EAGLE PLAINS RESOURCES LTD.

CONSOLIDATED FINANCIAL STATEMENTS

for the nine months ended
September 30, 2005

(Unaudited - prepared by management)

EAGLE PLAINS RESOURCES LTD.
CONSOLIDATED UNAUDITED
INTERIM FINANCIAL STATEMENT

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the period ended September 30, 2005.

NOTICE TO READER OF THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

The financial statements of Eagle Plains Resources Ltd. and the accompanying interim consolidated financial statements as at September 30, 2005 are the responsibility of the Company's management.

These consolidated financial statements have not been reviewed on behalf of the shareholders by the independent external auditors of the Company, BDO Dunwoody.

The interim consolidated financial statements have been prepared by management and include the selection of appropriate accounting principles, judgments and estimates necessary to prepare these financial statements in accordance with Canadian Generally Accepted Accounting Principles.

Timothy J. Termuende, P.Geo	Glen J. Diduck
President and Chief Executive Officer	Chief Financial Officer, Director

EAGLE PLAINS RESOURCES LTD.

CONSOLIDATED BALANCE SHEET

A Development Stage Corporation

(Unaudited - prepared by management)

	Sep 30 2005 (unaudited)	Dec 31 2004 (unaudited)
ASSETS		
Current		
Cash and cash equivalents	**$ 3,066,617**	$ 4,313,940
Accounts receivable	**1,092,951**	93,829
Mineral Exploration Tax credits recoverable	**-**	32,912
	4,159,568	4,440,681
Long-term investments, at cost (Note 3) (Quoted trading price - $1,962,760 (2004 - $1,319,030))	**1,188,224**	647,300
Property and equipment (Note 4)	**157,539**	118,304
Mineral exploration properties (Note 5)	**5,257,089**	4,090,012
	$ 10,762,420	**$ 9,296,297**
LIABILITIES		
Current		
Accounts payable and accrued liabilities	**$ 357,873**	$ 192,482
Future income tax	**1,675,188**	1,675,188
	2,033,061	1,867,670
EQUITY		
Equity instruments 44,363,979 common shares issued (Note 6) (2004 - 39,796,496 shares issued)	**11,850,172**	9,796,316
Deficit	**(3,120,813)**	(2,367,689)
	8,729,359	7,428,627
	$ 10,762,420	$ 9,296,297

On behalf of the Board:

"Timothy J. Termuende"
Mr. Timothy J. Termuende (Signed)

"Glen J. Diduck"
Mr. Glen J. Diduck (Signed)

.

EAGLE PLAINS RESOURCES LTD.
CONSOLIDATED STATEMENT OF OPERATIONS AND DEFICIT
A Development Stage Corporation
(Unaudited - prepared by management)

	3rd Quarter Ended Sep 30 2005	3rd Quarter Ended Sep 30 2004	Nine Months Ended Sep 30 2005	Year Ended Dec 31 2004
Revenue				
Geological Services	**$ 942,045**	$ 427,930	**$ 1,566,219**	$ 715,138
Geological expenses				
Services	**488,074**	282,160	**689,942**	495,354
Amortization	**5,452**	4,788	**14,332**	15,045
Salaries and subcontractors	**245,910**	80,501	**530,611**	67,817
	739,436	367,449	**1,234,885**	578,216
Income before other expenses	**202,609**	60,481	**331,334**	136,922
Expenses				
Administration costs	**90,366**	109,306	**273,331**	256,708
Trade shows, travel and promotion	**107,297**	97,050	**334,330**	227,819
Stock option compensation expense	**-**	81,200	**561,200**	475,441
Public company costs	**5,296**	2,022	**44,088**	22,598
Professional fees	**38,605**	20,070	**136,315**	74,671
Cost of mineral properties abandoned	-	-	-	188,556
Amortization of capital assets	**7,432**	3,203	**20,336**	7,501
	248,996	**312,851**	**1,369,600**	1,253,294
Loss before Other Income	**(46,387)**	(252,370)	**(1,038,266)**	(1,116,372)
Other income				
Interest and other	**26,774**	14,342	**69,350**	44,449
Gain on sale of long-term investments	**-**	250,754	**215,887**	288,646
	26,774	265,096	**285,237**	333,095
Loss before income tax	**(19,613)**	12,726	**(753,029)**	(783,277)
Future income tax	-	-	-	282,000
Net loss for the period	**(19,613)**	12,726	**(753,029)**	(501,277)
DEFICIT, beginning of period	**(3,101,200)**	(2,104,597)	**(2,367,784)**	(1,866,412)
DEFICIT, end of period	**$ (3,120,813)**	$ (2,091,871)	**$ (3,120,813)**	$ (2,367,689)
Net loss per share	**$ (0.0005)**	$ 0.0003	**$ (0.0175)**	$ (0.0145)
Supplementary Information:				
Weighted Average Number of Shares:	**43,021,535**	36,449,295	**43,021,535**	34,478,072

EAGLE PLAINS RESOURCES LTD.
CONSOLIDATED STATEMENT OF CASH FLOW
A Development Stage Corporation
(Unaudited -prepared by management)

