

**SKEENA RESOURCES LIMITED**

**CONSOLIDATED FINANCIAL STATEMENTS**

**SEPTEMBER 30, 2005**

**SKEENA RESOURCES LIMITED**  
CONSOLIDATED BALANCE SHEETS  
AS AT SEPTEMBER 30, 2005

**NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

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

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

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

*"Rupert Allan"*

Rupert Allan  
President and CEO

Vancouver, British Columbia  
November 2005

*"Robert V. Matthews"*

Robert V. Matthews  
Chief Financial Officer

CONSOLIDATED BALANCE SHEETS  
(Unaudited – Prepared by Management)z

	September 30 2005	December 31 2004
<b>ASSETS</b>		
<b>Current</b>		
Cash	\$ 959,517	\$ 504,360
Receivables	18,496	8,980
Prepaid expenses	<u>53,352</u>	<u>1,536</u>
	<b>1,031,365</b>	514,876
<b>Long term investments</b> (Note 3)	<b>23,387</b>	61,325
<b>Mineral property interests</b> (Note 4)	<b>3,206,102</b>	2,277,728
<b>Equipment</b> (Note 5)	<u>19,396</u>	<u>1,207</u>
	<b>\$ 4,280,250</b>	<b>\$ 2,855,136</b>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

<b>Current</b>		
Accounts payable and accrued liabilities	\$ <u>217,750</u>	\$ <u>265,797</u>
<b>Shareholders' equity</b>		
Capital stock (Note 7)	10,833,662	7,743,083
Commitment to issue shares (Note 7)	-	1,150,000
Contributed surplus (Note 7)	1,234,179	623,210
Deficit	<u>(8,005,341)</u>	<u>(6,926,954)</u>
	<u>4,062,500</u>	<u>2,589,339</u>
	<b>\$ 4,280,250</b>	<b>\$ 2,855,136</b>

**Nature and continuance of operations** (Note 1)

**Subsequent events** (Note 11)

**On behalf of the Board:**

"J. Rupert Allan"  
J. Rupert Allan

Director

"Ronald K. Netolitzky"  
Ronald K. Netolitzky

Director

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

**SKEENA RESOURCES LIMITED**  
**CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT**  
(Unaudited – Prepared by Management)

	For the three months ended September 30		For the nine months ended September 30	
	2005	2004	2005	2004
<b>ADMINISTRATION EXPENSES</b>				
Amortization	\$ 2,412	\$ 55	\$ 2,791	\$ 123
Consulting	30,477	17,093	88,545	49,788
Interest and financing costs	-	-	20,000	-
Investor Relations	7,500	-	13,750	-
Office and miscellaneous	3,713	(119)	9,750	1,894
Professional fees	-	-	54,948	31,101
Rent and administration	5,700	3,114	10,746	7,641
Shareholder communications	-	-	5,784	2,279
Stock-based compensation (Note 7)	-	-	394,429	-
Telecommunications	514	106	1,420	997
Transfer agent and listing fees	8,423	918	32,293	13,135
Travel	-	-	2,876	2,784
<b>Loss before other items</b>	<b>(58,739)</b>	<b>(21,167)</b>	<b>(637,332)</b>	<b>(109,742)</b>
<b>OTHER ITEMS</b>				
Interest income	5,645	479	8,859	1,343
Write-down of marketable securities	-	-	-	(375)
Write-off of mineral property interest	(411,976)	-	(411,976)	-
Write-down of long term investment	(5,197)	-	(37,938)	-
	<b>(411,528)</b>	<b>479</b>	<b>(441,055)</b>	<b>968</b>
<b>Loss for the period</b>	<b>(470,267)</b>	<b>(20,688)</b>	<b>(1,078,387)</b>	<b>(108,774)</b>
<b>Deficit, beginning of period</b>	<b>(7,535,074)</b>	<b>(6,792,388)</b>	<b>(6,926,954)</b>	<b>(6,704,302)</b>
<b>Deficit, end of period</b>	<b>\$ (8,005,341)</b>	<b>\$ (6,813,076)</b>	<b>\$ (8,005,341)</b>	<b>\$ (6,813,076)</b>
<b>Weighted average loss per share</b>	<b>\$ (0.03)</b>	<b>\$ (0.00)</b>	<b>\$ (0.03)</b>	<b>\$ (0.00)</b>
<b>Weighted average number of common shares outstanding</b>	<b>36,695,100</b>	<b>25,074,762</b>	<b>31,729,935</b>	<b>25,074,762</b>

