination of the Useful Life of Intangible Assets" ("FSP SFAS No. 142-3"). FSP SFAS No. 142-3 amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognizable intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142"). The intent of FSP SFAS No. 142-3 is to improve the consistency between the useful life of a recognizable intangible asset under SFAS No. 142 and the period of expected cash flows used to measure the fair value of the asset under SFAS 141(R), "Business Combinations" and other U.S. generally accepted accounting principles. FSP SFAS No. 142-3 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. The requirement for determining useful lives must be applied prospectively to intangible assets acquired after the effective date and the disclosure requirements must be applied prospectively to all intangible assets recognized as of, and subsequent to, the effective date. Early adoption is prohibited. The Company is assessing the potential impact that the adoption of SFAS142-3 could have on its financial position or results of operations.

In May, 2008, FASB issued FSP Accounting Principles Board ("APB") 14-1 "Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)" ("FSP APB 14-1"). FSP APB 14-1 clarifies that convertible debt instruments that may be settled in cash upon conversion (including partial cash settlement) are not addressed by paragraph 12 of APB Opinion No. 14, "Accounting for Convertible Debt and Debt Issued with Stock Purchase Warrants." Additionally, FSP APB 14-1 specifies that issuers of such instruments should separately account for the liability and equity components in a manner that will reflect the entity's nonconvertible debt borrowing rate when interest cost is recognized in subsequent periods. FSP APB 14-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Early adoption is not permitted. The Company is currently reviewing the effect, if any; the proposed guidance will have on its consolidated financial statements.

In May 2008, FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles" ("SFAS 162"). SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles ("GAAP") in the United States (the GAAP hierarchy). SFAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles". The Company is currently reviewing the effect, if any; the proposed guidance will have on its consolidated financial statements.

In June 2008, FASB issued FSP EITF Issue 03-6-1, "Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities" ("FSP EITF 03-6-1"). FSP EITF 03-6-1 addresses whether instruments granted in share-based payment transactions are participating securities prior to vesting and, therefore, need to be included in the earnings allocation in computing earnings per share under the two-class method described in paragraphs 60 and 61 of SFAS No. 128, "Earnings per Share". FSP EITF 03-6-1 is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those years. The Company is currently reviewing the effect, if any; the proposed guidance will have on its consolidated financial statements.

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

Notes to the Condensed Consolidated Financial Statements
September 30, 2008 and 2007
(Unaudited)

3.

Recent Accounting Pronouncements

(cont'd)

In September 2008, FASB issued FSP SFAS 133-1 and FIN 45-4, "Disclosures about Credit Derivatives and Certain Guarantees: An Amendment of FASB Statement No. 133 and FASB Interpretation No. 45; and Clarification of the Effective Date of FASB Statement No. 161" ("FSP SFAS 133-1 and FIN 45-4"). FSP SFAS 133-1 and FIN 45-4 amends FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities", to require disclosures by sellers of credit derivatives, including credit derivatives embedded in a hybrid instrument. FSP SFAS 133-1 and FIN 45-4 also amends FASB Interpretation No. 45, "Guarantors Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others", to require an additional disclosure about the current status of the payment/performance risk of a guarantee. Further, FSP SFAS 133-1 and FIN 45-4 clarifies the Board's intent about the effective date of FASB Statement No. 161, "Disclosures about Derivative Instruments and Hedging Activities". FSP SFAS 133-1 and FIN 45-4 is effective for reporting periods (annual or interim) ending after November 15, 2008. The adoption of FSP SFAS 133-1 and FIN 45-4 will have no impact on the Company's consolidated financial statements.

In October 2008, FASB issued FSP SFAS 157-3, "Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active" ("FSP SFAS 157-3"). FSP SFAS 157-3 clarifies the application of FASB Statement No. 157, "Fair Value Measurements", in a market that is not active and provides an example to illustrate key considerations in determining the fair value of a financial asset when the market for that financial asset is not active. FSP SFAS 157-3 is effective upon issuance, including prior periods for which financial statements have not been issued. The Company is currently reviewing the effect, if any; the proposed guidance will have on the Company's consolidated financial statements.

4.

Fair Value Measurements

Effective January 1, 2008, the Company adopted SFAS 157, except as it applies to the nonfinancial assets and nonfinancial liabilities subject to FSP SFAS 157-2. SFAS 157 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or a liability. As a basis for considering such assumptions, SFAS 157 establishes a three-tier value hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value:

Level 1 - Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - Include other inputs that are directly or indirectly observable in the marketplace.

Level 3 - Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy also requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

Cash and cash equivalents, restricted cash (level 1), other receivables, accounts payable, accrued liabilities, revenue, loans payable, security deposits, and due to related parties (level 2) are reflected in the consolidated balance sheets at carrying value, which approximates fair value due to the short-term nature of these instruments.

5.

Other Receivables

Other receivables are net of an allowance for doubtful accounts of \$217,149 (2007 - \$254,436). The allowance for doubtful accounts was determined based on management's best estimate of the collectability of the receivables.

6.

Restricted Cash

Restricted cash consists of a mandatory deposit held as security under workers' safety provisions of the People's Republic of China. The Company can withdraw the interest; however the principal will remain on deposit for the duration of the life of the mining property.

7.

Plant and Equipment, net

	Cost	Accumulated Depreciation	September 30, 2008 Net book value	December 31, 2007 Net book value
Computer hardware	\$ 163,520	\$ 85,877	\$ 77,643	\$ 80,477
Computer software	45,122	-	45,122	45,122
Vehicles	238,700	96,898	141,802	109,334
Office equipment	69,915	19,700	50,215	59,561
Mine equipment	350,130	91,985	258,145	305,701
Buildings	47,346	3,346	44,000	39,303
Leasehold improvements	195,667	47,377	148,290	174,459
	\$ 1,110,400	\$ 345,183	\$ 765,217	\$ 813,958

The Company did not claim any depreciation on the computer software as it has not been placed in service.

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

Notes to the Condensed Consolidated Financial Statements

September 30, 2008 and 2007

(Unaudited)

8.

Mineral Rights

	Sino-Top China	Cerro Las Minitas Mexico	Total
Balance, December 31, 2007	\$ 6,131,052	\$ 2,945,845	\$ 9,076,897
Expenditures during the period	-	100,000	100,000
Balance, September 30, 2008	\$ 6,131,052	\$ 3,045,845	\$ 9,176,897

Cerros Las Minitas, Mexico

The consideration payable to Minera Real Victoria, S.A. De C.V. ("Minera") for the assignment of mining and exploration rights consisted of \$400,000 and the issuance of 2,000,000 restricted common stock of the Company valued at \$1,372,000. In accordance with the terms of the agreement with Minera \$200,000 was paid in 2006; \$100,000 was due and paid in March 2007; and the final installment of \$100,000 was due for payment on March 8, 2008. As of September 30, 2008, the amount due for payment remained outstanding.

The consideration paid by Silver Dragon Mexico to Silvia Villasenor Haro, for consenting to the assignment of rights from Minera, was \$50,000. In addition, the exploration rights agreement was amended as follows:

i)

The consideration to be paid to the owner for granting the exploration rights shall be \$1.50 per ton of economic ore that is extracted from the mine, due and payable monthly, effective six months from the date of execution of the agreement, at a guaranteed minimum of \$3,500 per month regardless of ore extraction.

The Company is currently in negotiations with Silvia Villasenor Haro to purchase the Puro Corazon concession and is no longer committed to pay any guaranteed payments since the last payment made to the above.

ii)

Silver Dragon Mexico has the option to purchase the Puro Corazon concession and the price shall be \$2,000,000 if exercised within three years, or \$3,000,000 if exercised within five years, from March 2, 2006, the date of execution of the agreement of consent to assignment of rights.

9.

Related Party Transactions and Balances

Due to related parties consists of the following:

	September 30, 2008	December 31, 2007
Unpaid Remuneration	\$ 46,157	\$ 36,000

Loans payable	-	435,625
Balance	\$ 46,157	\$ 471,625

Loans from directors or companies controlled by directors in the amount of \$Nil (2007 - \$435,625) were unsecured, non-interest bearing and had no fixed terms of repayment and have been repaid.

During the nine month period ended September 30, 2008, the Company incurred \$231,000 (2007 - \$162,000) in management fees payable to a company controlled by a director for services rendered other than in his capacity as director.

During the nine month period ended September 30, 2008, the Company incurred \$34,157 (2007 \$ Nil) in fees payable to a director for services rendered other than in their capacity as director. There also remains \$12,000 in fees payable to the director from 2007, for a total of \$46,157 in fees payable to the director.

During the nine month period ended September 30, 2008, the Company incurred \$30,000 (2007 \$ Nil) in fees payable to a director for services rendered in their capacity as a director.

During the nine month period ended September 30, 2008, the Company issued 200,000 restricted shares of the Company's stock to a director of the Company for services performed as director. The director also received 500,000 options to purchase shares of the Company's stock at a per share purchase price of \$0.23, exercisable for a period of two years from June 18, 2008.

10.

