

RAINY RIVER RESOURCES LTD.
INTERIM CONSOLIDATED FINANCIAL STATEMENTS
(Stated in Canadian Dollars)

FOR THE NINE MONTHS ENDED
JUNE 30, 2009

(Unaudited)

RAINY RIVER RESOURCES LTD.
CONSOLIDATED BALANCE SHEETS

(Unaudited)

ASSETS

	<u>June 30, 2009</u>	<u>September 30, 2008</u>
CURRENT		
Cash	\$10,709,757	\$21,687,369
Short-term investments (Note 3)	10,027,947	10,236,996
Marketable securities (Note 4)	198,000	297,180
Receivables	136,983	160,636
Prepaid expenses	66,449	82,342
	<u>21,139,136</u>	<u>32,464,523</u>
NON-CURRENT		
Equipment (Note 5)	183,771	188,886
Mineral properties (Note 6)	44,274,236	33,056,999
	<u>\$65,597,143</u>	<u>\$65,710,408</u>

LIABILITIES

CURRENT		
Accounts payable and accrued liabilities	\$816,934	\$1,307,831
NON-CURRENT		
Future income taxes	<u>1,092,000</u>	<u>1,266,000</u>
	<u>1,908,934</u>	<u>2,573,831</u>

SHAREHOLDERS' EQUITY

Share capital (Note 7)	70,125,015	68,877,418
Contributed surplus (Note 7)	6,753,778	4,747,364
Deficit	<u>(13,190,584)</u>	<u>(10,488,205)</u>
	<u>63,688,209</u>	<u>63,136,577</u>
	<u>\$65,597,143</u>	<u>\$65,710,408</u>

Basis of presentation (Note 1)
Subsequent event (Note 13)

APPROVED BY THE DIRECTORS:

"Dale C. Peniuk"

"Nelson Baker"

Dale C. Peniuk, Director

Nelson Baker, Director

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

RAINY RIVER RESOURCES LTD.

INTERIM CONSOLIDATED STATEMENTS OF LOSS, COMPREHENSIVE LOSS AND DEFICIT

(Unaudited)

	For the three months ended		For the nine months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
EXPENSES				
Amortization	\$ 16,033	\$ 19,730	\$ 45,481	\$ 48,761
Audit and legal	16,469	27,870	75,617	62,269
Consulting	115,500	45,000	265,000	153,146
Office and miscellaneous	47,798	53,154	127,769	174,800
Promotion and investor relations	42,191	27,855	110,951	150,412
Regulatory and filing fees	16,960	26,222	43,156	88,081
Rent	16,340	15,179	47,900	40,714
Salaries and benefits	109,081	53,139	261,652	175,632
Stock-based compensation (Note 7c)	482,669	208,266	2,205,215	732,832
Travel	12,031	49,918	63,049	125,417
LOSS BEFORE OTHER ITEMS AND INCOME TAXES	<u>(875,072)</u>	<u>(526,333)</u>	<u>(3,245,790)</u>	<u>(1,752,064)</u>
OTHER ITEMS				
Interest income	123,304	312,378	465,074	1,132,128
Realized loss on sale of marketable securities	(1,307)	-	(1,307)	-
Unrealized gain (loss) on marketable securities	101,820	42,930	(94,356)	30,660
	<u>223,817</u>	<u>355,308</u>	<u>369,411</u>	<u>1,162,788</u>
LOSS BEFORE INCOME TAXES	<u>(651,255)</u>	<u>(171,025)</u>	<u>(2,876,379)</u>	<u>(589,276)</u>
Future income tax recovery	113,000	5,000	174,000	330,000
NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	<u>(538,255)</u>	<u>(166,025)</u>	<u>(2,702,379)</u>	<u>(259,276)</u>
DEFICIT, BEGINNING OF THE PERIOD	<u>(12,652,329)</u>	<u>(9,544,950)</u>	<u>(10,488,205)</u>	<u>(9,451,699)</u>
DEFICIT, END OF THE PERIOD	<u><u>(\$13,190,584)</u></u>	<u><u>(\$9,710,975)</u></u>	<u><u>(\$13,190,584)</u></u>	<u><u>(\$9,710,975)</u></u>
BASIC AND DILUTED LOSS PER COMMON SHARE	\$ (0.01)	\$ (0.00)	\$ (0.05)	\$ (0.00)
Weighted average number of common shares outstanding	56,692,275	57,080,024	57,123,709	55,953,821