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

**SKEENA RESOURCES LIMITED**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited – Prepared by Management)

	For the three months ended September 30		For the nine months ended September 30	
	2005	2004	2005	2004
<b>CASH FROM (USED IN) OPERATING ACTIVITIES</b>				
Loss for the year	\$ (470,267)	\$ (20,688)	\$ (1,078,387)	\$ (108,774)
Items not affecting cash:				
Amortization	2,412	55	2,791	123
Write-down of long term investments	5197	-	37,938	-
Write-off of mineral property interest	411,976	-	411,976	-
Write-down of marketable securities	-	-	-	375
Stock-based compensation	-	-	394,429	-
Changes in non-cash working capital items:				
Decrease(increase) in receivables	(1,875)	1,243	(9,516)	2,350
Decrease (increase) in prepaid expenses	904	-	(51,816)	-
Increase (decrease) in accts payable & accrued liabilities	118,254	(12,700)	(48,047)	10,740
Net cash from (used in) operating activities	66,601	(32,090)	(340,632)	(95,186)
<b>CASH FROM FINANCING ACTIVITIES</b>				
Proceeds on issuance of capital stock	867,200	1,000	2,075,119	68,250
Issue of convertible debentures	-	-	-	390,000
Proceeds from optioning mineral interests	5,000	-	5,000	-
Net cash from financing activities	872,200	1,000	2,080,119	458,250
<b>CASH USED IN INVESTING ACTIVITIES</b>				
Acquisition of mineral property	(60,121)	-	(60,121)	-
Expenditures on mineral property interests	(550,435)	-	(1,203,229)	(81,843)
Purchase of equipment	(16,140)	(975)	(20,980)	(975)
Net cash used in investing activities	(626,696)	(975)	(1,284,330)	(82,818)
<b>Increase (decrease) in cash during the period</b>	<b>312,105</b>	<b>(32,065)</b>	<b>455,157</b>	<b>280,246</b>
<b>Cash, beginning of period</b>	<b>647,412</b>	<b>668,897</b>	<b>504,360</b>	<b>356,586</b>
<b>Cash, end of period</b>	<b>\$ 959,517</b>	<b>\$ 636,832</b>	<b>\$ 959,517</b>	<b>\$ 636,832</b>
<b>Cash paid for interest during the period</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Cash paid for income taxes during the period</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

**Supplemental disclosure with respect to cash flows (Note 8)**

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

**SKEENA RESOURCES LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
**SEPTEMBER 30, 2005 AND 2004**

**1. NATURE AND CONTINUANCE OF OPERATIONS**

The Company operates primarily in the mining industry. The Company is in the exploration stage with respect to its mineral property interests and has not, as yet, achieved any commercial production.

These financial statements are prepared in accordance with Canadian generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The recoverability of the amounts shown for mineral property interests is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete exploration and development of the properties, the timing of legislative or regulatory developments relating to environmental protection, and upon future profitable operations or proceeds from the disposition thereof.

	September 30 2005	December 31 2004
Working capital	\$ 813,615	\$ 249,079
Deficit	(8,005,341)	(6,926,954)

**2. SIGNIFICANT ACCOUNTING POLICIES**

**Principles of consolidation**

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary. Significant inter-company transactions and balances have been eliminated on consolidation.

**Use of estimates**

The preparation of consolidated financial statements in accordance with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results could differ from these estimates.

**Long-term investments**

Long-term investments are carried at cost. If it is determined that the value of the investment is permanently impaired, it is written down to estimated net realizable value.

**Mineral property interests**

All costs related to the acquisition, exploration and development of mineral property interests are capitalized by property. If economically recoverable ore reserves are developed, capitalized costs are reclassified as mining assets and amortized using the unit of production method. When a property is abandoned, all related costs are written off to operations. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicated that its carrying amount may not be recoverable.

**2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Mineral property interests (cont'd...)**

The amounts shown for mineral properties do not necessarily represent present or future values. Their recoverability is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development, and future profitable production or proceeds from the disposition thereof.