Security Deposits

The security deposits in the amount of \$5,238,299 (2007 - \$ Nil) were made by the Exploration Unit of North China Nonferrous Geological Exploration Bureau, also known as Huaguan Industrial Corp. ("HIC") as part of an agreement that was signed by and between the Company and HIC, of which further details can be found below. The deposits are unsecured, non-interest bearing and have no specified terms of repayment.

The Company and HIC have signed an equity transfer contract ("Definitive Agreement") outlining three transactions:

1)

HIC has acquired 50% in addition to its previous 10% of the equity interest in Sino-Top, not including the Erbahuo property, from the Company in exchange for Chinese Yuan ("RMB") 30 million (approximately USD\$4.4 million). HIC and the Company hold equity interest of 60% and 40%, respectively, in Sino-Top, whose assets now mainly consist of eight exploration properties. With respect to Erbahuo, the ninth exploration property controlled by Sino-Top, it will be 70% owned by the Company and 30% by HIC. Although all of the funds have been received it has been recorded as a security deposit as the Company has not yet received government approval of the Definitive Agreement.

SILVER DRAGON RESOURCES INC. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)

Notes to the Condensed Consolidated Financial Statements

September 30, 2008 and 2007

(Unaudited)

10.

Security Deposits

(cont d)

2)

A shareholder designated by HIC acquired in a private placement \$1 million of restricted common shares of the Company at a purchase price of \$0.15 per share with no warrants attached. All of the said funds have been received.

3)

Under terms of the Definitive Agreement, HIC, or an entity designated by HIC, agrees to acquire in a private placement, 30% equity interest in the Company through the purchase of restricted common shares of the Company at a purchase price of \$0.25 per share currently totaling \$8.9 million based on the 83,353,488 shares currently outstanding and will be restricted from trading said shares for three years. There will be no warrants attached to the private placement and it will be funded upon government approval.

The proceeds will be used to further develop the Company's properties in China and Mexico. All proceeds and expenses from the new venture will be shared between HIC and the Company proportionate to their respective equity interests.

11.

Capital Stock

Stock Issuances	Common Stock		Additional Paid-in Capital	Deficit	Accumulated Stock Subscriptions	Accumulated Comprehensive Loss	Total Stockholders Equity
	Number of Shares	Amount		During the Exploration Stage			
Balance, December 31, 2007	69,545,988	\$ 6,955	32,183,963	\$ (22,313,113)	\$ 115,000	\$ (19,703)	\$ 9,973,102
Shares issued for cash	8,349,167	835	1,141,023	-	-	-	1,141,858
Shares issued for settlement	2,833,333	283	398,050	-	(165,000)	-	-233,333
Shares issued for services	50,000	5	9,995	-	-	-	10,000
Shares issued for compensation	875,000	88	135,663	-	-	-	135,751
Shares issued for settlement of due to related parties	1,200,000	120	107,880	-	-	-	108,000
Shares issued for cash pursuant to exercise of warrants	500,000	50	74,950	-	-	-	75,000
Warrants issued for cash	-	-	260,642	-	-	-	260,642

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Warrants issued for settlement of due to related parties	-	-	192,000	-	-	-	192,000
Warrants issued for services	-	-	44,600	-	-	-	44,600
Options issued for services	-	-	82,200	-	-	-	82,200
Share issuance costs	-	-	(6,563)	-	-	-	(6,563)
Shares to be returned	-	-	-	-	(67,500)	-	(67,500)
Other comprehensive loss	-	-	-	-	-	(8,091)	(8,091)
Net loss, nine month period ended September 30, 2008	-	-	-	(4,564,129)	-	-	(4,564,129)

Balance, September 30, 2008 83,353,488 \$ 8,336 \$ 34,624,403 \$ (26,877,242) \$ (117,500) \$ (27,794) 7,610,203

On January 18, 2008 the Company engaged the services of a consultant for a term of twelve months and issued 100,000 options, for a fair value of \$43,000, to purchase one common share per option of the Company at an exercise price of \$0.62 at any time within three years from the date of the agreement.

On February 26, 2008 the Company issued 30,000 share purchase warrants to an individual for services rendered in connection with a private placement, for a fair value of \$9,000. The warrants are exercisable at any time during a two year period from February 26, 2008 to purchase 30,000 shares at \$0.60 per share.

On February 27, 2008 the Company closed a private placement totaling 120,000 units at \$0.50 per unit for gross proceeds of \$60,000. Each unit consists of one common share and one one-half \$0.60 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

On February 28, 2008 the Company issued 333,333 shares of the Company's restricted common stock to a company in settlement of a Preliminary Injunction. As part of the settlement, the per share purchase price of each of the 250,000 Class A and 250,000 Class B warrants held by the company were reduced to \$0.15, on July 10, 2008, from \$2.00 and \$5.00, respectively.

In April 2008 the Company closed private placements totaling 900,000 units at \$0.25 per unit for gross proceeds of \$225,000. Each unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

On April 1, 2008 the Company requested that 250,000 restricted shares of the Company's stock, that were initially issued on August 17, 2007, be returned and cancelled due to non-performance of contract terms.

On April 18, 2008, the Company issued 1,200,000 units of the capital of the Company to a company controlled by a director as consideration for the conversion of loans payable in the amount of \$300,000. Each \$0.25 unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from April 18, 2008.

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Notes to the Condensed Consolidated Financial Statements
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(Unaudited)

11.

Capital Stock

(cont'd)

On April 29, 2008 the Company closed a private placement totaling 166,667 units at \$0.15 per unit for gross proceeds of \$25,000. Each unit consists of one common share and one \$0.40 per share purchase warrant and one \$0.50 per share purchase warrant exercisable within a one and two year period, respectively, from the date of the closing of the private placement.

On May 1, 2008 the Company issued 25,000 of the Company's restricted common stock to an individual, pursuant to a one-year accounting services contract for fair value of \$5,000.

On May 6, 2008 the Company closed a private placement totaling 250,000 units at \$0.20 per unit for gross proceeds of \$50,000. Each unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

In May 2008 the Company closed further private placements totaling 112,500 units at \$0.20 per unit for gross proceeds of \$22,500. Each unit consists of one common share and one \$0.40 per share purchase warrant and one \$0.50 per share purchase warrant exercisable within a one and two year period, respectively, from the date of the closing of the private placement.

On June 2, 2008 the Company closed a private placement totaling 133,333 units at \$0.15 per unit for gross proceeds of \$20,000. Each unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

On June 2, 2008 the Company issued 150,000 shares of the Company's restricted common stock to a company, pursuant to a consulting services contract dated June 2, 2008, for fair value of \$30,000. The shares were subsequently cancelled on July 16, 2008 due to non-performance of contract terms.

On June 19, 2008 the Company issued 50,000 shares of the Company's restricted common stock to an individual, pursuant to an administrative services contract dated June 1, 2008, for fair value of \$10,000.

On July 10, 2008, Alpha Capital Anstalt ("Alpha") and the Company entered into a Settlement Agreement and Release (the "Settlement Agreement") whereby all claims and disputes between the parties relating to the pending litigation were resolved and all agreements between the parties are to terminate - in accordance with the terms of the Settlement Agreement. Additionally, in accordance with the terms of the Settlement Agreement, the Company issued 2,946,734 free trading (shares which include the exercise of the 250,000 Class A and 250,000 Class B warrants at \$0.15 per warrant) and 53,266 restricted shares of the Company's stock and paid \$100,000 of Alpha's legal fees.

On July 23, 2008 the Company issued 200,000 restricted shares of the Company's stock to a director of the Company for services performed as director. The director also received 500,000 options to purchase shares of the Company's stock at a per share purchase price of \$0.23, exercisable for a period of two years from June 18, 2008.

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On July 23, 2008 the Company issued share purchase warrants to an employee of a subsidiary of the Company to purchase 20,000 shares of the Company's restricted stock at a per share purchase price of \$0.25, exercisable for a period of two years.

On July 29, 2008 the Company closed a private placement totaling 6,666,667 shares of the Company's restricted common stock at \$0.15 per share for gross proceeds of \$1,000,000.

On September 1, 2008 the Company issued 150,000 shares of the Company's restricted common stock to an individual, pursuant to a consulting agreement dated September 1, 2008 to provide investor relations and information technology services, for fair value of \$23,250.

On September 1, 2008 the Company issued 500,000 shares of the Company's restricted common stock to an individual, pursuant to a consulting agreement dated September 1, 2008, for fair value of \$77,500.

Warrants

As at September 30, 2008, 14,070,667 warrants were outstanding, having an exercise price between \$0.25 and \$5.00 per share with an average remaining contractual life of 1.34 years.

	Number of average exercise warrants	Weighted price
Balance, December 31, 2007	14,969,000	\$2.87
Issued during the nine month period	3,151,667	0.49
Exercised during the nine month period	(500,000)	0.15
Forfeitures during the nine month period	-	-
Expired during the nine month period	(3,550,000)	3.50
Balance, September 30, 2008	14,070,667	\$2.27

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Notes to the Condensed Consolidated Financial Statements
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11.