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

RAINY RIVER RESOURCES LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the three months ended		For the nine months ended	
	June 30, 2009	June 30, 2008	June 30, 2009	June 30, 2008
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss for the period	\$ (538,255)	\$ (166,025)	\$ (2,702,379)	\$ (259,276)
Items not involving cash:				
Amortization	16,033	19,730	45,481	48,761
Realized loss on sale of marketable securities	1,307	-	1,307	-
Unrealized loss (gain) on marketable securities	(101,820)	(42,930)	94,356	(30,660)
Interest accrual on short-term investments	1,075	(93,355)	209,049	(142,999)
Stock-based compensation	482,669	208,266	2,205,215	732,832
Future income tax recovery	(113,000)	(5,000)	(174,000)	(330,000)
Changes in non-cash working capital items:				
Accounts payable and accrued liabilities	(20,800)	(17,606)	(41,129)	9,888
Receivables	33,941	(8,112)	23,653	37,698
Prepaid expenses	(9,000)	(35,113)	15,893	(41,211)
Net cash flows provided by (used in) operating activities	(247,850)	(140,145)	(322,554)	25,033
CASH FLOWS FROM FINANCING ACTIVITIES				
Proceeds on issue of share capital	-	3,435,853	-	5,414,030
Shares purchased under issuer bid	-	-	(1,122,529)	-
Cash flows provided by (used in) financing activities	-	3,435,853	(1,122,529)	5,414,030
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds on sale of marketable securities	3,517	-	3,517	-
Mineral properties, net of changes in accounts payable and accrued liabilities	(3,128,268)	(3,226,034)	(9,495,680)	(8,692,264)
Equipment	(7,350)	(30,576)	(40,366)	(114,501)
Short-term investments	-	-	-	(10,000,000)
Loan receivable from related party	-	-	-	125,000
Cash flows used in investing activities	(3,132,101)	(3,256,610)	(9,532,529)	(18,681,765)
CHANGE IN CASH DURING THE PERIOD	(3,379,951)	39,098	(10,977,612)	(13,242,702)
Cash - beginning of period	14,089,708	26,038,252	21,687,369	39,320,052
CASH - END OF PERIOD	<u>\$ 10,709,757</u>	<u>\$ 26,077,350</u>	<u>\$ 10,709,757</u>	<u>\$ 26,077,350</u>

Supplemental disclosure with respect to cash flows (Note 9)

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

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended June 30, 2009
(Unaudited)

1. BASIS OF PRESENTATION

These interim consolidated financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. All financial information included herein is presented on a comparative and consistent basis showing the figures for the corresponding periods in the preceding year. The preparation of these interim consolidated financial statements is based on accounting principles and practices consistent with those used in the preparation of the audited annual consolidated financial statements except as disclosed in Note 2. Certain information and footnote disclosure normally included in annual financial statements prepared in accordance with generally accepted accounting principles has been condensed or omitted. These interim consolidated financial statements should be read together with the audited annual consolidated financial statements and the accompanying notes included in the Company's latest annual report. In the opinion of management, the Company's interim consolidated financial statements contain all adjustments necessary in order to present a fair statement of the financial position and the results of operations and cash flows for the interim periods presented.

2. NEW ACCOUNTING POLICIES

New Accounting Pronouncements Adopted

Assessing Going Concern

Effective October 1, 2008, the Company adopted amended CICA Handbook Section 1400 "General Standards on Financial Statement Presentation", which includes the requirement for management to assess and disclose an entity's ability to continue as a going concern. Although the Company is not generating revenues, has incurred operating losses in the past and continues to incur operating losses, the Company believes it has sufficient resources to continue operations throughout the upcoming year.

Goodwill and Intangible Assets

The Canadian Accounting Standards Board ("AcSB") issued CICA Handbook Section 3064 which replaces Section 3062, Goodwill and Other Intangible Assets, and Section 3450, Research and Development Costs. The new standard establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets, including those developed internally. At the same time, the AcSB amended Section 1000, Financial Statement Concepts, to clarify the criteria for recognition of an asset. Therefore items that no longer meet the definition of an asset are no longer recognized with assets. The new standard and amended standard are both effective for annual and interim periods beginning on or after October 1, 2008. The adoption of Section 3064 had no impact on the Company's consolidated balance sheets, consolidated statements of loss and comprehensive loss and consolidated statements of cash flows.

New Accounting Pronouncements to be Applied

International Financial Reporting Standards ("IFRS")

In 2006, the AcSB published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date for the Company will be October 1, 2011 and will require the restatement for comparative purposes of amounts reported for the year ended September 30, 2011. The impact of the transition to IFRS on the Company's consolidated financial statements has not yet been determined.

RAINY RIVER RESOURCES LTD.
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(Unaudited)

2. NEW ACCOUNTING POLICIES (Cont'd)

Business Combinations

In January 2009, the CICA issued Handbook Sections 1582 “Business Combinations”, 1601 “Consolidated Financial Statements” and 1602 “Non-Controlling Interests”, which replace CICA Handbook Sections 1581 “Business Combinations” and 1600 “Consolidated Financial Statements”. Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These sections are applicable for the Company’s interim and annual consolidated financial statements for its fiscal year beginning on or after January 1, 2011. Early adoption of these Sections is permitted, although all three Sections must be adopted concurrently.

3. SHORT-TERM INVESTMENTS

At June 30, 2009, short-term investments consist of \$10,000,000 in guaranteed investment certificates plus accrued interest of \$27,947 with an average interest yield of 2.26%, purchased on February 12, 2009 and maturing on February 12, 2010.

4. MARKETABLE SECURITIES

As at June 30, 2009 and September 30, 2008, marketable securities are stated at quoted market value and consist of shares in publicly traded companies with an original cost at June 30, 2009 of \$78,881 (September 30, 2008 \$83,705). During the three month period ended June 30, 2009, shares in publicly traded companies that had a cost of \$4,824 and a quoted market value at September 30, 2008 of \$3,180 were sold for proceeds of \$3,517.