**Costs of maintaining mineral property interests**

The Company does not accrue the estimated future costs of maintaining its mineral property interests in good standing.

**Asset retirement obligations**

An asset retirement obligation is a legal obligation associated with the retirement of tangible long-lived assets that the Company is required to settle. The company recognizes the fair value of a liability for an asset retirement obligation in the year in which it is incurred when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. This policy was adopted in fiscal 2004, pursuant to CICA Handbook Section 3110, "Asset Retirement Obligations".

**Equipment**

Equipment is recorded at cost less accumulated amortization. Amortization is recorded on a declining balance basis at the following annual rates:

Computer equipment	30%
Telephone equipment	20%
Field equipment	20%
Office furniture	20%
Computer software	100%

**Stock-based compensation**

The Company adopted the CICA Handbook Section 3870 "Stock-Based Compensation and Other Stock-Based Payments", which recommends the fair value-based methodology for measuring compensation costs. Effective January 1, 2003, the Company adopted the fair value method whereby the Company recognizes compensation costs for the granting of all stock options and direct awards of stock. Any consideration paid by the option holders to purchase shares is credited to capital stock.

**Foreign currency translation**

The monetary assets and liabilities of the Company that are denominated in foreign currencies are translated into Canadian dollar equivalents at the rate of exchange at the balance sheet date and non-monetary items are translated at historical rates. Revenues and expenses are translated at the average exchange rate for the year. Exchange gains and losses arising on translation are included in the statements of operations.

**SKEENA RESOURCES LIMITED**  
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2005 AND 2004

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**2. SIGNIFICANT ACCOUNTING POLICIES (cont'd...)**

**Income taxes**

Future income taxes are recorded using the asset and liability method whereby future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment or enactment occurs. To the extent that the Company does not consider it more likely than not that a future tax asset will be recovered, it provides a valuation allowance against the excess.

**Flow-through common shares**

Resource expenditure deductions for income tax purposes related to exploration activities funded by flow-through share arrangements are renounced to investors in accordance with Canadian income tax legislation. To the extent that the future tax liabilities created by the renunciation exceed the future tax assets available, the Company records a reduction in capital stock for the estimated tax benefits transferred to shareholders.

Effective March 19, 2004, the Company adopted EIC 146 "Flow-Through Shares" that dictates the accounting treatment on renunciation of the tax deductibility of the qualifying expenditures that give rise to taxable temporary differences. The change in accounting policy was applied prospectively. When the Company renounces flow-through expenditures, a portion of the Company's future income tax assets that were not recognized in previous years, due to the recording of a valuation allowance, will be recognized as a recovery of income taxes in the statement of operations. The Company does this calculation annually.

**Loss per share**

The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on loss per share is recognized on the use of the proceeds that could be obtained upon exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year.

Basic loss per share is calculated using the weighted-average number of common shares outstanding during the year.

**Comparative figures**

Certain comparative figures have been reclassified to conform with the current year's presentation.

**3. LONG TERM INVESTMENTS**

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	September 30 2005	December 31 2004
Diadem Resources Ltd. – 519,703 Common Shares (market value - \$23,387 (2004 pre-conversion costs - \$61,325))	\$ 23,387	\$ 61,325

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**SKEENA RESOURCES LIMITED**  
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**3. LONG TERM INVESTMENTS (cont'd...)**

The Series B First Preferred Shares of Diadem Explorations Inc. were exchanged for 519,703 common shares of Diadem Resources Ltd., a company listed on the TSX-V. The shares are written down to market.

The initial shares were provided as consideration on the sale of the Company's interest in the Otish Mountain Claims, Quebec (Note 4).