Capital Stock

(cont'd)

As at September 30, 2008 the range of exercise prices of the outstanding warrants were as follows:

Range of exercise prices	Number of warrants	Average remaining contractual life	Weighted average exercise price
\$0.25 - \$1.00	4,646,667	2.26 years	\$0.57
\$1.01 - \$2.00	5,262,000	1.12 years	\$1.79
\$2.01 - \$5.00	4,162,000	0.60 years	\$4.78

During the nine month period ended September 30, 2008, 50,000 share purchase warrants, exercisable at prices between \$0.25 and \$0.60 expiring two years from their respective date of issuance were issued to a consultant and an employee of a subsidiary of the Company. These warrants were valued using the Black-Scholes model, using key assumptions of volatility between 115.65% and 124.82%, risk-free interest rates between 2.04% and 2.81%, a term life equivalent to the life of the warrants, and reinvestment of all dividends in the Company of zero percent.

Warrants were valued using the Black-Scholes model, using the weighted average key assumptions of volatility of 115.65% - 125.96%, a risk-free interest rate of 1.84% - 2.81%, a term equivalent to the life of the warrant, and reinvestment of all dividends in the Company of zero percent.

Options

As at September 30, 2008, 1,152,000 options were outstanding, having an exercise price between \$0.23 and \$2.50 per share with an average remaining contractual life of 2.70 years.

	Number of options	Weighted average exercise price
Balance, December 31, 2007	552,000	\$1.09
Issued during the nine month period	600,000	0.30
Exercised during the nine month period	-	-
Forfeitures during the nine month period	-	-
Expired during the nine month period	-	-
Balance, September 30, 2008	1,152,000	\$0.68

As at September 30, 2008 the range of exercise prices of the outstanding options were as follows:

Range of exercise prices	Number of options	Average remaining contractual life	Weighted average exercise price
\$0.20 - \$1.00	1,100,000	2.75 years	\$0.59
\$1.01 - \$2.00	-	-	-
\$2.01 - \$5.00	52,000	0.63 years	\$2.50

During the nine month period ended September 30, 2008, 600,000 stock options, exercisable at prices between \$0.23 and \$0.62 with a two and three year periods from their respective grant dates were issued to a consultant and a director of the Company. These options were valued at \$116,200 using the Black-Scholes model, using key assumptions of volatility of between 117.23% and 125.79%, risk-free interest rates of between 2.39% and 2.89%, a term life equivalent to the life of the options, and reinvestment of all dividends in the Company of zero percent.

12.

Consolidated Statements of Cash Flows Supplemental Disclosures

For the nine month period ended September 30, 2008, stock-based compensation and the current portion of deferred expenses amounted to \$1,419,642 (2007 - \$472,048). These amounts are included in the consolidated financial statements as follows:

	September 30, 2008	September 30, 2007
Statement of operations (current portion of deferred expenses)	\$ 124,208	\$ 1,008,246
Statement of operations (stock-based compensation expensed)	1,295,434	1,970,064
	\$ 1,419,642	\$ 2,978,310

For the nine month period ended, September 30, 2008, there were no cash payments for income taxes or interest expense (2007 - \$ Nil).

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Notes to the Condensed Consolidated Financial Statements

September 30, 2008 and 2007

(Unaudited)

13.

Commitments and Contingencies

a) On April 1, 2007, the Company entered into a five year lease agreement for office space with an option to renew for an additional five years. The future minimum commitment under the lease obligations for office premises are as follows:

2008	\$ 11,986
2009	51,937
2010	53,269
2011	53,269
2012	13,317
	\$ 183,778

In addition, the Company is required to pay its proportionate share of realty taxes and certain other occupancy costs under the terms of the lease.

b) On December 28, 2007, a subsidiary of the Company entered into an agreement to fund a scientific research project in China for approximately \$400,000 payable over a three year period commencing January 1, 2008. Of this amount, at September 30, 2008 \$29,218, had been paid and the remainder is no longer committed or payable as the agreement has been terminated.

c) Under the terms of the agreement with Jaime Muguero Pena, the Company purchased 100% interest in 10 mining concessions in consideration for \$450,000 and the issuance of 450,000 restricted common stock of the Company. The agreement also stipulates that the 450,000 common shares issued under the purchase agreement have a minimum value of \$450,000 (\$1.00 per share issued), which therefore obligates the Company to compensate for any shortfall in the share price on disposition.

14.

Subsequent Events

On October 3, 2008, a subsidiary of the Company has entered into an agreement with Mr. Raul Mazatan Calvillo and Ms. Catalina Mazatan Garcia to purchase a floatation mill with an initial production capacity of 50 tonnes per day. The mill is currently located in the Municipality of Chalchihuites, in the Mexican State of Zacatecas. The mill's production capacity can be upgraded as the Company continues to develop its Cerros las Minitas property.

The mill was acquired through a purchase agreement at a price of US\$245,000, including approximately US\$20,000 for delivery and assembly. The subsidiary paid US\$25,000 upon signing, the balance of which is due in six months

15.

Financial Instruments

Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of the financial instruments approximates their carrying values, unless otherwise noted.

The carrying amount of cash and cash equivalents, restricted cash, other receivables, accounts payable, accrued liabilities, bank indebtedness, loans payable, security deposits, and due to related parties, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest risk or currency risk and are fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to financial risk, if any.

Concentration of Credit Risk

SFAS No. 105, "Disclosure of Information About Financial Instruments with Off-Balance-Sheet Risk and Financial Instruments with Concentration of Credit Risk", requires disclosure of any significant off-balance-sheet risk and credit risk concentration. The Company does not have significant off-balance-sheet risk or credit concentration. The Company maintains cash and short-term investments with major financial institutions. From time to time, the Company has funds on deposit with commercial banks that exceed federally insured limits. Management does not consider this to be a significant credit risk as these banks and financial institutions are well-known.

Currency Risk

While the reporting currency is the US Dollar ("USD"), 31% and 8% of consolidated costs and expenses for the nine month period ended September 30, 2008 are denominated in the RMB and Mexican Peso ("MXN"), respectively. As at September 30, 2008, 25% of the assets and less than 1% of the liabilities are denominated in RMB and 2% of the assets and 46% of the liabilities are denominated MXN. The Company is exposed to foreign exchange risk as the results of operations may be affected by fluctuations in the exchange rates between the USD, RMB and the MXN.

The Company has not entered into any hedging transactions in an effort to reduce the exposure to currency risk.

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16.

Segmented Information

As at September 30, 2008	Corporate		China		Mexico		Total
Mineral Rights	\$	-	\$	6,131,052	\$	3,045,845	\$ 9,176,897
Total Assets	\$	1,126,853	\$	9,661,363	\$	3,348,956	\$ 14,137,172
Nine-Month Period Ended September 30, 2008	Corporate		China		Mexico		Total
Revenues	\$	-	\$	-	\$	-	\$ -
Depreciation	\$	38,948	\$	39,187	\$	51,471	\$ 129,606
Net Loss Before Income Tax	\$	(2,796,894)	\$	(1,409,334)	\$	(357,901)	\$ (4,564,129)
As at December 31, 2007	Corporate		China		Mexico		Total
Mineral Rights	\$	-	\$	6,131,052	\$	2,945,845	\$ 9,076,897
Total Assets	\$	2,299,386	\$	6,571,700	\$	3,386,685	\$ 12,197,771
Nine-Month Period Ended September 30, 2007	Corporate		China		Mexico		Total
Revenues	\$	-	\$	-	\$	-	\$ -
Depreciation	\$	20,737	\$	29,583	\$	13,881	\$ 64,201
Net Loss Before Income Tax	\$	(5,386,362)	\$	(1,509,598)	\$	(1,659,424)	\$ (8,555,384)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

CERTAIN FORWARD-LOOKING INFORMATION

Certain statements in this Quarterly Report on Form 10-Q may constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"). Such forward-looking statements involve known and unknown risks, uncertainties, and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements, expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed herein. The words "believe", "expect", "anticipate", "seek" and similar expressions identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date the statement was made. The Company's financial performance and the forward-looking statements contained herein are further qualified by other risks including those set forth from time to time in the documents filed by the Company with the Securities and Exchange Commission, including the Company's most recent Form 10-KSB.

Plan of Operation (all figures stated in US Dollars unless otherwise stated)

Overview.

Our primary objective is to explore for silver minerals and, if warranted, to develop those existing mineral properties. Our secondary objective is to locate, evaluate, and acquire other mineral properties, and to finance our exploration and development through equity financing, by way of joint venture or option agreements or through a combination of both. The Company's primary objective right now is to monetize its assets in order to augment its cash flow and ensure increased value.

Plans for the Year 2008.

China

Our properties in China continue to be drilled and tunneled. A feasibility study has been commissioned and a test operation will be commenced to provide basic data on design, ore dressing and business profits to be used in planning for future large-scale production. Geologic mapping, trenching and drilling work is underway for five of the properties known as Dadi, Saihanaobao, Zhuanxinhu Laopandao and Liangdi. The initial NI 43-101 report on the Erbaohuo property was released on July 17, 2007 the second NI 43-101 commissioned on Laopandao is expected in the first quarter of 2009 with a third NI 43-101 commissioned on Liangdi expected also in the first quarter of 2009.