	3rd Quarter Ended Sep 30		Nine Months Ended Sep 30	Year Ended Dec 31
	2005	2004	**2005**	2004
CASH FLOWS FROM OPERATING ACTIVITIES				
Net loss for the period	**$ (19,613)**	$ 12,726	**$ (753,029)**	$ (501,277)
Adjustments for:				
Amortization and depletion of capital assets	**12,884**	4,788	**34,668**	15,045
Cost of mineral properties abandoned	-	-	-	188,556
Stock options expensed	**-**	81,200	**561,200**	475,441
Gain on sale of investments	**-**	(250,754)	**(215,887)**	(288,646)
Future income tax	-	-	-	(282,000)
	(6,729)	(152,040)	**(373,048)**	(392,881)
Changes in non-cash working capital items				
Increase in accounts receivable	**(733,380)**	(270,509)	**(999,122)**	(80,325)
Decrease in exploration tax credits recoverable	-	43,709	-	47,800
Increase in accounts payable	**51,861**	421,592	**165,391**	155,036
Cash flows from operating activities	**(688,248)**	**42,752**	**(1,206,779)**	(270,370)
CASH FLOWS FROM FINANCING ACTIVITIES				
Issue of shares for cash, net	**749,569**	85,000	**1,277,406**	5,413,380
Issue of shares for mineral properties		-	**215,250**	-
Cash flows from financing activities	**749,569**	85,000	**1,492,656**	5,413,380
CASH FLOWS FROM INVESTING ACTIVITIES				
Mineral Exploration Tax Credits	**32,912**	-	**32,912**	
Shares received on option agreements	**(15,000)**	-	**(652,704)**	-
Proceeds from sale of investments	**-**	327,346	**327,668**	371,196
Development of mineral exploration properties	**(637,148)**	(489,872)	**(1,167,173)**	(1,852,024)
Purchase of capital assets	**(7,263)**	(14,728)	**(76,063)**	(61,060)
Sale of capital assets		-	**2,160**	-
Cash flows from investing activities	**(626,499)**	(177,254)	**(1,533,200)**	(1,541,888)
INCREASE IN CASH AND CASH EQUIVALENTS	**(565,178)**	(49,502)	**(1,247,323)**	3,601,122
Cash, beginning of period	**3,631,795**	3,425,249	**4,313,940**	712,818
CASH, END OF PERIOD	**$ 3,066,617**	$ 3,375,747	**$ 3,066,617**	$ 4,313,940

1. Nature of Operations

Eagle Plains Resources Limited (the "Company" or "Eagle Plains") was incorporated on March 30, 1994, pursuant to the Alberta Business Corporation Act (Alberta), and is extra provincially registered in the Yukon, British Columbia and the Northwest Territories. The Company is in the business of exploring for mineral resources and is actively exploring properties located in British Columbia, the Yukon and the Northwest Territories.

Recoverability of the amounts shown for mineral properties and related deferred costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and future profitability from production or proceeds from the disposition of the properties.

2. Significant Accounting Policies

Management in accordance with Canadian generally accepted accounting principles has prepared the consolidated financial statements of the Company. The preparation of consolidated financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates. The consolidated financial statements have, in management's opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the significant accounting policies summarized below:

a) Principles of consolidation
The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Bootleg Exploration Inc.

b) Mineral exploration properties
Costs of acquisition, exploration and development of mineral properties are capitalized on an area-of-interest basis. General and administrative costs are either charged to expense in the year incurred or capitalized if they directly relate to exploration. Amortization of these costs will be on a unit-of-production basis, based on estimated proven reserves of minerals of the areas, should such reserves be found. Properties are abandoned either when the lease expires or when management determines that no further work will be performed on the property since it has no value to the Company. When significant properties in an area of interest are abandoned, the costs related thereto are charged to operations on a pro-rata basis to the total costs to date included in the area, in the year of abandonment. The proceeds received from a partial disposition or an option payment is credited against the costs. In addition, if there has been a delay in development activity for several successive years, a write-down of those project-capitalized costs will be charged to operations.

c) Long-term investments
Securities acquired under option agreements are recorded at the "fair value" as determined by management. Fair value is based on market prices for publicly traded shares recognizing the possible effects of price fluctuations, quantities traded and similar items. The fair value may or may not approximate trading prices at the time the agreement is executed. The related capitalized mining expenditures are reduced by the fair value of the investment received.

2. Significant Accounting Policies – continued

d) Property and equipment
Property and equipment consists of automotive, computers, office and field equipment and leasehold improvements, and is recorded at cost. Amortization is determined using the declining balance basis, over the estimated useful life of the asset at the following rates:

Automotive	- 30 % per annum
Computer	- 30 % and 45 % per annum
Computer software	- 100% per annum
Furniture and equipment	- 20 % per annum
Leasehold improvements	- straight line over 6 years

e) Asset retirement obligations
The Company has adopted the new recommendation of the Canadian Institute of Chartered Accountants ("CICA") relating to accounting for asset retirement obligations. This recommendation replaces the previous method of accounting for site restoration costs on an accrual basis. The Company has adopted the new standard on a retroactive basis in accordance with the CICA recommendations on Accounting Changes. Under the new standard, a liability for the fair value of environmental and site restoration obligations are recorded when the obligations are incurred and the fair value can be reasonably estimated. The obligations are normally incurred at the time the related assets are brought into production. The fair value of the obligations is based on the estimated cash flow required to settle the obligations discounted using the Government of Canada Bond Rate for the applicable term adjusted for the Company's credit rating. The fair value of the obligations is recorded as a liability with the same amount recorded as an increase in capitalized costs. The amounts included in capitalized costs are depleted using the unit-of-production method. The liability is adjusted for accretion expense representing the increase in the fair value of the obligations due to the passage of time. The accretion expense is recorded as an operating expense.