5. EQUIPMENT

	Cost	Accumulated	Net Book
	\$	Amortization	Value
		\$	\$
June 30, 2009			
Computer equipment	172,573	91,100	81,473
Office furniture and equipment	58,916	32,402	26,514
Field equipment	161,663	85,879	75,784
	393,152	209,381	183,771
September 30, 2008			
Computer equipment	161,026	72,297	88,729
Office furniture and equipment	56,596	27,726	28,870
Field equipment	135,164	63,877	71,287
	352,786	163,900	188,886

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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(Unaudited)

6. MINERAL PROPERTIES

Title to mineral properties involves inherent risks due to difficulties of determining the validity of certain mineral claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mining 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 are in good standing.

a) Rainy River Property, Ontario

In June 2005, the Company completed the acquisition of a 100-percent interest in the Rainy River property, located in the southwest corner of northern Ontario. To acquire its interest, the Company paid \$1,750,000 and issued a total of 9,324,912 common shares, 6,400,000 share purchase warrants exercisable at \$0.50 per share for one year and a total of 1,500,000 stock options exercisable at between \$0.25 and \$0.28 per share for a five year period.

The Company was obligated to pay a bonus of \$2,500,000 on commencement of commercial production from the property and a quarterly royalty of \$1 per ton of ore produced from the property, subject to an annual consumer price index adjustment. In December 2008, the Company completed an agreement with Nuinsco Resources Limited ("Nuinsco") pursuant to which the Company purchased Nuinsco's right to the production tonnage royalty and the bonus payment due on the property. Under the terms of the agreement, the Company purchased Nuinsco's rights to the royalty and the bonus payment by making a cash payment of \$500,000 and issuing a total of 200,000 common shares valued at \$130,000.

The property had a 3% net smelter returns royalty ("NSR") on production, 1% of which could be purchased for \$125,000. In May 2009, the Company completed an agreement with the underlying vendors pursuant to which the Company purchased the underlying vendors right to the 3% NSR. Under the terms of the agreement, the Company purchased the underlying vendors rights to the NSR by making a cash payment of \$475,000 and issuing a total of 600,000 common shares valued at \$1,710,000. A portion of the property is also subject to a 10% net profits interest.

The Company has entered into several additional property option agreements in the Rainy River District of northwestern Ontario which, together with the aforementioned property, make up the entire Rainy River Property.

During the period from June 2005 to September 2007, the Company entered into various agreements whereby the Company has an option to earn a 100% interest, subject to a 2% NSR (3% on one property), in certain patented mineral rights in various townships in the Rainy River District, by making cash payments totalling \$2,085,000 (\$987,000 paid) and issuing a total of 1,049,500 common shares (607,000 issued at a total value of \$2,000,560) over the period to September 2011. Upon expiry of the option period on one of the properties, on the fifth anniversary date of the agreement (June 2010), the Company is required to make annual advance royalty payments of \$30,000 for a three year period, totalling \$90,000.

A summary of the details of the option agreements entered into subsequent to September 30, 2007 is as follows:

- (i) **N. & M. Gerula, N. & M. Gerula 2, B. Gerula, and Teeple 3 Properties**
By four separate agreements dated October 2007, the Company has an option to earn a 100% interest, subject to a 2% NSR, in certain patented mineral rights in Sifton and Richardson Townships, by making cash payments of \$610,000 (\$190,000 paid) and issuing 305,000 common shares (125,000 issued at a value of \$336,500) over a four year period.
- (ii) **Fauconnier Property**
By an agreement dated November 2007, the Company has an option to earn a 100% interest, subject to a 2% NSR, in certain patented mineral rights in Potts Township, by making cash payments of \$100,000 (\$30,000 paid) and issuing 50,000 common shares (20,000 issued at a value of \$52,400) over a four year period.

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended June 30, 2009
(Unaudited)

6. MINERAL PROPERTIES (Cont'd)

(iii) Bayfield Ventures Corp. Property

By an agreement dated November 2007, the Company had an option to earn a 60% interest in certain properties in Richardson Township from Bayfield Ventures Corp. ("Bayfield"), by making cash payments totalling \$200,000 (\$50,000 paid), issuing 60,000 common shares (15,000 issued at a value of \$63,750) and incurring exploration expenditures on the optioned claims totalling \$3,000,000 over a three year period (\$1,000,000, \$1,000,000 and \$1,000,000 respectively). The Company terminated the Bayfield option agreement during the period ended December 31, 2008.

(iv) Western Warrior Resources Inc. Property

By an agreement dated December 2007, the Company had an option to earn a 60% interest in certain claim units in Potts, Rainy Lake – Northwest Bay, Senn, Jackfish Lake, Fleming and Menary Townships from Western Warrior Resources Inc. ("Western") by making cash payments totalling \$225,000 (\$75,000 paid), issuing 60,000 common shares (20,000 issued at a value of \$80,000) and incurring exploration expenditures on the optioned claims totalling \$3,000,000 over a three year period (\$500,000, \$1,200,000 and \$1,300,000 respectively). The Company terminated the Western option agreement during the period ended December 31, 2008.

(v) Burkeland / Hann Property

By two agreements dated March 2008, the Company has an option to earn a 100% interest, subject to a 2% NSR, in certain patented mineral rights in Potts Township, by making cash payments of \$200,000 (\$60,000 paid) and issuing 100,000 common shares (40,000 issued at a value of \$119,600) over a four year period.

(vi) Katrin / Strand Property

By an agreement dated May 2008, the Company has an option to earn a 100% interest, subject to a 2% NSR, in certain patented mineral rights in Sifton Township, by making cash payments of \$50,000 (\$50,000 paid) and issuing 25,000 common shares (25,000 issued at a value of \$71,875) over a one year period.