The NI 43-101 report recommends additional work in the areas of QA, QC, sampling, survey drill hole recovery and additional sample data for both more reliable interpretation and interpolation. The report recommends that the work be carried out in two phases but that the Phase 2 exploration work not be contingent on the results of Phase 1. However Phase 2 will not commence until Phase 1 is completed. The results of Phase 1 will assist the planning of Phase 2 exploration.

Phase 1

Compile all existing geophysical surveys and extend an induced polarization survey over the concession area, replacing any lines from historical exploration that have any doubt. Compile all available data.

Conduct a gravity survey.

Conduct a magnetic survey and process an image using the very latest software. All magnetic data will be DGPS registered and reduced to pole.

Generate a full 3D geological model of the deposit. Such a geological model should help to better understand the morphology of the mineralized lodes and also to assign specific gravity values on the basis of rock types.

Substantially increase the specific gravity determinations database.

Add geology modeling software and plotting facilities at the site office, including 3D modeling and GIS. Compile all existing data. Generate a total station surveyed surface DTM tying in with the existing closed survey station control. Open up the previous workings, ensure sufficient support and use these for underground sampling and drilling. Produce a 3D wire framed model of all old workings.

Integrate detailed geological mapping with multi-spectral Landsat and ultra-detailed imagery from Ikonos satellite imagery. Integrate with IP and gravity survey data. This will add structural and lithological data and will identify zones of alteration. Multi-spectral Landsat and satellite radar imagery can be processed using advanced techniques at the Beijing Institute of Remote Sensing.

Phase 2:

There is additional resource potential for Erbahuo; both along strike and in some areas at depth. It is recommended to carry out additional brownfields exploration to increase the understanding of the geology, and conduct additional drilling. The 3d model indicates that the resource can possibly be extended along strike and is open at depth in some sections. Drilling from surface and possibly from underground should be employed to explore for additional resources at depth and to close the resource along strike. Use the developed 3d models to plan infill drill and other sampling programs. Diamond drilling of 10 holes for 3,000 metres should be planned to infill and target strike and depth resource potential. At least 2 drill holes should twin old holes to check for bias and to determine if historical drilling should be retained in the database or replaced. The cost of drilling is around \$100/metre and for assaying \$60/assay. We intend to ensure international standard drill program supervision and procedures, downhole deviation measurement, depth of drilling versus core run checks and improve core recovery for the drilling. The drillcore must be stored in a core farm. We will follow the exploration program recommended by the NI 43-101 report and revisit the program on a quarterly basis.

Management has decided to discontinue its consideration of the acquisition from Hubei Silver and Cistex of a 60% equity interest in Hubei Silver which holds the exploration and mining rights to the Hubei Silver Mine located in Zhushan County, Shiyan City, Hubei Province, China due to the inability of Hubei Silver to deliver the requisite information necessary for us to conduct our due diligence and confirm the value of Hubei Silver.

Mexico

Our mining and exploitation activities in Mexico are in the exploration stage. We continue exploring the concessions through tunneling, trenching and drifting upon. Our objective is to find new ore bodies and expand the resource of the existing ore bodies. There are currently seven mining shafts, which were used to extract underground ore in the past. We have built a ramp directly to one of the main ore bodies in order to extract the ore daily. An initial NI 43-101 report has been completed and concluded that the exploration done by Silver Dragon Mexico during 2006 indicates that the potential resources inferred there justify the cost of further exploration and development. The cost of this report was approximately \$25,000.

The NI 43-101 report recommends a program of detailed geologic mapping, surface geochemical sampling and ground magnetic sampling to collect the basic geotechnical information that will be necessary to support an effective exploration and development program at Cerro Las Minitas. The program will include geologic mapping of the entire outcropping portion of the Cerro Las Minitas Dome at a scale of 1:2000, with more detailed mapping in areas of special interest, and definition of project stratigraphy in detail from examination of exposures and drill core. Additionally, the program will include reconnaissance geochemical soil and rock sampling and ground magnetic surveying to cover the entire property. This first phase program will include drilling 30 diamond drill holes from surface (4500 meters) to develop oxide resources identified on the property and an additional six diamond drill holes (1200 meters) drilled from underground in the Puro Corazón mine to further develop discoveries of sulfide mineralization made during the 2006 drilling program. The goals of this program are:

1.

To compile a basic database of geotechnical information to support effective exploration at Cerro Las Minitas. All existing data will be incorporated into the database and recorded on maps, data sheets and reports on the various categories of geotechnical information. This geotechnical data will bear heavily on every phase of the Cerro Las Minitas Project and is strongly recommended.

2.

To define, by analysis of geotechnical data collected, the sites on the property that offer the best potential for near-term discovery of near-surface oxide ore. Those discoveries are anticipated to extend downwards into unoxidized sulfide ores. Definition of the most favorable sites for further exploration expenditure will enhance the effectiveness of the Project and hasten its development and is strongly recommended.

3.

To define and develop the inferred oxide resources that has been identified on the property, including drilling, trenching and preliminary metallurgical tests. Oxide resources already identified on the property offer the best potential for near-term, low-cost production from the project and justify this expenditure.

4.

To define and further develop the carbonate replacement Ag-Pb-Zn mineralization that was discovered west of the Puro Corazón mine in 2006. The exploration model suggests that carbonate replacement deposits at Cerro Las Minitas may offer the greatest long-term production potential on the property and justifies this investigation.

We will follow the exploration program recommended by the NI 43-101 report and revisit the program on a quarterly basis. Currently, surface geochemical sampling and geologic mapping are underway to define drill targets in the southwest of the Puro Curazon working and to the southeast of the La Pina-La Bocona workings. In the La Chiva structure in the Puro Corazon workings, work is underway to define grades and tonnages. Vector Engineering has

been commissioned again to update the existing NI 43-101 and is expected to be completed before year end.

We expect the cost of exploration activities, mine development and administration costs in Mexico over the next 12 months to be financed by the sale or processing of ore through the new mill recently acquired. This mill is expected to be fully operational in the first quarter of 2009, producing concentrates and generating revenue through the sale of those concentrates.

Cash Requirements.

We estimate that approximately \$2 million over the next 12 months will be required to fund our anticipated capital requirements and our obligations under the agreements for the concessions in Cerro las Minitas, Mexico and the agreement with Sino-Top, as well as the costs of exploration, mine development and administration. This will be funded from the funds received from our sale of 50% equity interest in Sino-top Resources and Technologies Inc., the existing and further private placement funds received from HIC our state owned joint venture partner in China and the sale of concentrates from our new mill operation in Mexico.

Our agreement with Minera Real Victoria, S.A. de C.V. required us to make a \$100,000 payment on closing along with 2,000,000 common shares in 2006, further payments of \$100,000 on September 11, 2006, and March 14, 2007, as well as one final payment of \$100,000 which was due on March 14, 2008 and still outstanding at November 7, 2008. In addition, we will require additional funds should we choose to purchase the mining concession from Silvia Villasenor Haro.

We have historically satisfied our working capital requirements through the private issuances of equity securities as well as advances from related parties. We will satisfy our capital requirements from the funds received from our sale of 50% equity interest in Sino-top Resources and Technologies Inc., the existing and further private placement funds received from HIC our state owned joint venture partner in China and the sale of concentrates from our new mill operation in Mexico.

Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements or contractual obligations that have had or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that have not been disclosed in our financial statements.

Competitive Factors

The silver mining industry is fragmented, with many silver prospectors and producers, small and large. We do not compete with anyone with respect to our Chinese properties or on the Cerro Las Minitas properties. There is no competition for the exploration or removal of minerals from these properties. We will either find silver on the properties or not. If we do not, we will cease or suspend further investment.

With respect to selling silver, we compete with both existing silver supplies and other silver producers. If the supply of silver exceeds demand in any given period, prices will fall until supply and demand is brought into balance. Many of these companies have substantially greater technical and financial resources than us. Thus we may be at a disadvantage with respect to some of our competitors.

Governmental Approvals and Regulations

Our mineral exploration programs are subject to the regulations of various Chinese and Mexican authorities.

Regulatory Obligations in Mexico

In Mexico, our mining activities are governed by the General Mining Law and the regulations promulgated thereunder.

We obtained initial authorizations and the relevant permits for the exploration of Cerro Las Minitas from the Ministry of Natural Resources (SEMARNAT). The initial authorization from SEMARNAT authorizing us to initiate the excavation of the soil on Cerro Las Minitas was issued in 2006. The excavation of soil must be carried out using digger machines, which are registered and authorized by SEMARNAT. Our machines are duly registered and authorized by SEMARNAT.