f) Flow-through shares
The resource expenditure deductions for income tax purposes related to exploratory and development activities funded by flow-through share arrangements are renounced to investors in accordance with tax legislation. Under the liability method of accounting for income taxes, the future income taxes related to the temporary difference arising at the renunciation date are recorded at that time together with a corresponding reduction to the carrying value of the shares issued.

g) Financial instruments
The Company carries various financial instruments. Unless otherwise indicated, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair values of these financial instruments approximate their carrying values, unless otherwise noted.

h) Cash and cash equivalents
Cash and cash equivalents consist of cash on hand, bank balances, term deposits and investments with maturities of three months or less. At September 30, 2005, the Company held cashable guaranteed investment certificates (GIC's) bearing interest rates from 1.25% to 2.88% with maturity terms of October 3, 2005 to November 1, 2005. All of these GIC's are cashable before maturity and have been treated as cash equivalents.

2. Significant Accounting Policies – continued

i) Per share amounts
Basic loss per common share is computed by dividing losses by the weighted average number of common shares outstanding for the year. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments.

j) Income taxes
The Company uses the liability method of accounting for income taxes. Under this method, future income tax liabilities and future income tax assets are recorded based on temporary differences – the difference between the carrying amount of an asset and liability in the balance sheet and its tax basis and the carry forward of unused tax pools and unamortized share issue costs. Future income tax assets and liabilities are measured using income tax rates expected to apply on the years in which temporary differences are expected to be recovered or settled. The effect on future income tax assets and liabilities of a change in tax rates is included in income in the period that the change is substantially enacted. Future income tax assets are evaluated and if realization is not considered "more likely than not", a valuation allowance is provided.

k) Stock-based compensation plan
The Company has established a stock option plan under which the Company may grant options to purchase common shares. The Company may grant options to acquire common shares to a maximum of 10% of the common shares outstanding on a non diluted basis. Effective January 1, 2004, the Company adopted the recommendation of the CICA Handbook to record compensation expense when stock or stock options are issued under the plan.

In 2002, the Company had adopted the recommendations of CICA Handbook Section 3870; Stock based compensation and other stock-based payments. This section required that direct awards of stock and liabilities based on the price of common stock be measured at fair value at each reporting date, with the change in fair value reported in the statements of income and encourages, but did not require, the use of the fair value method for all other types of stock-based compensation plans. None of the Company's plans qualify as direct awards of stock or as plans that create liabilities based on the price of the Company's stock, and as a result, the implementation of the section has no impact on the consolidated financial statements.

In the fourth quarter of 2003, the Company adopted the amended recommendation of CICA Handbook section 3870. The Company chose to use the fair value method to account for stock-based employee compensation plans on a prospective basis. The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares and an expected life of the options. The Company records compensation expense for options issued to employees after January 1, 2003. Any consideration paid by employees on the exercise of the options is credited to capital stock.

Compensation expense is also being recorded for options issued to consultants and non-employees over the vesting period for employees and over the same period and in the same manner as if the Company had paid cash for services of non-employees.

2. Significant Accounting Policies – continued

l) Mineral tax credit
The Federal and Provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration directives in certain areas. The Company accrues these credits as a reduction of mineral exploration expenditures in the period that the related expenditures were incurred. These accrued credits are subject to review by the relevant authorities and by their nature are subject to measurement uncertainty adjustments. Adjustments if any, resulting from such a review are recorded in the period that the tax filings are amended.

m) Revenue recognition
Revenue associated with the geological services provided by the Company are recognized when services are performed.

n) Joint venture
The Company's exploration and development activities are conducted jointly with others. These consolidated financial statements reflect only the Company's proportionate interest in such activities.

o) Measurement Uncertainty
The amounts recorded for stock-based compensation and fair value for long-term investments are based on estimates. The Black Scholes model is based on estimates of assumptions for expected volatility and risk-free interest rates. The fair value of long-term investments is based on assumptions for possible effects of price fluctuations. The recoverability of amounts shown for mineral properties is dependent on the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties and on future production or proceeds of disposition. By their nature, these estimates are subject to measurement uncertainty and the effect on the financial statements of changes in such estimates in future periods could be significant.

3. Long-Term Investments

	September 30 2005	Dec 31 2004
900,000 (2004 – 900,000) common shares of Northern Continental Resources Inc. (market value - $567,000 (2004 - $558,000))	**$ 240,250**	$ 240,250
114,074 (2004 – 60,000) common shares of NovaGold Resources Inc. (market value - $1,064,310 (2004 - $561,000))	**802,429**	259,200
53,000 (2004 – 100,000) common shares of Kobex Resources (market value - $79,500 (2004 – 103,000)	**28,620**	54,000
550,000 (2004 – 250,000) common shares of Golden Cariboo Resources Ltd. (market value - $209,000 (2004 - $16,250)	**27,500**	12,500
180,000 (2004 – 180,000) common shares of Shoshone Silver Mining (market value - $34,200 (2004 – 80,780)	**81,350**	81,350
25,000 (2004 – nil) common shares of Amarc Resources Ltd (market value - $8,750 (2004 – nil))	**8,075**	-
	$ 1,188,224	$ 647,300

Market value is based on the quoted trading prices of the securities at September 30, 2005. The fair value of these securities may differ from the quoted trading price due to the effect of market fluctuations and adjustment for quantities traded.