**4. MINERAL PROPERTY INTERESTS**

	British Columbia Claims	Quebec Claims	Ecuador Claims	Total
<b>Balance, December 31, 2003</b>	\$ 367,253	\$ 87,607	\$ 89,906	\$ 544,766
<b>Additions:</b>				
Local office costs	-	-	18,849	18,849
Land acquisition and assessment costs	66,060	-	1,717,768	1,783,828
Legal	-	-	310	310
Travel and accommodation	-	-	17,582	17,582
	<u>66,060</u>	<u>-</u>	<u>1,754,509</u>	<u>1,820,569</u>
	433,313	87,607	1,844,415	2,365,335
Recovery during the year	-	(61,325)	-	(61,325)
Written-off during the year	<u>-</u>	<u>(26,282)</u>	<u>-</u>	<u>(26,282)</u>
<b>Balance, December 31, 2004</b>	\$ 433,313	\$ -	\$ 1,844,415	\$ 2,277,728
<b>Additions:</b>				
Land costs	114,193	-	22,927	137,120
Analytical service	-	-	26,244	26,244
Drilling / trenching	-	-	403,639	403,639
Field Support	-	-	419,252	419,252
Local office costs	-	-	57,710	57,710
Maps and reports	-	-	6,679	6,679
Geology/geophysics	-	-	168,110	168,110
Legal	-	-	73,576	73,576
Travel and accommodation	<u>-</u>	<u>-</u>	<u>48,020</u>	<u>48,020</u>
	<u>114,193</u>	<u>-</u>	<u>1,226,157</u>	<u>1,340,350</u>
	547,506	-	3,070,572	3,618,078
Written-off during the year	<u>(411,976)</u>	<u>-</u>	<u>-</u>	<u>(411,976)</u>
<b>Balance, September 30, 2005</b>	\$ 135,530	\$ -	\$ 3,070,572	\$ 3,206,102

**4. MINERAL PROPERTY INTERESTS (cont'd...)**

**Title to mineral properties**

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties is in good standing.

***British Columbia Claims***

**Ice Claims Project, Elk Valley, British Columbia**

The Company entered into an option agreement to earn a 75% interest in the Ice Claims Project located in Elk Valley, British Columbia pursuant to which the Company paid \$50,000 and issued 100,000 common shares at a value of \$8,000. The Company also issued 25,000 common shares at a value of \$2,000 for finder's fees and paid \$30,000 and issued 200,000 common shares at a value of \$40,000 pursuant to extension and amending agreements.

During the quarter ended September 30, 2005, the Company returned the claims to the vendor and wrote off the capitalized costs attributed to this project.

**Ronoke and Blackhorn Claims, British Columbia**

The Company entered into an option agreement to earn a 100% interest in certain claims in the Clinton and Nelson mining districts of British Columbia pursuant to which the Company paid \$5,000 and issued 150,000 common shares at a value of \$27,000. To earn its interest, the Company must make additional staged payments of \$25,000 and 400,000 common shares.

The claims are subject to a 2% net smelter returns ("NSR") royalty which the Company may purchase for a payment of \$500,000.

During the first quarter, a title dispute arose on certain of the Blackhorn claims between the underlying owner and a third party. During the quarter ended September 30, 2005, the title dispute was resolved in favour of the Company's vendor. Pursuant to an agreement to remove the NSR and acquire 100% of the interest in both the Blackhorn and Ronoke claims, the Company paid \$10,000 and issued 200,000 shares at a value of \$82,000 in lieu of the staged payments of \$25,000 and 400,000 common shares.

The Ronoke property is under option to Crucible Resources Ltd.

***Quebec Claims***

**Otish Mountain Claims, Quebec**

The Company entered into an option agreement to acquire a 70% interest in certain mineral claims located in the Otish Mountain region of Quebec pursuant to which the Company paid \$37,607 and issued 500,000 common shares at a value of \$50,000.

The Company subsequently disposed of the claims in exchange for 61,325 Series B First Preferred Shares of Diadem Exploration Inc. at a value of \$61,325. The remaining costs of \$26,282 were written off to operations in fiscal 2004.

**SKEENA RESOURCES LIMITED**  
**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**  
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**4. MINERAL PROPERTY INTERESTS (cont'd...)**

*Ecuador Claims*

**El Corazon Property, Ecuador**

The Company entered into an agreement with Alpha Oil Inc. ("Alpha") to acquire Alpha's option with Compania AgroIndustrial El Corazon S.A. ("AgroIndustrial") to earn a 50% interest in the El Corazon property located in the Province of Imbabura, Ecuador. A private Ecuador company, Alpec Alpha Ecuador S.A. holding the option as its sole asset, was acquired from Alpha in consideration for the reimbursement of certain expenses and 2,500,000 common shares of the Company valued at \$1,150,000. To continue its interest, the Company is required to issue Alpha an additional 2,500,000 common shares of the Company on or before December 11, 2005 and pay \$1,500,000 in cash or common shares, at the election of the Company, on or before December 11, 2008. The Company also paid AgroIndustrial US\$315,000 and is required to make additional staged cash payments of US\$4,150,000 and incur a minimum of US\$5,000,000 in exploration expenditures over a four year period.