(vii) Schoenmann / Quandt Property

By an agreement dated June 2008, the Company has an option to earn a 100% interest, subject to a 2% NSR, in certain patented mineral rights in Potts Township, by making cash payments of \$200,000 (\$30,000 paid) and issuing 100,000 common shares (20,000 issued at a value of \$62,900) over a four year period.

(viii) Huitikka and Petkau Properties

By two separate agreements dated March 2009, the Company has an option to earn a 100% interest, subject to a 2% NSR, in certain patented mineral rights in Potts and Chapple Townships, by making cash payments of \$100,000 (\$15,000 paid) and issuing 50,000 common shares (10,000 issued at a value of \$21,650) over a four year period.

During the year ended September 30, 2008, the Company completed the purchase of additional property in the Rainy River District for \$204,380 and the surface and mineral rights to a land parcel in the Rainy River District for \$524,553.

In October 2008, the Company completed a purchase of the surface and mineral rights to two land parcels in Richardson Township for \$75,882.

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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(Unaudited)

6. MINERAL PROPERTIES (Cont'd)

The details of the costs incurred on the Company's Rainy River Property are as follows:

	Nine months ended June 30 2009	Year ended September 30 2008
Acquisition costs		
Opening balance	\$ 8,088,183	\$ 5,122,572
Additions		
Shares issued	2,171,325	1,388,550
Property option payments	410,000	770,000
Royalty and bonus purchase	500,000	-
Net smelter royalty purchase	475,000	-
Legal costs	11,408	44,246
Staking costs	21,230	3,580
Land rights purchase	75,882	759,235
	3,664,845	2,965,611
Total acquisition costs	11,753,028	8,088,183
Exploration costs		
Opening balance	24,860,578	13,662,437
Additions		
Compilation and analysis	866,545	776,387
Drilling	4,729,671	7,601,313
Equipment rental	57,334	138,542
Field technicians and expenses	566,908	803,688
Geological and airborne surveys	-	727,884
Geologists and consultants	776,857	860,412
Metallurgical testing	-	91,137
Preliminary geo-technical studies	262,577	-
Socio-environmental baseline studies	179,745	-
Travel and subsistence	99,709	198,778
	7,539,346	11,198,141
Total exploration costs	32,399,924	24,860,578
Total costs – Rainy River Property	\$ 44,152,952	\$ 32,948,761

b) Mud Creek Property

During the year ended in September 30, 2006, the Company acquired a 100% interest in certain mineral leases in St. Louis County in northern Minnesota, U.S.A. referred to as the Mud Creek Property. Based on mineral tenure provisions in Minnesota, subject to performance and payment of rental, these mineral leases expire in September 2055.

The details of the costs incurred on the Company's Mud Creek Property are as follows:

	Nine months ended June 30 2009	Year ended September 30 2008
Acquisition costs		
Opening balance	\$ 17,685	\$ 17,685
Additions	-	-
Total acquisition costs	17,685	17,685
Exploration costs		
Opening balance	90,553	90,553
Additions		
Lease maintenance costs	13,046	-
	13,046	-
Total exploration costs	103,599	90,553
Total costs – Mud Creek Property	\$ 121,284	\$ 108,238
Total all properties	\$ 44,274,236	\$ 33,056,999

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended June 30, 2009
(Unaudited)

7. SHARE CAPITAL

(a) Share capital and contributed surplus

Authorized

Unlimited common shares without par value

	Number of shares	Share Capital \$	Contributed Surplus \$
Issued			
As at September 30, 2007	54,740,238	61,772,099	6,496,451
Stock-based compensation	-	-	1,278,598
Stock options exercised	2,597,200	5,415,025	-
Warrants exercised	17,252	41,405	-
Stock-based compensation on exercise of warrants and options	-	3,027,685	(3,027,685)
Property option agreements	392,500	1,388,550	-
Tax benefits renounced to flow-through share subscribers	-	(1,621,000)	-
Balance before treasury shares re-purchased	57,747,190	70,023,764	4,747,364
Treasury shares re-purchased in fiscal 2008 and subsequently cancelled Jan. 23, 2009	(627,800)	(1,146,346)	-
As at September 30, 2008	57,119,390	68,877,418	4,747,364
Stock-based compensation	-	-	247,300
Property option agreements	110,000	107,200	-
Royalty and bonus purchase (Note 6(a))	200,000	130,000	-
Balance before treasury shares re-purchased	57,429,390	69,114,618	4,994,664
Treasury shares re-purchased in fiscal 2009 and subsequently cancelled Jan. 23, 2009	(1,080,000)	(1,122,529)	-
Balance before treasury shares cancelled	56,349,390	67,992,089	4,994,664
Premium paid on treasury shares re-purchased and cancelled on January 23, 2009	-	198,801	(198,801)
Balance after treasury shares cancelled	56,349,390	68,190,890	4,795,863
Stock-based compensation	-	-	1,957,915
Property option agreements	95,000	224,125	-
Net smelter royalty purchase (Note 6(a))	600,000	1,710,000	-
As at June 30, 2009	57,044,390	70,125,015	6,753,778

Normal course issuer bid

In August 2008, the Company filed with the TSX Venture Exchange (the "TSX-V") a notice of intention to make a normal course issuer bid (the "Bid") for certain of its common shares. Pursuant to the Bid, the Company announced its intention to purchase through the facilities of the TSX-V up to 2,000,000 of its outstanding common shares. It was the Company's intention that all shares purchased under the Bid will be cancelled. The Bid commenced on August 29, 2008 and will continue for a one year period. To December 31, 2008 and January 23, 2009, the total shares re-purchased under the Bid were 1,707,800 at a total cost of \$2,268,875. On January 23, 2009, the Company returned the 1,707,800 shares re-purchased to its transfer agent for cancellation; share capital was reduced by \$2,070,000 and contributed surplus was charged with \$198,801, reflecting the amount of premium paid for the cancelled shares over the average equity value per share.