4. Capital Assets

	September 30 2005		December 31 2004	
	Cost	**Accumulated Amortization**	Cost	Accumulated Amortization
Automotive	**50,707**	**12,397**	**-**	**-**
Computer equipment & software	**69,141**	**36,860**	50,017	21,815
Equipment and furniture	**81,218**	**19,278**	92,890	14,614
Leasehold Improvements	**29,246**	**4,238**	13,501	1,675
	230,312	**72,773**	156,408	38,104
Net book value	**$ 157,539**		$ 118,304	

5. Mineral Properties and Deferred Costs

	December 31 2004	Mineral Property Interest: Acquisition and Expenditures Jan - June	Grants,Option Payments & METC's Jan - June	Acquisition and Expenditures **3rd Quarter**	Grants,Option Payments & METC's **3rd Quarter**	**September 30 2005**
British Columbia Acquistion & Exploration	2,644,261	1,040,687	(657,704)	**455,721**	-	**3,482,965**
NW Territories Acquistion & Exploration	93,109	54,074	-	**105,061**	-	**252,244**
Yukon Acquistion & Exploration	1,352,642	177,092	(84,219)	**89,865**	**(13,500)**	**1,521,880**
	4,090,012	1,271,853	(741,923)	**650,647**	**(13,500)**	**5,257,089**

	Gross Hectares
BRITISH COLUMBIA	
590 claims	132,926
NORTHWEST TERRITORIES	
49 claims	1,023
YUKON	
656 claims	13,512
Gross hectares	147,461

5. Mineral Properties and Deferred Costs - continued

a) **Mining exploration properties**
In the third quarter 2005, the Company expended $650,647 (2004 - $489,872), net of grants, option payments, and mineral tax credits of $13,500 (2004 - $104,000), on the exploration and development of their mineral properties, of which $455,721 (2004 - $303,027) was expended in B.C., $105,061 (2004 - $8,859) in the Northwest Territories and $89,865 (2004 – $134,276) in the Yukon. These expenditures were funded through cash on hand from the issuance of shares pursuant to flow through share agreements, private placements and through Mining Exploration Tax Credits and other government incentives.

Due to the new system of claim recording via Mining Titles Online in British Columbia, a number of claims have been consolidated resulting in lower claim numbers and increased hectares.

b) **Abo Project:** The Company entered into an option agreement with Northern Continental Resources Inc. ("Northern Continental") dated October 24, 2002 whereby Northern Continental has acquired the option to earn a 60% interest in Eagle Plains' wholly owned Abo Gold Property (the "Property"), located in the Harrison Lake area of south-western British Columbia, approximately 130km east of Vancouver. Northern Continental intends to firstly earn a 50% interest in the Property by completing $1.5 million dollars in exploration expenditures, paying Eagle Plains $10,000 and issuing 1.2 million common shares of Northern Continental over a 5 year period. Northern Continental Resources Inc., has paid a finders fee of 100,000 shares to Bernard Kreft, an arms-length individual and will pay a further 200,000 shares upon earning a 50% interest in the property.

In order to earn an additional 10% in the Property (for a total of 60%), Northern Continental will have to complete a further $1.5 million in exploration and development expenditures and issue an additional 500,000 shares to Eagle Plains on or before August 2, 2010. For each additional 10% interest in and to the Property (from 70% to 100% and upon election by Eagle Plains), Northern Continental will agree to spend an additional $1.5 million in exploration and development expenditures and issue an additional 500,000 common shares to Eagle Plains over each three-year period. Under terms of the Agreement, a retained 2% Net Smelter Return ("NSR") will be eligible for sale to Northern Continental for a total of $2,500,000. The Company has received 800,000 common shares from Northern Continental Resources and sold 200,000, resulting in 600,000 common shares owned by the Company at September 30, 2005 (Note 3). The remaining 300,000 common shares of Northern Continental relate to the LCR property (Note 5 (i)).

c) **Acacia Property:** On April 14, 2005 the Company executed an Option Agreement with Amarc Resources Ltd. ("AHR"), a Vancouver-based exploration company controlled by the Hunter-Dickinson Group. The parties have agreed in principle that AHR may earn up to a 60% interest in Eagle Plains' 100% owned Acacia property by completing $2,500,000 in exploration expenditures, issuing to Eagle Plains 350,000 voting class common shares, and making $125,000 in cash payments. The payments are due as follows: $10,000 on the signing of the letter agreement, $15,000 on signing of the formal agreement, $25,000 thereafter on the anniversary of the effective date of the agreement. AHR may further increase its interest to 75% by carrying the project to feasibility. AHR is required to spend at least $100,000 on the property in 2005 to maintain its option. The first two payments totaling $25,000 have been received as well as the first 25,000 shares.