After the exploration stage, mining activities in Mexico are carried out in accordance with the permit issued by the General Direction of Mining Ministry of Economy under the plan of operations for mining activity submitted by an applicant. Since our current activities in Mexico are in the exploration stage, we have not yet submitted a plan of operations. After receiving confirmation of the existence of minerals, we are required to file an application with the General Direction of Mining of the Ministry of Economy to obtain concession titles for the exploitation of the minerals. As of today, we have obtained sixteen (16) Concession Titles for the Exploitation of Minerals in Cerro Las Minitas, which titles were granted according to the applicable provisions of the General Mining Law. We are further required to obtain additional permits commonly referred to as the Sole Environmental License from SEMARNAT and the National Water Commission (NWC). After we successfully obtain concession titles, we are required to submit annual reports in May of each year, detailing the work performed during the designated year on the properties specified by such concession titles.

Once mining activities commence, we must obtain additional permits and authorizations from the Ministry of Labor to operate special machinery used for the exploration of the Mining Field. Such special machinery includes but are not limited to pressured containers, boilers and other machinery designated for mining that are regulated by various National Official Norms (NOM). We are also required to file reports on safety, hygiene and minimum wage of our workers to the registry of the Labor Commissions as provided under Mexican Federal Labor Law.

Regulatory Obligations in China

Exploration for and exploitation of mineral resources in China is governed by the Mineral Resources Law of the PRC of 1986, amended effective January 1, 1997, and the Implementation Rules for the Mineral Resources Law of the PRC, effective March 26, 1994. In order to further implement these laws, on February 12, 1998 the State Council issued three sets of regulations: (i) Regulation for Registering to Explore Mineral Resources Using the Block System, (ii) Regulation for Registering to Mine Mineral Resources, and (iii) Regulation for Transferring Exploration and Mining Rights (together with the mineral resources law and implementation rules being referred to herein as "Mineral Resources Law").

Under Mineral Resources Law, the Ministry of Land and Resources and its local authorities (the "MLR") is in charge of the supervision of mineral resource exploration and development. The mineral resources administration authorities of provinces, autonomous regions and municipalities, under the jurisdiction of the State, are in charge of the supervision of mineral resource exploration and development in their respective administration areas. The people's governments of provinces, autonomous regions and municipalities, under the jurisdiction of the State, are in charge of coordinating the supervision by the mineral resources administration authorities on the same level.

The Mineral Resources Law, together with the Constitution of the PRC, provides that mineral resources are owned by the State, and the State Council, the highest executive organization of the State, which regulates mineral resources on behalf of the State. The ownership rights of the State include the rights to: (i) occupy, (ii) use, (iii) earn, and (iv) dispose of, mineral resources, regardless of the rights of owners or users of the land under which the mineral resources are located. Therefore, the State is free to authorize third parties to enjoy its rights to legally occupy and use mineral resources and may collect resource taxes and royalties pursuant to its right to earn. In this way, the State can control and direct the development and use of the mineral resources of the PRC.

Mineral Resources Licenses

China has adopted, under the Mineral Resources Law, a licensing system for the exploration and exploitation of mineral resources. The MLR is responsible for approving applications for exploration licenses and mining licenses. The approval of the MLR is also required to transfer exploration licenses and mining licenses.

Applicants must meet certain conditions as required by related rules/regulations. Pursuant to the Regulations for Registering to Mine Mineral Resources, the applicant for mining rights must present the required documents, including a plan for development and use of the mineral resources and an environmental impact evaluation report. The Mineral Resources Law allows individuals to exploit sporadic resources, sand, rocks and clay for use as construction materials and a small quantity of mineral resources for sustenance. However, individuals are prohibited from mining mineral resources that are more appropriately mined at a certain scale by a company, specified minerals that are subject to protective mining by the State and certain other designated mineral resources.

Once granted, all exploration and mining rights under the licenses are protected by the State from encroachment or disruption under the Mineral Resources Law. It is a criminal offence to steal, seize or damage exploration facilities, or disrupt the working order of exploration areas.

Exploration Rights

In order to conduct exploration, a Sino-foreign cooperative joint venture ("CJV") must apply to the MLR for an exploration license. Owners of exploration licenses are "licensees". The period of validity of an exploration license can be no more than three years. An exploration license area is described by a "basic block". An exploration license for metallic and non-metallic minerals has a maximum of 40 basic blocks. When mineral resources that are feasible for economic development have been discovered, a licensee may apply for the right to develop such mineral resources. The period of validity of the exploration license can be extended by application and each extension can be for no more than two years. The annual use fee for an exploration license is RMB 100 per square kilometre for the first three years and increases by RMB 100 per square kilometre for each subsequent year, subject to a maximum fee of RMB 500 per square kilometre.

During the term of the exploration license, the licensee has the privileged priority to obtain mining rights to the mineral resources in the exploration area, provided that the licensee meets the qualifying conditions for mining rights owners. An exploration licensee has the rights, among others, to: (i) explore without interference within the area under license during the license term, (ii) construct the exploration facilities, and (iii) pass through other exploration areas and adjacent ground to access the licensed area.

After the licensee acquires the exploration license, the licensee is obliged to, among other things: (i) begin exploration within the prescribed term, (ii) explore according to a prescribed exploration work scheme, (iii) comply with State laws and regulations regarding labour safety, water and soil conservation, land reclamation and environmental protection, (iv) make detailed reports to local and other licensing authorities, (v) close and occlude the wells arising from exploration work, (vi) take other measures to protect against safety concerns after the exploration work is completed, and (vii) complete minimum exploration expenditures as required by the Regulations for Registering to Explore Resources Using the Block.

Mining Rights

In order to conduct mining activities, a CJV must also apply for a mining license from the MLR. Owners of mining rights, or "concessionaires", are granted a mining license to mine for a term of no more than ten to thirty years, depending on the magnitude or size of the mining project. A mining license owner may extend the term of a mining license with an application 30 days prior to expiration of the term. The annual use fee for a mining license is RMB 1,000 per square kilometre per year.

A mining license owner has the rights, among others, to: (i) conduct mining activities during the term and within the mining area prescribed by the mining license, (ii) sell mineral products (except for mineral products that the State Council has identified for unified purchase by designated units), (iii) construct production and living facilities within the mine area, and (iv) use the land necessary for production and construction, in accordance with applicable laws.

A mining license owner is required to, among other things: (i) conduct mine construction or mining activities within a defined time period, (ii) conduct efficient production, rational mining and comprehensive use of the mineral resources, (iii) pay resources tax and mineral resources compensation (royalties) pursuant to applicable laws, (iv) comply with State laws and regulations regarding labour safety, water and soil conservation, land reclamation and environmental protection, (v) be subject to the supervision and management by the departments in charge of geology and mineral resources, and (vi) complete and present mineral reserves forms and mineral resource development and use statistics reports, in accordance with applicable law.

Transfer of Exploration and Mining Rights

A mining company may transfer its exploration or mining licenses to others, subject to the approval of MLR.

An exploration license may only be transferred if the transferor has: (i) held the exploration license for two years after the date that the license was issued, or discovered minerals in the exploration block, which are able to be explored or mined further, (ii) a valid and subsisting exploration license, (iii) completed the stipulated minimum exploration expenditures, (iv) paid the user fees and the price for exploration rights pursuant to the relevant regulations, and (v) obtained the necessary approval from the authorized department in charge of the minerals.

Mining rights may only be transferred if the transferor needs to change the ownership of such mining rights because it is: (i) engaging in a merger or split, (ii) entering into equity or cooperative joint ventures with others, (iii) selling its enterprise assets, or (iv) engaging in a similar transaction that will result in an alteration of the property ownership of the enterprise.

Additionally, when state-owned assets or state funds are involved in a transfer of exploration licenses and mining licenses, the related state-owned assets rules and regulations apply and a proper evaluation report must be completed and filed with the MLR.

Speculation in exploration and mining rights is prohibited. The penalties for speculation are that the rights of the speculator may be revoked, illegal income from speculation confiscated and a fine levied.

Environmental Laws

In the past ten years, Chinese laws and policies regarding environmental protection have moved towards stricter compliance standards and stronger enforcement. In accordance with the Environmental Protection Law of the PRC adopted by the Standing Committee of the PRC National People's Congress on 26 December 1989, the General Administration of Environmental Protection Bureau under the State Council sets national environmental protection standards. The various local environmental protection bureaus may set stricter local standards for environmental protection. CJVs are required to comply with the stricter of the two standards.

The basic laws in China governing environmental protection in the mineral industry sector of the economy are the Environmental Protection Law and the Mineral Resources Law. Applicants for mining licenses must submit environmental impact assessments, and those projects that fail to meet environmental protection standards will not be granted licenses. In addition, after the exploration, a licensee must take further actions for environmental protection, such as performing water and soil maintenance. After the mining licenses have expired or a licensee stops mining during the license period and the mineral resources have not been fully developed, the licensee shall perform other obligations such as water and soil maintenance, land recovery and environmental protection in compliance with the original development scheme, or must pay the costs of land recovery and environmental protection. After closing the mine, the mining enterprise must perform water and soil maintenance, land recovery and environmental protection in compliance with mine closure approval reports, or must pay certain costs, which include the costs of land recovery and environmental protection.