RAINY RIVER RESOURCES LTD.
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7. SHARE CAPITAL (Cont'd)

(b) Stock options and warrants

The Company has a rolling stock option plan, whereby from time to time, at the discretion of the Board of Directors, stock options may be granted to directors, officers, employees and consultants. The number of shares reserved for issuance under the plan shall not exceed 10% of the issued and outstanding common shares of the Company. The exercise price of each option is based on the market price of the Company's common stock at the date of the grant less an applicable discount. The options may be granted for a maximum of five years and vesting is determined by the Board of Directors.

On February 10, 2009, the Company re-priced and extended the term for 515,000 stock options previously granted to non-insider employees that had an average exercise price of \$5.04 per share, expiring between March 19, 2009 and October 31, 2009, to have an exercise price of \$2.00 per share expiring February 10, 2014 and re-priced 60,000 stock options expiring between June 6, 2013 and August 7, 2013 that had an average exercise price of \$4.44 per share to have an exercise price of \$2.00 per share.

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

	<u>Warrants</u>		<u>Stock options</u>	
	Number of warrants	Weighted Average Exercise Price \$	Number of options	Weighted Average Exercise Price \$
Outstanding, September 30, 2007	3,334,727	5.92	4,466,200	2.33
Granted/issued	-	-	970,000	4.77
Exercised	(17,252)	2.40	(2,597,200)	2.08
Expired/cancelled	-	-	(59,000)	2.94
Outstanding, September 30, 2008	3,317,475	5.94	2,780,000	3.40
Granted/issued	-	-	3,400,000	1.66
Exercised	-	-	-	-
Expired/cancelled	(3,317,475)	5.94	(1,605,000)	3.75
Outstanding, June 30, 2009	-	-	4,575,000	1.61
Exercisable, June 30, 2009	-	-	1,858,332	1.37

The following incentive stock options and warrants were outstanding at June 30, 2009:

	Number of shares	Exercise Price \$	Expiry Date
Stock options	500,000	0.28	March 17, 2010
	100,000	4.50	June 6, 2013 (2/3 not vested)
	50,000	2.00	June 6, 2013 (2/3 not vested)
	10,000	2.00	August 7, 2013 (2/3 not vested)
	1,000,000	0.83	November 14, 2013 (2/3 not vested)
	515,000	2.00	February 10, 2014 (2/3 not vested)
	1,900,000	2.00	February 10, 2014 (2/3 not vested)
	500,000	2.01	June 22, 2014 (2/3 not vested)
	4,575,000	1.61	

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7. SHARE CAPITAL (Cont'd)

(c) Stock-based compensation

During the nine month period ended June 30, 2009, the Company granted 3,400,000 (2008 – 760,000) stock options with a total estimated fair value of \$3,836,151 (2008 - \$1,021,396) and re-priced 575,000 (2008 – nil) stock options that the Company estimated had a fair value of \$696,732 (2008 – \$nil). The fair value per option granted was \$1.13 (2008 - \$1.34) and per re-priced option was \$1.21 (2008 – \$nil). Vesting periods ranged from date of grant to a period of three years. For the nine month period ended June 30, 2009, the Company recorded \$2,205,215 (2008 - \$732,832) as stock-based compensation expense.

The fair value of stock options and compensatory warrants granted is estimated on the grant or issue date using the Black-Scholes option-pricing model. The weighted average assumptions used in the calculation of fair value are as follows:

	Nine months ended June 30, 2009	Nine months ended June 30, 2008
Risk free interest rate	2.16%	3.20%
Expected life	5 years	2 - 5 years
Expected stock volatility	90%	51%
Expected dividend yield	Nil	Nil

8. RELATED PARTY TRANSACTIONS

During the nine months ended June 30, 2009, the Company entered into transactions with related parties as follows:

- (a) paid or accrued consulting fees of \$90,000 (2008 - \$90,000) to a company controlled by the Vice-Chair of the Board of Directors who is formerly the Company's President and Chief Executive Officer;
- (b) paid or accrued consulting fees of \$45,000 (2008 - \$45,000) to a company controlled by the Chief Financial Officer;
- (c) paid or accrued consulting fees, included in exploration costs, of \$41,332 (2008 – \$169,376) and other consulting fees of \$50,000 (2008 - \$Nil) to a company controlled by the Vice President Exploration, who is also a director; and
- (d) paid or accrued consulting fees of \$50,000 (2008 - \$Nil) to a company controlled by the Vice President Administration, who is also a director.

On November 24, 2005, the Company entered into a loan agreement, subsequently amended, with the former President under which the Company agreed to loan the former President \$125,000. The loan was repaid in November 2007, along with accrued interest totalling \$7,500.