**5. EQUIPMENT**

	September 30, 2005			December 31, 2004		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 7,697	\$ 4,794	\$ 2,903	\$ 4,715	\$ 4,385	\$ 330
Office furniture	3,373	253	3,120	-	-	-
Computer software	3,000	1,125	1,875	-	-	-
Field equip. (Ecuador)	10,709	803	9,906	-	-	-
Telephone equipment	1,890	298	1,592	975	98	877
	<u>\$26,669</u>	<u>\$7,273</u>	<u>\$19,396</u>	<u>\$5,690</u>	<u>\$4,483</u>	<u>\$1,207</u>

**6. RELATED PARTY TRANSACTIONS**

The Company entered into the following transactions with related parties:

- a) Paid or accrued consulting fees of \$88,545 (2004 - \$49,788) to companies controlled by directors.
- b) Pays \$2,100 a month for rent, reception duties, systems maintenance and office supplies, to a company controlled by an officer of the Company.

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

Included in accounts payable at September 30, 2005 is \$8,550 (2004 - \$6,500) which is due to directors or companies with common directors.

**7. CAPITAL STOCK AND CONTRIBUTED SURPLUS**

**SKEENA RESOURCES LIMITED**  
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	Number of Shares	Capital Stock	Contributed Surplus
Authorized			
100,000,000 common shares without par value			
Issued			
As at December 31, 2003	24,856,116	\$ 7,020,189	\$ 559,104
For cash:			
Exercise of warrants	1,500,000	300,000	-
Exercise of options	200,000	45,000	-
For mineral property interests	100,000	22,000	-
Warrant and option conversion	-	72,320	(72,320)
Conversion of debentures	<u>875,000</u>	<u>283,574</u>	<u>136,426</u>
As at December 31, 2004	27,531,116	\$ 7,743,083	\$ 623,210
For mineral property interest as per commitment	2,500,000	1,150,000	-
For cash:			
Exercise of warrants	2,640,000	621,883	(93,883)
Exercise of Options	415,000	138,200	(39,200)
Private placement, net of issue costs	3,812,500	1,098,496	349,623
For mineral property interests	200,000	82,000	-
Stock based compensation	<u>-</u>	<u>-</u>	<u>394,429</u>
As at September 30, 2005	37,098,616	\$ 10,833,662	\$ 1,234,179

**Private placements**

During fiscal 2004, the Company issued convertible debentures with a face value of \$400,000 bearing interest at 10% per annum, maturing in December, 2004. The debentures were convertible at the option of the holder into units at a price determined by a three day market interval once a press release announcing the underground sampling results on the El Corazon gold project in Ecuador was announced. Each unit consisted of one common share and one warrant allowing the holder to acquire one additional common share. The Company paid a finders fee of \$10,000 on the issuance of the convertible debentures. At maturity in December, 2004, the debenture holders elected to convert principal and accrued interest totalling \$420,000 at a price of \$0.48 per unit and consequently, the Company issued 875,000 units. Each unit consisted of one common share and one share purchase warrant to acquire one additional common share at \$0.53 to December 13, 2005 and then at \$0.58 to December 13, 2006. The relative fair value of the warrants of \$136,426 was allocated to contributed surplus.

**7. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd...)**

During the quarter ending September 30, 2005 the Company completed the 2<sup>nd</sup> tranche of two financings that closed on June 24<sup>th</sup> and July 15<sup>th</sup> respectively and issued a total of 3,812,500 units to raise \$1,525,000. Each unit consists of one common share and one warrant allowing the holder to acquire one additional common share at \$0.75 for a two year period. Commissions totalled \$76,880 in cash payments and 288,300 broker warrants exercisable at \$0.55

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for a period of one year. The warrants have an accelerator clause whereby conversion may be forced after the four month hold period has expired should the trading value of the Company's stock be \$1.00 or greater for 10 consecutive trading days. The relative fair value of the warrants of \$349,623 was allocated to contributed surplus.