Land and Construction

The holder of an exploration license or mining license should apply for land use right with MLR to conduct exploration or mining activities on the land covered by the exploration license or mining license. The license holder should file an application to MLR for the land use right with its exploration license or mining license. If the application is approved by the competent government authority, the MLR would issue an approval to the land use right applicant. Then, the local MLR would enter into a land use right contract with the license holder. The license holder should pay relevant price and fees in accordance with the contract and then obtain a land use right certificate from MLR. In practice, instead of obtaining a long-term land use right, an exploration license holder may apply for a temporary land use right, which would normally be valid for 2 years and may be renewed upon application.

The company should also apply for other zoning and construction permits to conduct construction on the land. PRC laws require a company to obtain the land zoning permit and construction zoning permit with the local zoning authorities under the Ministry of Construction (MOCON). Then, the company is required to enter into a construction contract with a qualified constructor and file the construction contract to the local construction authorities under the MOCON and obtain a construction permit. After the construction is completed, the company should apply for the construction authorities and related environmental and fire departments for the check and acceptance of the construction. Upon the pass of check and acceptance, the company should apply with local housing authorities to register the constructed buildings in its own name and obtain a housing ownership certificate.

Environmental Law

We are responsible for providing a safe working environment, not disrupting archaeological sites, and conducting our activities to prevent unnecessary damage to the area in which our mineral claims are located. At this time, we do not believe that the cost of compliance at the federal, state and local levels will be significant.

We intend to secure all necessary permits required for exploration. We anticipate no discharge of water into active streams, creeks, rivers, lakes or other bodies of water regulated by environmental law or regulation.

We also anticipate that no endangered species will be disturbed. Restoration of the disturbed land will be completed according to law, and all holes, pits and shafts will be sealed upon abandonment of the mineral claims. It is difficult to estimate the cost of compliance with the environmental laws, because the full nature and extent of our proposed activities cannot be determined until we start our operations. We believe we are in compliance with the environment laws, and that we will continue to be able to comply with such laws in the future.

Employees and Employment Agreements

We currently have three employees in Mexico.

In China we have one employee serving as administrative staff member in our Beijing representative office and one consultant and director. We pay both employee and consultant \$9,000 per month in total.

Other than the foregoing, we employ Marc Hazout as President and CEO. In addition, we have three consultants working in our head office in Toronto, an Information Technology and Investor Relations Manager, a Corporate Controller and an Office Administrator, being paid collectively a total of approximately \$9,400 per month.

Intellectual Property

We have no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts that management believes have any value.

Risk Factors

You should consider each of the following risk factors and any other information set forth in this Form 10-Q and the other Company's reports filed with the Securities and Exchange Commission ("SEC"), including the Company's financial statements and related notes, in evaluating the Company's business and prospects. The risks and uncertainties described below are not the only ones that impact on the Company's operations and business. Additional risks and uncertainties not presently known to the Company, or that the Company currently considers immaterial, may also impair its business or operations. If any of the following risks actually occur, the Company's business and financial condition, results or prospects could be harmed.

Risks Relating To Our Operations

None of the properties in which we have an interest or the right to earn an interest has any known reserves.

None of the properties in which we have an interest or the right to earn an interest has any reserves. To date, we have engaged in only limited preliminary exploration activities on the properties and accordingly, we do not have sufficient information upon which to assess the ultimate success of our exploration efforts. If we do not establish reserves, we may be required to curtail or suspend our operations, in which case the market value of our common stock may decline, and you may lose all or a portion of your investment.

The Company does not have sufficient funds to meet all of its future obligations. We will need additional funding, either through equity or debt financings or partnering arrangements, which could negatively affect us and our stock price.

We will need significant additional funds to continue operations, which we may not be able to obtain. We estimate that we will require approximately \$2 million over the next 12 months to fund our anticipated capital requirements and our obligations under the agreements for the concessions in Cerro las Minitas, Mexico and the agreement with Sino-Top. Our agreement with Jaime Muguero Pena required us to make a \$100,000 payment on closing, with further payments totaling \$350,000 made during 2006, along with 450,000 restricted common shares. Our agreement with

Ramon Tomas Davila Flores required us to make a payment of closing at \$245,000 along with 110,000 restricted common shares. Our agreement with Minera Real Victoria, S.A. de C.V. required us to make a \$100,000 payment on closing along with 2,000,000 restricted common shares; further payments of \$100,000 were paid on September 11, 2006 and March 14, 2007, a final payment of \$100,000 was due on March 14, 2008 and remains payable at November 7, 2008. All payments in Mexico were and are subject to Value Added Tax (V.A.T.) for which we are entitled to be refunded as a non-Mexican entity.

We have invested approximately \$6,131,052 into Sino-Top to date, and intend to invest approximately \$2,000,000 into Sino-Top in 2008 of which \$1,147,287 has already been invested towards exploration and property maintenance on the nine properties in the portfolio, with emphasis on bringing the Erbaohuo silver mine into production in 2009, and conducting a Canadian National Instrument ("NI") 43-101 conversion program on the balance of the eight properties. We currently have a NI 43-101 report for the Erbaohuo property. The second NI 43-101 commissioned on the Laopandao is expected in the first quarter of 2009 with a third NI 43-101 commissioned on Liangdi expected also in the first quarter of 2009.

We have historically satisfied our working capital requirements through the private issuances of equity securities and from related parties. We will satisfy our capital requirements from the funds received from our sale of 50% equity interest in Sino-top Resources and Technologies Inc., which the Company is awaiting approval from the Ministry of Commerce in China, the existing and further private placement funds received from HIC our state owned joint venture partner in China and the sale of concentrates from our new mill operation in Mexico.

We are an exploration stage company, and based on our negative cash flows from operating activities there is uncertainty as to our ability to continue as a going concern.

From inception, we have generated limited revenues and have experienced negative cash flows from operating losses. We anticipate continuing to incur such operating losses and negative cash flows for the foreseeable future, and to accumulate increasing deficits as we increase our expenditures for exploration and mining of minerals, infrastructure, research and development and general corporate purposes. Any increases in our operating expenses will require us to achieve significant revenue before we can attain profitability. Our history of operating losses and negative cash flows from operating activities will result in our continued dependence on external financing arrangements. In the event that we are unable to achieve or sustain profitability or are otherwise unable to secure additional external financing, we may not be able to meet our obligations as they come due, raising substantial doubts as to our ability to continue as a going concern. Any such inability to continue as a going concern may result in our security holders losing their entire investment. There is no guaranty that we will generate revenues or secure additional external financing. Our financial statements, which have been prepared in accordance with the United States GAAP, contemplate that we will continue as a going concern and do not contain any adjustments that might result if we were unable to continue as a going concern. Changes in our operating plans, our existing and anticipated working capital needs, the acceleration or modification of our expansion plans, lower than anticipated revenues, increased expenses, potential acquisitions or other events will all affect our ability to continue as a going concern. See "Management's Plan of Operations".

The reports of independent auditors of our consolidated financial statements included in the previously filed 10-KSB annual report contain explanatory paragraphs which note our recurring operating losses since inception, our lack of capital and lack of long term contracts related to our business plans, and that these conditions give rise to substantial doubt about our ability to continue as a going concern. In the event that we are unable to successfully achieve future profitable operations and obtain additional sources of financing to sustain our operations, we may be unable to continue as a going concern. See "Management's Plan of Operation" and our consolidated financial statements and notes thereto included in this annual report.

We have a history of operating losses and we anticipate future losses.

Since we changed our business focus to silver exploration, we have generated no revenues. We incurred losses of approximately \$10,498,500 and \$4,564,129 respectively, for the fiscal year ended December 31, 2007 and the nine month period ending September 30, 2008. We have accumulated losses since inception of approximately \$26,877,242. We anticipate that losses will continue until such time when revenue from operations is sufficient to offset our operating costs, if ever. If we are unable to increase our revenues or to increase them significantly enough to cover our costs, our financial condition will worsen and you could lose some or all of your investment.

Because our management does not have technical training or experience in exploring for, starting and operating an exploration program, we will have to hire personnel to conduct these efforts. If we can not effectively supervise or retain such personnel, we may have to suspend or cease operations, which will result in the loss of your investment.

Because our management is inexperienced with exploring for, starting and operating an exploration program, we hired new employees and contractors to perform surveying, exploration and excavation of mineral claims that we may acquire. Other than our Independent Director, Colin Sutherland, our management has no direct training or experience in these areas and as a result may not be fully aware of many of the specific requirements related to working within the industry. Management must rely on the personnel it has hired or retained to assist them in making critical engineering and business decisions. Consequently, our operations, earnings and ultimate financial success could suffer irreparable harm due to management's lack of experience in this industry if our management is unable to supervise and retain qualified personnel to carry out these tasks. As a result we may have to suspend or cease operations, which will result in the loss of your investment.

Our success also depends on our ability to hire and retain skilled operating, marketing, technical, financial and management personnel. In the mining sector, competition in connection with hiring and retaining skilled, dependable personnel is intense. We may not offer salaries or benefits that are competitive with those offered by our competitors, who may have significantly more resources when compared to us. As such, even if we were to succeed in hiring skilled personnel, we may not succeed in retaining them.