As at June 30, 2009, accounts payable and accrued liabilities includes \$12,073 due to related parties (September 30, 2008 - \$25,376).

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

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended June 30, 2009
(Unaudited)

9. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

The Company did not pay cash for interest expense or income taxes for any of the periods presented.

For the nine months ended June 30, 2009, the Company's significant non-cash financing and investing transactions consisted of:

- a) The accrual in mineral properties of deferred exploration costs incurred of \$742,878 as at June 30, 2009 (\$1,192,646 at September 30, 2008);
- b) The issuance of common shares valued at \$331,325 related to mineral property option agreements;
- c) The issuance of common shares valued at \$130,000 related to the purchase of royalty and bonus rights;
- d) The issuance of common shares valued at \$1,710,000 related to the purchase of NSR rights; and
- e) The allocation of a share repurchase premium of \$198,801 from share capital to contributed surplus on cancellation of treasury shares repurchased.

For the nine months ended June 30, 2008, the Company's significant non-cash financing and investing transactions consisted of:

- a) The accrual in mineral properties of deferred exploration costs incurred of \$1,657,775 as at June 30, 2008 (\$463,605 at September 30, 2007).
- b) The issuance of common shares valued at \$1,090,625 related to mineral property option agreements.
- c) The recognition of a fair value component of \$3,005,255 in respect of options and warrants exercised.
- d) The recording of a \$1,621,000 decrease to share capital, an increase to future income tax recovery of \$330,000 and an increase to future income tax liability of \$1,291,000 from the renunciation of flow-through shares.

10. SEGMENTED INFORMATION

The Company operates in one segment being the acquisition and exploration of mineral properties. All of the Company's assets are located in Canada, except for certain mineral property interests disclosed in Note 6.

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, short-term investments, receivables, accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. Marketable securities are adjusted to quoted market value at each reporting period.

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended June 30, 2009
(Unaudited)

11. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Cont'd)

Financial risk factors

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

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and short-term investments. Management believes that the credit risk concentration with respect to cash and short-term investments is remote. Receivables are due primarily from a government agency.

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when they come due. As at June 30, 2009, the Company had a cash balance of \$10,709,757 (September 30, 2008 - \$21,687,369) to settle current liabilities of \$816,934 (September 30, 2008 - \$1,307,831). All of the Company's financial liabilities are subject to normal trade terms.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant.

(a) Interest rate risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. In addition to cash in interest-bearing demand deposits with banks of \$10,709,757 (September 30, 2008 - \$21,687,369), the Company has \$10,000,000 (September 30, 2008 - \$10,000,000) in interest-bearing investment-grade short-term investments. A 1% change in interest rates would have an effect of \$207,000 on interest income for the fiscal year.

(b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in United States Dollars. However, management believes the risk is not currently significant as less than 0.1% of the Company's assets and none of its liabilities as at June 30, 2009 are denominated in United States Dollars.

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of gold and other precious and base metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. Fluctuations in pricing may be significant.

RAINY RIVER RESOURCES LTD.
NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
For the three and nine months ended June 30, 2009
(Unaudited)

12. CAPITAL MANAGEMENT

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

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

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

13. SUBSEQUENT EVENT

Subsequent to June 30, 2009, the Company issued 10,000 common shares in connection with existing mineral property option agreements (Note 6(a)).

RAINY RIVER RESOURCES LTD.
MANAGEMENT'S DISCUSSION & ANALYSIS
FOR THE THREE AND NINE MONTH PERIODS ENDED
June 30, 2009

INTRODUCTION

This Management's Discussion and Analysis ("MD&A") dated August 12, 2009 includes financial information from, and should be read in conjunction with, the unaudited interim consolidated financial statements of Rainy River Resources Ltd. (the "Company") for the three and nine months ended June 30, 2009. Please refer to the cautionary notes at the end of this MD&A. The Company reports its financial position, results of operations and cash flows in accordance with Canadian generally accepted accounting principles ("GAAP") in Canadian dollars (unless otherwise stated).

Rainy River Resources Ltd. is a Canadian mineral exploration company based in Vancouver, British Columbia. The Company's principal focus is its Rainy River Project, located 80 kilometers south of Kenora in the southwest corner of northern Ontario. The Company does not have any assets or mineral properties that are in production, however, on May 27, 2009, the Company announced an updated NI 43-101 compliant gold and silver resource estimate for the Rainy River Property. At a 0.4 g/t Au block cut-off, *indicated* resources totaled 2.225 million ounces of gold and 3.375 million ounces of silver at a gold grade of 1.24 g/t, and *inferred* resources totaled 1.807 million ounces of gold and 4.548 million ounces of silver at a gold grade of 0.88 g/t. Indicated resources increased 61 percent from the initial study conducted the previous year.

The Company's shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "RR". The Company is a reporting issuer in British Columbia and Alberta.

Additional information on the Company is available on SEDAR at www.sedar.com.

CORPORATE ACTIVITIES

On May 13, 2009 the Company announced that it has entered into an agreement with two arm's length optionors (the "Optionors") pursuant to which the Company will buy-out their rights to a 3% net smelter return royalty (the NSR) on land forming part of the Company's Rainy River Project in northwestern Ontario. Subsequently, on June 4, 2009 the Company announced the completion of the buy-out of the NSR. Under the buy-out agreement, the Company purchased the entire NSR for the aggregate one time purchase price of \$475,000 cash and 600,000 common shares of the Company.