5. Mineral Properties and Deferred Costs - continued

d) **Bar Project:** On July 31, 2005, the Company negotiated a purchase agreement with Golden Cariboo Resources Ltd. whereby Golden Cariboo purchased 100% of the property in consideration for 300,000 shares of Golden Cariboo.

e) **Blende Project:** The Company entered into an option agreement dated July 19, 2005 with Blind Creek Resources Ltd. ("Blind Creek") whereby Blind Creek may earn a 60% interest in Eagle Plains' wholly owned Blende property, a silver/base-metal deposit located in the Wernecke Mountains, approximately 65 miles NE of Keno in central Yukon Territory. Terms of the agreement require Blind Creek to complete $5,000,000 in exploration expenditures, issue to Eagle Plains 1,000,000 common shares, and make $250,000 in cash payments by December 31, 2010. The payments are due as follows: $15,000 upon execution of the agreement, $30,000 on December 31, 2006 and on December 31 of each successive year to 2010 - $40,000, $40,000, $50,000, and $75,000. The shares are due as follows: 200,000 upon execution of the agreement and 200,000 on December 31, 2006 and each successive December 31 to 2009. Blind Creek is required to spend at least $500,000 on the property in 2006 to maintain its option. The first payment has been received and the Company has received 200,000 common shares from Blind Creek, of which 20,000 were issued to Bernard Kreft, an arms-length individual, as a finders fee, resulting in 180,000 common shares owned by the Company at September 30, 2005 (Note 3).

f) **Bohan Project:** The Company entered into an option agreement with Richard J. Billingsley dated June 6, 2005 to purchase a 100% interest in certain mineral claims adjacent to the Company's Bohan property situated in the Arrow Creek/Mount Bohan area in south eastern British Columbia. Terms are the issuance of 25,000 common shares of the Company upon execution of the agreement and 75,000 common shares on or before the first anniversary date of the agreement. The 25,000 shares have been issued.

g) **Copper Canyon Project:** The Company entered into an option agreement dated May 28, 2002 to earn a 100% interest, subject to a 2% net smelter return royalty, on the property located south of Telegraph Creek, by option payments and exploration expenditures as detailed below:

Option Payments	Exploration Expenditures	Due Date
$ 6,500	$ -	May 30, 2003 (Paid)
8,500	-	May 30, 2004 (Paid)
25,000	100,000	May 30, 2005 (Paid)
50,000	100,000	May 30, 2006
70,000	100,000	May 30, 2007
90,000	200,000	May 30, 2008
$250,000	$ 500,000	

In 2002, pursuant to this option agreement, the Company issued 100,000 non-flow through common shares to the property owner valued at $22,000.

Pursuant to this option agreement, the Company has also committed to make $15,000 annual advanced royalty payments to the property owner commencing May 30, 2009 until commencement of commercial production. Advanced royalty payments will be netted against royalty interest payments after the commencement of commercial production.

5. Mineral Properties and Deferred Costs - continued

On February 26, 2004, a letter agreement was executed between the Company and SpectrumGold Resources (now NovaGold Resources Inc., ("NovaGold")) on the Copper Canyon project. Under terms of the agreement, NovaGold has the option to acquire a 60% interest in the project from the Company by completing $3 million in exploration expenditures over the next 4 years, issuing 296,296 shares of NovaGold and making payments totalling $250,000. NovaGold may earn an additional 20% interest in the project for a total of 80% by paying the Company $1 million and completing a Feasibility Study on the project by no later than September 2011. This agreement supercedes a Letter of Intent between the Company and Viceroy Resource Corp. announced on February 12, 2003.

In 2004, the Company received 100,000 SpectrumGold shares which were subsequently exchanged for 74,074 NovaGold shares, of which 14,074 shares were disposed. In the first quarter of 2005 the Company received an additional 74,074 NovaGold shares and sold 20,000 shares resulting in the Company owning 114,074 shares at September 30, 2005 (Note 3).

h) **Hall Lake Project:** On October 3, 2005, the Company, subject to exchange approval, signed a letter of intent with Solomon Resources Limited ("Solomon") whereby Solomon will have the right to earn up to a 75% interest in Eagle Plain's 100% owned Hall Lake (formerly "Cretin") property located 50km west of Cranbrook, in southeast British Columbia. Solomon will have the option to acquire a 60% interest in the project from the Company by funding a $40,000 exploration program to be completed prior to January 1, 2006. Solomon must notify Eagle Plains of it's intent no later than January 31, 2006, as to whether Solomon wishes to proceed to exercise its option. To exercise it's option to earn 60% interest, Solomon must pay Eagle Plains $20,000 by January 31, 2006. To earn a 60% interest Solomon must, by January 31, 2008, complete $1,000,000 of exploration expenditures, issue 225,000 shares of Solomon to Eagle Plains and make payments totaling $90,000. Solomon may earn an additional 15% interest in the project for a total of 75% by paying the Company $50,000, issuing 225,000 shares of Solomon and completing $1,000,000 in exploration expenditures by December 31, 2010. The schedule for these commitments is as follows:

Date due	Payments	Issue shares	Expenditures
June 30, 2006	$25,000	50,000	
June 30, 2007	$30,000	75,000	$ 150,000
June 30, 2008	$35,000	100,000	850,000
Dec 31, 2008	$50,000	100,000	250,000
Dec 31, 2010		125,000	750,000
	$140,000	450,000	$2,000,000

i) **LCR Project:** On February 12, 2003, the Company entered into an option agreement to earn a 100% interest, subject to a 1% net smelter return royalty, in the LCR property through option payments, exploration expenditures, and issuance of the Company's common shares as detailed below:

Option Payments	Common Shares	Due Date
$ 5,000	100,000	December 31, 2003 (Paid)
-	100,000	December 31, 2005 (Paid)
-	100,000	December 31, 2007
$5,000	300,000	

5. Mineral Properties and Deferred Costs - continued

Pursuant to this option agreement, the Company issued 100,000 common shares to the property owner valued at $15,000. In March 2005 the Company issued 100,000 common shares to the property owner valued at $73,000 to complete the option commitment for 2005.