**Commitment to issue shares**

During fiscal 2004, the Company entered into an agreement with Alpha related to the El Corazon Property (Note 4). At the closing of the option agreement with AgroIndustrial, the Company was committed to issue Alpha 2,500,000 shares at a value of \$0.46 per share for a total of \$1,150,000. The shares were issued March 31, 2005.

**Stock options and warrants**

The Company has a stock option plan under which it is authorized to grant options to executive officers and directors, employees and consultants enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. Under the plan, the exercise price of each option equals the market price of the Company's stock, less applicable discount, as calculated on the date of grant. The options can be granted for a maximum term of 5 years.

Stock option and share purchase warrant transactions are summarized as follows:

	Warrants		Stock Options	
	Number	Weighted Average Exercise Price	Number	Weighted Average Exercise Price
Outstanding, December 31, 2003	4,140,000	\$ 0.20	2,220,000	\$ 0.28
Granted	875,000	0.53	-	-
Exercised	(1,500,000)	0.20	(200,000)	0.23
Expired/cancelled	-	-	-	-
Outstanding, December 31, 2004	3,515,000	\$ 0.28	2,020,000	\$ 0.29
Granted	4,100,800	0.73	1,050,000	0.52
Exercised	(2,640,000)	0.20	(415,000)	0.22
Expired/cancelled	-	-	-	-
Outstanding, September 30, 2005	4,975,800	\$ 0.66	2,655,000	\$ 0.39
Number currently exercisable	4,975,800	\$ 0.66	2,655,000	\$ 0.39

**7. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd...)**

**STOCK OPTIONS AND WARRANTS (cont'd...)**

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As at September 30, 2005, incentive stock options and share purchase warrants were outstanding as follows:

	Number of Shares	Exercise Price	Expiry Date
<b>Options</b>	1,605,000	\$ 0.30	November 21, 2008
	950,000	0.52	February 18, 2010
	100,000	0.54	April 15, 2010
<b>Warrants</b>	875,000	0.53	December 13, 2005
		then at 0.58	December 13, 2006
	1,592,500	0.75	June 24, 2007
	157,800	0.55	June 24, 2006
	2,220,000	0.75	July 15, 2007
	130,500	0.55	July 15, 2006

**Stock-based compensation**

During fiscal 2005, the Company granted 1,050,000 options to consultants, officers and directors. Accordingly, using the Black-Scholes option pricing model, the stock options are recorded at fair value in the statement of operations. Total stock-based compensation recognized in the statement of operations was \$394,429 and the weighted average fair value of options granted was \$0.38 per share. This amount was also recorded as contributed surplus on the balance sheet. There were no options granted in fiscal 2004.

The following weighted average assumptions were used for the valuation of stock options and share purchase warrants:

	2005	2004
Risk-free interest rate	3.59 - 4.11%	3.06%
Expected life of options and/or warrants	2 years	2 years
Annualized volatility	62 - 78%	81%
Dividend rate	0.00%	0.00%

**8. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS**

Significant non-cash transactions for fiscal 2005.

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(a) Issued 2,500,000 shares at a recorded value of \$1,150,000 pursuant to the acquisition of a mineral property interest as per commitment made in fiscal 2004.

(b) Issued 200,000 shares at a recorded value of \$82,000 to acquire 100% of Blackhorn and Ronoke claims.

**9. FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash, receivables, marketable securities, long-term investments, and accounts payable and accrued liabilities. Unless otherwise noted, 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 value of these financial instruments approximates their carrying value, unless otherwise noted.

**10. SEGMENTED INFORMATION**

The Company's one reportable operating segment is the acquisition and exploration of mineral properties. Geographic information is as follows:

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	September 30, 2005	December 31, 2004
Capital assets:		
Canada	\$ 145,020	\$ 434,520
Ecuador	<u>3,080,478</u>	<u>1,844,415</u>
	<u>\$ 3,225,498</u>	<u>\$ 2,278,935</u>

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**11. SUBSEQUENT EVENTS**

Subsequent to September 30, 2005, the Company:

a) completed the drill program on the El Corazon property.