On May 27, 2009, the Company announced completion of an updated NI 43-101 compliant gold and silver resource estimate for the Rainy River Property as detailed above.

On June 23, 2009, the Company announced the retirement of Mr. Nelson W. Baker as President and CEO. Mr. Baker will remain with the Company as a consultant and as Vice-Chair of the Board of Directors.

On June 23, 2009, the Company announced that Mr. Raymond W. Threlkeld was appointed President and Chief Executive Officer. Mr. Threlkeld was also appointed to the Board of Directors.

PROPERTY HIGHLIGHTS

Rainy River Project

In June 2005, the Company acquired, from Nuinsco Resources Limited (“Nuinsco”), the right to earn a 100% interest in the Rainy River Project consisting of 17,252.18 acres (6,981.71 hectares) situated along a 25 kilometre segment of an under-explored and poorly exposed greenstone belt in Ontario. Prior to the purchase agreement, Nuinsco had completed 217 diamond drill holes (49,515 metres) and 597 reverse circulation (“RC”) holes in the Richardson Township area of the project and had discovered and partially defined two gold zones, the 17 and 433, under approximately 23 metres of glacial till within an auriferous 6 km² caldera sequence consisting of pyritized felsic volcanic rocks. The polymetallic, gold-rich volcanogenic sulphide mineralization appears to be geologically similar to the Bousquet area gold deposits in Quebec. The Rainy River Project was acquired by the Company because management believed the potential for expanding the 17 and 433 Zones and discovering other, similar gold zones was high.

Following a comprehensive due-diligence study of the historical drill core and a compilation of all technical data available for the Project, the Company initiated a two-pronged exploration effort involving: (1) defining the economic potential and ultimate size of the 17 and 433 gold zones by systematic drilling along strike and down plunge; and (2) searching for new gold zones within the 6 km² auriferous caldera complex. Also, in the fall of 2005, a program of geological mapping, soil sampling, prospecting and limited diamond drilling was initiated by the Company near Off Lake in the northeast corner of the project area where the overburden cover is much thinner. This work discovered a 4 x 9 km intrusive complex, the Off Lake Felsic Dyke Complex, that contains porphyry-hosted gold mineralization compatible with but apparently displaced from (by faulting) the volcanic-hosted mineralization in Richardson Township.

In all, including the Nuinsco drilling, a total of five gold zones (17/ODM, 433, Cap, Beaver Pond and West) had been discovered by December 2007, all within the 6 km² auriferous caldera complex. Of the five gold zones, three (17/ODM, Beaver Pond, and West) occur along the 17 Gold Trend which has been traced by reverse circulation till and bedrock sampling methods for about 3 km in strike length. The 433 Zone lies north of and stratigraphically below the large 17/ODM Zone whereas the Cap Zone is south of and stratigraphically above this zone. The Company’s principal focus up to December 2007 was to define the 17/ODM Zone with drill holes spaced 30 to 60 m apart over an 800 m strike length and to a vertical depth of 350 m and to drill the upper part of the Beaver Pond, 433 and Cap Zones as part of a NI 43-101 mineral resource estimate. On February 28, 2008, the Company released the results of an independent NI 43-101 resource estimate prepared by Caracle Creek International Consulting (“CCIC”) for holes drilled to December 19, 2007 on the above zones. At a 0.50 g/t Au cut-off, the NI 43-101 gold resource estimate totalled 1,386,000 ounces of contained gold classified in the “indicated” category and 2,233,000 ounces of contained gold in the “inferred” category.

In early October 2007, the Company initiated a metallurgical test with SGS Laboratories in Lakefield, Ontario to determine gold recovery rates for the mineralization in the 17/ODM Zone. The results, received in late January 2008, demonstrated that high gold recoveries are obtainable using a simple combination of gravity separation followed by flotation of the gravity tailings. Twenty-one composited 12 m half-core samples of three grade ranges were tested and an average of 94% of the gold was captured on the basis of approximately 25% recovery via gravity separation and the remainder by flotation of the gravity tailings. Additional testing is required to optimize final gold extraction from the pyritic flotation concentrate.

In early 2008, a new gold zone, the HS, was discovered between the 17/ODM and 433 Zones. Throughout 2008 and into 2009, the Company has continued its aggressive diamond drilling program in Richardson Township, employing three to four drill rigs except for a brief reduction to two rigs in November-December 2008 at the height of the global economic downturn. The drilling has focused on: (1) upgrading the resources of the 17/ODM, 433 and HS Zones from the inferred to indicated category by closing the hole spacing from 60 m to 30 m; (2) extending these resources to greater depth; and (3) identifying new gold zones within high-priority target areas generated by reverse circulation drilling, primarily along the western extension of the 17/ODM, 433 and Cap Trends.

Three areas in which gold targets have been identified by reverse circulation drilling are water-saturated and difficult to access because the terrain is very flat and normal creek and seepage drainage is blocked by a large beaver dam. Diamond drilling has been limited mainly to the coldest winter months. However, positive gold results have been obtained from the initial drilling in all three areas and a drainage and road construction program is being implemented to allow year-round drilling.