On January 15, 2004, the Company signed an option agreement with Northern Continental Resources Ltd. whereby Northern Continental may earn a 60% interest in the property by making a cash payment of $10,000, issuing 1,000,000 common shares and completing $3,000,000 in exploration expenditures over 5 years. The Company will remain operator of the project up to the completion of $1,000,000 in exploration expenditures. During 2004, the Company received 400,000 common shares of Northern Continental and sold 100,000 shares resulting in 300,000 shares being owned by the Company at June 30, 2005 (Note 5 (b)).

j) **McQuesten Project:** NovaGold earned a 70% interest in the property through an $80,000 option payment and by completing 10,000 foot drilling program on the optioned property. On March 15, 2005, NovaGold sold their 70% interest to Alexco Resource Group, who will be continuing with the joint venture agreement.

k) **Severance Project:** On March 18, 2003, the Company announced that it had negotiated an agreement with 4763 NWT Ltd. whereby the Company may earn a 100% interest in the claims by issuing 100,000 common shares and completing $40,000 in exploration expenditures over two years. A 2% NSR is reserved for the vendor, half of which may be purchased at any time for $1,000,000. The Company will further reserve for the vendors 25% of the proceeds from any subsequent third-party sale or option of the claims, to a maximum of $100,000.

In 2004, pursuant to this option agreement, the Company has completed the exploration expenditure commitment. In 2003, the Company issued 50,000 common shares to the property owner, valued at $12,500 and the balance of 50,000 common shares were issued in the first quarter 2005, valued at $31,000.

l) **Sphinx Project:** On February 15, 2005, the Company signed a property option agreement with Gordon Johnstone and Bryan Johnstone whereby the Company can purchase a 100% interest (less 2.5% NSR) of certain mineral properties located in the Baker Creek area in south-eastern British Columbia. Terms of the agreement require the Company to spend $1,000,000 on the property and issue 175,000 shares. The commitments are to be completed according to the following schedule:

Date due by	Issue shares	Expenditures
Feb 15, 2005	25,000 (issued)	
Dec 31, 2005	50,000	
Dec 31, 2006	50,000	$ 200,000
Dec 31, 2007	50,000	200,000
Dec 31, 2007		200,000
Dec 31, 2008		200,000
Dec 31, 2009		200,000
	175,000	$1,000,000

m) **Sprogge Project:** On March 11, 2005, the Company purchased 100% interest, subject to a 1% net smelter return royalty, in the property through the issuance of 100,000 common shares of the Company to the property owner.

5. Mineral Properties and Deferred Costs - continued

n) **Titan Project:** On October 25, 2002, the Company entered into an option agreement to earn a 100% interest in the property through option payments as detailed below:

Option Payments	Due Date
$ 5,000	December 31, 2003 (Paid)
7,000	December 31, 2004 (Paid)
10,000	December 31, 2005
15,000	December 31, 2006
35,000	December 31, 2007
$72,000	

The Company subsequently entered into an option agreement dated February 29, 2004 on the property with Kobex Resources Ltd. ("Kobex") and received $5,000 in cash and 100,000 Kobex shares, of which 47,000 shares were sold in the first quarter 2005 resulting in 53,000 shares owned by the Company at September 30, 2005 (Note 3). Subsequent to conducting an exploration program, Kobex terminated the option agreement in the first quarter 2005.

In the first quarter 2005, the Company signed a letter of intent with Canadian Goldrush Corporation ("Canadian Goldrush") whereby Canadian Goldrush would enter into an option agreement to acquire a 60% working interest in the property. Canadian Goldrush paid $5,000 on signing the letter of intent. Canadian Goldrush subsequently terminated the option agreement.

6. Equity Instruments

a) Authorized
Unlimited number of common shares without nominal or par value.

Unlimited number of first and second preference shares without nominal or par value, with the rights, privileges and conditions thereof determined by the directors of the Company at the time of issuance.