Because we have limited capital, we may have to limit our exploration activity, which may result in a loss of your investment.

Because we have limited capital, we must limit our exploration activity. As such, we may not be able to complete an exploration program that is as thorough as the one that we currently anticipate on conducting. In that event, an existing ore body may go undiscovered. Without an ore body, we cannot generate revenues, in which case, you will lose your investment.

Pursuant to Section 404 Of The Sarbanes-Oxley Act Of 2002 ("Section 404"), we will be required, beginning with our annual report on Form 10-KSB for the fiscal year ending December 31, 2007, to include in our annual reports, our management's report on internal control over financial reporting and for the fiscal year ending December 31, 2008, the registered public accounting firm's attestation report on our management's assessment of our internal control over financial reporting.

We have not prepared an internal plan of action for compliance with the requirements of Section 404. As a result, we cannot guarantee that we will not have any "significant deficiencies" or "material weaknesses" reported by our independent registered public accounting firm. Compliance with the requirements of Section 404 is expected to be expensive and time-consuming. If we fail to complete this evaluation in a timely manner, or if our independent registered public accounting firm cannot timely attest to our evaluation, we could be subject to regulatory scrutiny and a loss of public confidence in our internal control over financial reporting. In addition, any failure to establish an effective system of disclosure controls and procedures could cause our current and potential shareholders and customers to lose confidence in our financial reporting and disclosure required under the Securities and Exchange Act

of 1934, which could adversely affect our business.

Because our interests are in Mexico and China, our business is subject to additional risks associated with doing business outside the United States.

We expect that a portion of our revenues, if any, may be derived from sales of our products in foreign markets. Accordingly, we will be subject to all risks associated with foreign trade. These risks include:

shipping delays,

increased credit risks,

trade restrictions,

export duties and tariffs,

fluctuations in foreign currency,

and uncertainties in international, political, regulatory and economic developments.

In addition, we anticipate that our foreign operations will require us to devote significant resources to system installation, training and service, areas in which we have limited experience.

It is possible that third parties will challenge our title for the properties in which we have an interest.

We have not obtained title insurance for our properties. It is possible that the title to the properties in which we have our interest will be challenged or impugned. If such claims are successful, we may lose our interest in such properties.

Because all of our assets, our officers and our directors are located outside the United States of America, it may be difficult for an investor to enforce within the United States any judgments obtained against us, our officer or our director.

All of our assets are located outside of the United States, the individuals serving as officers and directors are nationals and/or residents of a country or countries other than the United States, and all or a substantial portion of their assets are located outside the United States. As a result, it may be difficult for an investor to effect service of process or enforce within the United States any judgments obtained against us or our officers and directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof. In addition, there is uncertainty as to whether the courts of Canada and other jurisdictions would recognize or enforce such judgments rendered by the courts of the United States. There is also uncertainty as to whether the courts of Canada or other jurisdictions would be competent to hear original actions brought in Canada or other jurisdictions against us or our officers and directors predicated upon the securities laws of the United States or any state thereof.

A Director controls a significant percentage of our common stock.

As of November 7, 2008, Marc Hazout, a Director, owned beneficially approximately 22% of our outstanding common stock. Mr. Hazout is able to influence all matters requiring stockholder approval, including election of directors and approval of significant corporate transactions. This concentration of ownership, which is not subject to any voting restrictions, could limit the price that investors might be willing to pay for our common stock. In addition, Mr. Hazout is in a position to impede transactions that may be desirable for other shareholders. He could, for example, make it more difficult for anyone to take control of us.

Risks Relating To the Industry In General

Planned exploration, and if warranted, development and mining activities involve a high degree of risk.

We cannot assure you of the success of our planned operations. Exploration costs are not fixed, and resources cannot be reliably identified until substantial development has taken place, which entails high exploration and development costs. The costs of mining, processing, development and exploitation activities are subject to numerous variables which could result in substantial cost overruns. Mining for silver and other base or precious metals may involve unprofitable efforts, not only from dry properties, but from properties that are productive but do not produce sufficient net revenues to return a profit after accounting for mining, operating and other costs.

Our mining operations may be curtailed, delayed or cancelled as a result of numerous factors, many of which are beyond our control, including economic conditions, mechanical problems, title problems, weather conditions, compliance with governmental requirements and shortages or delays of equipment and services. If our drilling activities are not successful, we will experience a material adverse effect on our future results of operations and financial condition.

In addition to the substantial risk that the mines that we drill will not be productive or may decline in productivity after commencement of production, there are hazards inherent in geothermal exploration and production. Such hazards include unusual or unexpected geologic formations, pressures, downhole fires, mechanical failures, blowouts, cratering, explosions, uncontrollable flows of well fluids, pollution and other physical and environmental risks. These hazards could result in substantial losses to us due to injury and loss of life, severe damage to and destruction of property and equipment, pollution and other environmental damage and suspension of operations. As protection against operating hazards, we maintain insurance coverage against some, but not all, of the potential losses. We do not fully insure against all risks associated with our business because insurance is either unavailable or its cost of coverage is prohibitive. The occurrence of an event that is not fully covered or covered at all by insurance could have a material adverse effect on our financial condition and results of operations. We do have directors and officers liability insurance.

The impact of governmental regulation could adversely affect our business.

Our business is subject to applicable domestic and foreign laws and regulations, including laws and regulations on taxation, the exploration for and development, production and distribution of electricity, and environmental and safety matters. Many laws and regulations require drilling permits and govern the spacing of mines, rates of production, prevention of waste and other matters. These laws and regulations may increase the costs and timing of planning, designing, drilling, installing, operating and abandoning our silver mines and other facilities. In addition, our operations are subject to complex environmental laws and regulations adopted by domestic and foreign jurisdictions where we operate. We could incur liability to governments or third parties for any unlawful discharge of pollutants into the air, soil or water, including responsibility for remedial costs.

In addition, the submission and approval of environmental impact assessments may be required. Environmental legislation is evolving in a manner which means stricter standards; enforcement, fines and penalties for

noncompliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations.

Because the requirements imposed by these laws and regulations frequently change, we cannot assure you that laws and regulations enacted in the future, including changes to existing laws and regulations, will not adversely affect our business. In addition, because we acquire interests in properties that have been operated in the past by others, we may be liable for environmental damage caused by former operators. In Mexico, changes in government leadership and/or the unionization of workers could adversely affect our operations. In China, political instability and unexpected state intervention could adversely affect our assets.

Decline in silver prices may make it commercially infeasible for us to develop our property and may cause our stock price to decline.

The value and price of our common shares and warrants, our financial results, and our exploration, development and mining activities may be significantly adversely affected by declines in the price of silver and other precious metals. Silver prices fluctuate widely and are affected by numerous factors beyond our control such as interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of silver-producing countries throughout the world. The price of silver fluctuates in response to many factors, which are beyond anyone's prediction abilities. The prices used in making the estimates in our plans differ from daily prices quoted in the news media. The percentage change in the price of a metal cannot be directly related to the estimated mineralized material quantities, which are affected by a number of additional factors. Because mining occurs over a number of years, it may be prudent to continue mining for some periods during which cash flows are temporarily negative for a variety of reasons. Such reasons include a belief that the low price is temporary, and/or the expense incurred is greater when permanently closing a mine. Declines in the price of silver may cause our stock price to decline, which could cause you to lose money while making it difficult for us to raise capital for our ongoing operations.

Weather interruptions in China may affect and delay our proposed exploration operations.

Our proposed exploration work in China can only be performed approximately six to seven months out of the year. The cold, rain and snow make the roads leading to our claims impassible every year during certain times from November to March. When the roads are impassible, we are unable to conduct exploration operations on the mineral claim.

We may not have access to all of the supplies and materials we need to begin exploration, which could cause us to delay or suspend operations.

Competition and unforeseen limited sources of supplies in the industry could result in occasional spot shortages of supplies such as dynamite as well as certain equipment like bulldozers and excavators that we might need to conduct exploration. If we cannot obtain the necessary supplies, we will have to suspend our exploration plans until we do obtain such supplies.

Risks Relating To the Market for Our Securities

Because the public market for shares of our common stock is limited, investors may be unable to resell their shares of common stock.

Currently there is only a limited public market for our common stock on the Over-The-Counter Bulletin Board in the United States. Thus investors may be unable to resell their shares of our common stock. The development of an active public trading market depends upon the existence of willing buyers and sellers who are able to sell their shares as well as market makers willing to create a market in such shares. Under these circumstances, the market bid and ask prices for the shares may be significantly influenced by the decisions of the market makers to buy or sell the shares for their own account. Such decisions of the market makers may be critical for the establishment and maintenance of a liquid public market in our common stock. Market makers are not required to maintain a continuous two-sided market and are free to withdraw firm quotations at any time. We cannot give you any assurance that an active public trading market for the shares will develop or be sustained.

A significant number of shares of our common stock are eligible for sale in the United States, which could have an adverse effect on the market price for our common stock and could adversely affect our ability to raise needed capital.

As of November 7, 2008, the number of shares in the public float on the Over-The-Counter Bulletin Board in the U.S. is approximately 83,353,488. The market price for our common stock could decrease significantly and our ability to raise capital could be adversely affected by the availability of a large number of shares.

The price of our common stock is volatile, which may cause investment losses for our shareholders.

The market for our common stock is highly volatile, having ranged in the last twelve months from a low of \$0.06 to a high of \$1.05 on the Over-The-Counter Bulletin Board. The trading price of our common stock on the Over-The-Counter Bulletin Board is subject to wide fluctuations in response to, among other things, quarterly variations in operating and financial results, and general economic and market conditions. In addition, statements or changes in opinions, ratings, or earnings estimates made by brokerage firms or industry analysts relating to our market or relating to us could result in an immediate and adverse effect on the market price of our common stock. The highly volatile nature of our stock price may cause investment losses for our shareholders. In the past, securities class action litigation has often been brought against companies following periods of volatility in the market price of their securities. If securities class action litigation is brought against us, such litigation could result in substantial costs while diverting management's attention and resources.

Our common stock is considered to be a "penny stock," which may make it more difficult for investors to sell their shares.

Our common stock is considered to be a "penny stock." The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in "penny stocks." Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on some national securities exchanges or quoted on NASDAQ, provided that current price and volume information with respect to transactions in these securities is provided by the exchange or system). Prior to a transaction in a penny stock, a broker-dealer is required to:

- . deliver a standardized risk disclosure document prepared by the Securities and Exchange Commission that provides information about penny stocks and the nature and level of risks in the penny stock market;
- . provide the customer with current bid and offer quotations for the penny stock;
- . explain the compensation of the broker-dealer and its salesperson in the transaction;
- . provide monthly account statements showing the market value of each penny stock held in the customer's account; and
- . make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction.

These requirements may have the effect of reducing the level of trading activity in the secondary market for our stock, and investors may find it more difficult to sell their shares.

RESULTS OF OPERATIONS

Nine Months Ended September 30, 2007 and September 30, 2008

Net sales were \$NIL for both the quarters ended September 30, 2008 and September 30, 2007 as there was no production at any of the mining properties.

Total operating expenses for the Company were \$4,564,129 (September 30, 2007: \$8,548,188). There were decreases in exploration expenditures and decreases in General and Administrative expenses due to the Company's need to obtain financing. The overall expenditures decreased compared to 2007 as a result of insufficient funding, consequently impairing the Company's ability to spend funding on Advertising and Promotion similar to those levels in 2007.

Net loss for the quarter ended September 30, 2008 was \$4,564,129, compared to a net loss of \$8,551,143 for the similar period in 2007. The principal reason for this is the impact of the factors discussed above.

LIQUIDITY AND CAPITAL RESOURCES

The Company will need additional capital in order to finance its obligations to Sanhe Sino-Top Resources and Technologies Ltd., and the acquired properties in Cerro Las Minitas, Mexico, as well as to continue its attempt to acquire viable businesses and properties and to finance the administrative costs including but not limited to legal and accounting fees.

GOING CONCERN

As of September 30, 2008 the Company had an accumulated deficit of \$26,877,242. The financial statements therefore have been prepared on a going concern basis as explained in Note 2 to the Financial Statements.

ITEM 3. CONTROLS AND PROCEDURES

The Company is taking actions to prevent the recurrence of significant deficiencies and material weaknesses in the future, including hiring a Chief Financial Officer and a Chief operating Officer to oversee the financial operations of the Company. Under the supervision and with the participation of our management, including our Chief Executive Officer and Corporate Controller, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15 under the Exchange Act) as of September 30, 2008 (the "Evaluation Date"). Based upon that evaluation, the Chief Executive Officer and Corporate Controller concluded that, as of the Evaluation Date, our disclosure controls and procedures were effective in timely alerting them to material information relating to us required to be included in our periodic SEC filings.

Except as discussed above, there has been no change in the Company's internal control over financial reporting during the Company's fiscal quarter covered by this report that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On January 18, 2008 the Company engaged the services of a consultant for a term of twelve months and issued 100,000 options, for a fair value of \$43,000, to purchase one common share per option of the Company at an exercise price of \$0.62 at any time within three years from the date of the agreement.

On February 26, 2008 the Company issued 30,000 share purchase warrants to an individual for services rendered in connection with a private placement, for a fair value of \$9,000. The warrants are exercisable at any time during a two year period from February 26, 2008 to purchase 30,000 shares at \$0.60 per share.

On February 27, 2008 the Company closed a private placement totaling 120,000 units at \$0.50 per unit for gross proceeds of \$60,000. Each unit consists of one common share and one one-half \$0.60 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

On February 28, 2008 the Company issued 333,333 shares of the Company's restricted common stock to a company in settlement of a Preliminary Injunction. As part of the settlement, the per share purchase price of each of the 250,000 Class A and 250,000 Class B warrants held by the company were reduced to \$0.15 from \$2.00 and \$5.00, respectively.

In April 2008 the Company closed private placements totaling 900,000 units at \$0.25 per unit for gross proceeds of \$225,000. Each unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

On April 1, 2008 the Company requested that 250,000 restricted shares of the Company's stock, that were initially issued on August 17, 2007, be returned and cancelled due to non-performance of contract terms.

On April 18, 2008, the Company issued 1,200,000 units in the capital of the Company to a company controlled by a director as consideration for the conversion of loans payable in the amount of \$300,000. Each \$0.25 unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from April 18, 2008.

On April 29, 2008 the Company closed a private placement totaling 166,667 units at \$0.15 per unit for gross proceeds of \$25,000. Each unit consists of one common share and one \$0.40 per share purchase warrant and one \$0.50 per share purchase warrant exercisable within a one and two year period, respectively, from the date of the closing of the private placement.

On May 1, 2008 the Company issued 25,000 of the Company's restricted common stock to an individual, pursuant to a one-year accounting services contract for fair value of \$5,000.

On May 6, 2008 the Company closed a private placement totaling 250,000 units at \$0.20 per unit for gross proceeds of \$50,000. Each unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

In May 2008 the Company closed further private placements totaling 112,500 units at \$0.20 per unit for gross proceeds of \$22,500. Each unit consists of one common share and one \$0.40 per share purchase warrant and one \$0.50

per share purchase warrant exercisable within a one and two year period, respectively, from the date of the closing of the private placement.

On June 2, 2008 the Company closed a private placement totaling 133,333 units at \$0.15 per unit for gross proceeds of \$20,000. Each unit consists of one common share and one \$0.50 per share purchase warrant exercisable within a two year period from the date of the closing of the private placement.

On June 2, 2008 the Company issued 150,000 shares of the Company's restricted common stock to a company, pursuant to a consulting services contract dated June 2, 2008, for fair value of \$30,000.

On June 19, 2008 the Company issued 50,000 shares of the Company's restricted common stock to an individual, pursuant to an administrative services contract dated June 1, 2008, for fair value of \$10,000.

On July 10, 2008, Alpha Capital Anstalt ("Alpha") and the Company entered into a Settlement Agreement and Release (the "Settlement Agreement") whereby all claims and disputes between the parties relating to the pending litigation were resolved and all agreements between the parties are to terminate - in accordance with the terms of the Settlement Agreement. Additionally, in accordance with the terms of the Settlement Agreement, the Company issued 2,946,734 free trading (shares which include the exercise of the 250,000 Class A and 250,000 Class B warrants at \$0.15 per warrant) and 53,266 restricted shares of the Company's stock and paid \$100,000 of Alpha's legal fees.

On July 23, 2008 the Company issued 200,000 restricted shares of the Company's stock to a director of the Company for services performed as director. The director also received 500,000 options to purchase shares of the Company's stock at a per share purchase price of \$0.23, exercisable for a period of 2 years from June 18, 2008.

On July 23, 2008 the Company issued share purchase warrants to an employee of a subsidiary of the Company to purchase 20,000 shares of the Company's restricted stock at a per share purchase price of \$0.25, exercisable for a period of 2 years.

On July 29, 2008 the Company closed a private placement totaling 6,666,667 shares of the Company's restricted common stock at \$0.15 per share for gross proceeds of \$1,000,000.

On September 1, 2008 the Company issued 150,000 shares of the Company's restricted common stock to an individual, pursuant to a consulting agreement dated September 1, 2008 to provide investor relations and information technology services, for fair value of \$21,000.

On September 1, 2008 the Company issued 500,000 shares of the Company's restricted common stock to an individual, pursuant to a consulting agreement dated September 1, 2008, for fair value of \$70,000.

The sale of the shares was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, and/or Regulation D promulgated thereunder, and/or Regulation S promulgated thereunder. All of the purchasers of the shares were sophisticated and/or accredited investors, and were provided with information comparable to what would be required in a registration statement. The shares were issued with a restrictive legend.

The funds received from the above-mentioned private placements were used to meet the financial requirements to pay legal, accounting and administrative expenses.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other Information.

None.