b) Issued and outstanding

	3rd Quarter 2005		Year ended 2004	
	Number of Shares		Number of Shares	
Common Shares				
Balance, beginning of period	**42,443,979**	$ **8,980,233**	27,492,130	$ 4,802,546
Issued flow through shares for cash	**250,000**	**250,000**	4,108,466	2,704,750
Issued for cash via private placement	**-**	**-**	5,736,332	2,724,549
Issued upon exercise of Agent's options	**-**	**-**	29,568	14,784
Issued in exchange for mineral claims	**-**	**-**	-	-
Issued for cash on exercise of warrants	**1,660,000**	**498,000**	1,000,000	300,000
Issued for cash on exercise of options	**10,000**	**6,500**	1,430,000	143,000
Tax effect on renounced expenditures	**-**	**-**	-	(1,220,000)
Reclassifications	**-**	**-**	-	46,000
Black Scholes value of options exercised	**-**	**3,560**	-	-
Black Scholes value of warrants exercised	**-**	**83,700**	-	(923,300)
Share issue costs	**-**	**(4,931)**	-	(519,954)
Balance, end of period	**44,363,979**	**$ 9,817,062**	39,796,496	$ 8,072,475
Options				
Balance, beginning of period	**4,247,368**	**$ 1,114,081**	2,453,418	$ 27,400
Granted – agent	**-**	**-**	842,551	191,600
Granted – employees (Note 6 (c))	**-**	**-**	2,065,000	475,441
Exercised	**(10,000)**	**(3,560)**	(1,459,568)	(16,300)
Expired	**-**	**-**	(75,000)	-
Balance, end of period	**4,237,368**	**$ 1,110,521**	3,826,401	$ 678,441
Warrants				
Balance, beginning of period	**4,711,727**	**$ 1,006,289**	3,960,000	$ 117,900
Issued in flow through shares	**-**	**-**	2,510,166	896,900
Issued in private placement	**-**	**-**	358,000	26,300
Issued to Agents	**-**	**-**	125,000	16,300
To be issued to Agent	**-**	**-**	-	18,000
Exercised	**(1,660,000)**	**(83,700)**	(1,000,000)	(30,000)
Balance, end of period	**3,288,933**	**$ 922,589**	5,953,166	$ 1,045,400
Total equity instruments		**$ 11,850,172**		$ 9,756,316

c) Directors and management share options
The Company has a stock option plan for employees, directors, officers and consultants. Stock options can be issued up to a maximum number of common shares equal to 10% of the issued and outstanding common shares of the Company. The exercise price and vesting period of options granted is not less than the market price of the common shares traded less the available discount under TSX Venture Exchange Inc. policies, and is determined by the Board of Directors. Options granted can have a term of up to 5 years.

6. Equity Instruments – continued

As at September 30, 2005, the Company has the following stock options outstanding:

	Number of Shares	Option Price per Share Range	Weighted Average Exercise Price
Options outstanding, December 31, 2004	**3,826,401**	**$0.10 - $0.65**	**$0.45**
Options - granted	**1,480,000**	**$0.65 - $0.75**	**$0.69**
Options – exercised	**(1,056,033)**	**($0.10 - $1.00)**	**($0.35)**
Options - expired	**(13,000)**	**($0.20 - $0.50)**	**($0.27)**
Options outstanding, September 30, 2005	**4,237,368**	**$0.10 - $1.00**	**$0.52**

In the third quarter, 10,000 options at a price of $0.65 per share were exercised for net proceeds of $6,500 to the Company.

As at September 30, 2004 the Company had the following stock options outstanding:

	Number of Shares	Option Price per Share Range	Weighted Average Exercise Price
Options outstanding, December 31, 2003	2,453,418	$0.10 - $1.00	$0.13
Options - granted	2,076,017	$0.50 - $1.00	$0.50
Options - exercised	(650,000)	$0.10 - $0.30	$0.14
Options outstanding, September 30, 2004	3,879,435	$0.10 - $1.00	$0.33

The following table summarizes information about the stock options outstanding at September 30, 2005:

Options outstanding	Option price	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Number of Options Currently Exercisable	Weighted Average Exercise Price of Options Currently Exercisable
160,000	**$0.10**	**$0.10**	**2.25 years**	**160,000**	**$0.10**
300,000	**$0.25**	**$0.25**	**3.75 years**	**300,000**	**$0.25**
40,000	**$0.50**	**$0.50**	**3.65 years**	**40,000**	**$0.50**
572,868	**$1.00**	**$1.00**	**0.75 years**	**572,868**	**$1.00**
555,000	**$0.50**	**$0.50**	**4.00 years**	**555,000**	**$0.50**
50,000	**$0.65**	**$0.65**	**4.00 years**	**50,000**	**$0.65**
650,000	**$0.50**	**$0.50**	**4.25 years**	**650,000**	**$0.50**
350,000	**$0.65**	**$0.65**	**4.35 years**	**132,500**	**$0.65**
89,500	**$1.00**	**$1.00**	**0.55 years**	**89,500**	**$1.00**
845,000	**$0.65**	**$0.65**	**4.75 years**	**765,000**	**$0.65**
625,000	**$0.75**	**$0.75**	**5.00 years**	**625,000**	**$0.75**
4,237,368		**$0.56**		**3,939,868**	**$0.55**

6. Equity Instruments – continued

The following table summarized information for the stock options outstanding at September 30, 2004:

Options outstanding	Option price	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Number of Options Currently Exercisable	Weighted Average Exercise Price of Options Currently Exercisable
1,338,418	$0.10	$0.10	1.75 years	1,338,418	$0.10
300,000	$0.25	$0.25	2.75 years	300,000	$0.25
65,000	$0.10	$0.10	3.00 years	65,000	$0.20
100,000	$0.30	$0.20	3.25 years	100,000	$0.30
160,000	$0.50	$0.50	3.75 years	160,000	$0.50
753,051	$1.00	$1.00	0.75 years	753,051	$1.00
755,000	$0.50	$0.50	4.00 years	755,000	$0.50
50,000	$0.65	$0.65	4.00 years	50,000	$0.65
750,000	$0.50	$0.50	5.00 years	750,000	$0.50
4,271,469		$0.44		4,271,469	$0.44

d) Compensation expense for share options

The Company records compensation expense for stock options issued to employees. Compensation expense has been determined based on the estimated fair value of the options at the grant dates using the Black-Scholes option-pricing model with the following assumptions: Dividend yield Nil (2004 – Nil), expected volatility 61% (2004 – 10%); risk-free interest rate 3.5% (2004 – 5%); and weighted average life of 5 years (2004 - 5 years).

As at September 30, 2005, $561,200 (2004 – $202,602) has been recorded as stock based compensation related to the options issued to employees with the corresponding amount charged to share capital.

6. Equity Instruments – continued

e) Warrants outstanding

The fair value of each warrant was determined at the grant date using the Black-Scholes model assuming a risk-free interest rate of 3.5% and an expected volatility rate of 61%.

At September 30, 2005, the Company has the following share purchase warrants outstanding:

Total issued and outstanding	**Expiry**	**Number**	**Price**
Balance, December 31, 2004	Feb. 2004 to Sept. 2005	5,953,166	$0.20-$1.00
Issued	March 1, 2006	61,561	$1.00
Exercised	Feb 2005/Oct 2005	(2,960,000)	$0.20 - $1.00
Balance, June 30, 2005		**3,054,727**	
To be issued	March 2006	189,456	$1.00
To be issued	December 2005	44,750	$1.00
		3,288,933	**$0.30-$1.00**

In the third quarter 2005, 1,660,000 warrants were exercised at a price of $0.30 for net proceeds of $83,700.

As at September 30, 2004, the Company had the following share purchase warrants outstanding:

Issued	Expiry	Number	Price
February, 2003	February, 2005	1,160,000	$0.20
September, 2003	September, 2005	1,830,000	$0.30
January, 2004	Dec ,2004/Mar, 2006	2,761,183	$1.00
Total issued and outstanding, at September 30, 2004		5,751,183	

f) Shareholder rights protection plan

The shareholders have approved a plan which the directors intend to implement at their discretion to provide adequate time for the shareholders and the directors to seek alternatives to, and to assess the merits of, bids for the shares of the Company. This plan attaches special rights to the issued shares of the Company. These special rights are void to a bidder who seeks to acquire more than 20 % of the voting shares of the Company.

7. Related Party Transactions

Except as noted elsewhere in these consolidated financial statements, the Company was involved in the following related party transactions in the third quarter 2005:

a) Of the 1,660,000 warrants exercised, 400,000 warrants were exercised by directors of the Company.

b) Included in general administrative expenses is $3,750 (2004 - $8,196) paid for accounting services and related expenses to a director and CFO of the Company.

c) During the third quarter, the Company paid $656,725 to Bootleg Exploration Inc., a wholly owned subsidiary, for work performed by Bootleg on Company properties. The Company advanced $468,275 to Bootleg Exploration Inc. for working capital. The Company received $9,737 from Bootleg Exploration Inc. for expenses paid on their behalf and charged Bootleg $1,512 interest on an inter-company loan.

Except as disclosed, all related party transactions in the normal course of business have been measured at the agreed upon exchange amounts, which is the amount of consideration established and agreed to by the related parties. The exchange amounts approximate fair values.

8. Asset Retirement Obligation

At September 30, 2005 and 2004, the Company does not estimate costs relating to future site restoration and abandonment to be material. The Company has currently made no provision for site restoration costs or potential environmental liabilities as all properties are still in the exploration stages. Factors such as further exploration, inflation and changes in technology may materially change the cost estimate.

9. Commitments and Contingent Liabilities

As detailed in Note 5, the Company has entered into various option agreements pursuant to the terms of which it is committed to the following over the next five years:

2006	$300,000 Expenditures, $65,000 Payments, 125,000 Shares
2007	$490,000 Expenditures, $105,000 Payments, 150,000 shares
2008	$400,000 Expenditures, $90,000 Payments
2009	$200,000 Expenditures, $15,000 Royalty payments
2010	$15,000 Royalty payments

9. Commitments and Contingent Liabilities

To meet renouncement requirements of flow-through share issuance of September 30, 2005, the Company is committed to incur exploration expenses of $250,000 by December 31, 2006.

The Company has assigned $96,000 of term deposits and cash balances with a Canadian financial institution for the guarantee of business credit cards.

The Company has no material commitments pursuant to its current property lease agreements.

The Company has agreed to indemnify directors and officers under the bylaws of the Company to the extent permitted by law. The nature of the indemnifications prevent the Company from making a reasonable estimate of the maximum potential amount it could be required to pay to beneficiary of such indemnification agreement. The Company has purchased various insurance policies to reduce the risks association with such indemnification.

Additionally, in the ordinary course of business, other indemnifications may have also been provided pursuant to provisions of purchase and sale contracts, service agreements, joint venture agreements, operating agreements and leasing agreements. In these agreements, the Company has indemnified counterparties if certain events occur. These indemnification provisions vary on an agreement by agreement basis. In some cases, there are no pre-determined amounts or limits included in the indemnification provisions and the occurrence of contingent events that will trigger payment under them is difficult to predict. Therefore, the maximum potential future amount that the Company could be required to pay cannot be estimated.

10. Financial Instruments

As disclosed in Note 2 (g), the Company holds various forms of financial instruments. The nature of these instruments and the Company's operations expose the Company to concentration risk and currency risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

a) Concentration risk
At September 30, 2005 and 2004, substantially all of the Company's cash was held at two recognized Canadian National financial institutions. As a result, the Company was exposed to all of the risks associated with those institutions.

b) Currency risk
Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.