Since acquiring the property in 2005 through to June 30, 2009, the Company has completed a total of 374 diamond drill holes (193,509.9 metres) and 208 reverse circulation (RC) holes in the Richardson Township area, principally within the 6 km² mineralized core of the caldera. In addition, in the Off Lake area during the same period, the Company has drilled a total of 22 diamond drill holes totaling 5,446 metres and 23 RC holes to test targets identified by prospecting within the fertile Off Lake Felsic Dyke Complex. In the two areas combined, the Company has completed a grand total of 396 diamond drill holes totaling 198,955.9 metres and 231 RC holes.

Included in the above totals are 23 diamond drill holes totaling 12,826 m drilled in Richardson Township in the April 1 to June 30, 2009 (Q3 2009) period. Of the 23 new holes, 5 infill holes totaling 1,714 m and 10 infill holes totaling 6,770 m were drilled on the 433 and 17/ODM Zones, respectively, to convert inferred gold resources to the indicated category. Four holes totaling 1,154 m were drilled to follow up an isolated gold intersection in an earlier hole, RR-08-280, on the Johnson property east of the 433 Zone. The other four holes, totaling 3,188 m, were drilled west along strike from the 433 Zone. The budget for the drilling and exploration related costs for full fiscal year ending September 30, 2009, based on 50,000 m of drilling, is \$9.6 million, with a further \$1.2 million of other exploration expenditures planned (see discussion below). To June 30, 2009, a total of \$7.5 million had been incurred for exploration expenditures.

In connection with the original purchase of the Project, the Company was obligated to pay a bonus of \$2,500,000 on commencement of commercial production from the property and a quarterly royalty of \$1 per ton of ore produced from the property, subject to an annual consumer price index adjustment. In December 2008, the Company completed an agreement with Nuinsco pursuant to which the Company purchased Nuinsco's right to the production tonnage royalty and the bonus payment due on the property. Under the terms of the agreement, the Company purchased Nuinsco's rights to the royalty and the bonus payment by making a cash payment of \$500,000 and issuing a total of 200,000 common shares valued at \$130,000.

The property also had a 3% net smelter returns royalty ("NSR") on production, 1% of which could be purchased for \$125,000. In May 2009, the Company completed an agreement with the underlying vendors pursuant to which the Company purchased the underlying vendors right to the 3% NSR. Under the terms of the agreement, the Company purchased the underlying vendors rights to the NSR by making a cash payment of \$475,000 and issuing a total of 600,000 common shares valued at \$1,710,000. A portion of the property is subject to a 10% net profits interest.

The company maintained its land position in the Richardson Township and Off Lake areas in Q3 2009 and continues to own a 100% interest in 37,076 acres (15,004 hectares).

In June 2008, the Company engaged the services of SRK Consulting ("SRK") to update the gold resources as drilling progresses. Also, Klohn Crippen Berger Ltd. ("KCB") was engaged to conduct environmental, socio-economic and geotechnical studies in the resource area. KCB delivered a preliminary environmental/socio-economic report to the Company on February 5, 2009 and a preliminary geotechnical report on February 6, 2009; additional studies are ongoing. SRK delivered a Draft Memo to the Company on May 27, 2009, containing a revised NI 43-101 compliant resource estimate encompassing all drill holes completed and assayed to December 15, 2008. The full final report was received and publicly distributed on July 10, 2009. SRK's study was more comprehensive and rigorous than CCIC's initial study as considerable infill drilling has been completed and parameters such as open pit versus underground mining, pit slopes, gold recovery rates and mining and processing costs were considered. Based on a gold price of US\$800 per ounce with no allowance for silver credits, a cut-off grade of 0.4 grams of gold per tonne ("g/t") for open pit mining to a maximum depth of 450 m and 3.0 g/t for underground mining below the pit, and a gold recovery rate of 85 percent, SRK estimated the following resources:

1. *Indicated* resources of 2.225 million ounces of gold and 3.375 million ounces of silver at a gold grade of 1.24 g/t.
2. *Inferred* resources of 1.807 million ounces of gold and 4.548 million ounces of silver at a gold grade of 0.88 g/t.

SRK's resource estimate showed a 61 percent year-over-year increase in indicated resources from CCIC's estimate, primarily through conversion of inferred resources through infill drilling. In addition, approximately 1.1 million ounces of gold mineralization at the same 0.4 g/t cut-off grade as the open pit resources were identified below and proximal to the proposed open pit. None of this additional mineralization presently qualifies as a mineral resource and there is no certainty that any of the mineralization will be converted to resources in the future because continuity and reasonable prospects for economic extraction have not been demonstrated. In the Company's view, however, this additional mineralization is a good measure of exploration progress in the immediate area of the proposed pit and thus of the potential for increasing the indicated and inferred resources through further drilling.

Drilling will continue with four rigs in Q4 2009 and Q1 2010 (ending December 31, 2009). The emphasis is expected to be on: (1) drilling additional infill holes on and between the 17/ODM and 433 Zones to further define the limits of these zones and convert more of the inferred resources to indicated resources; and (2) following up the initial positive indications obtained in the Q2 2009 winter drilling on the reverse circulation targets to the west, particularly a possible wide new zone identified in Hole RR-09-329 and highlighted in a Company news release dated March 11, 2009 (2.35 g/t gold across 29.2 m with a high silver:gold ratio of 10:1). Construction of an access road to the beaver pond commenced in June 2009 and a permit was received to drain a pond and re-establish the natural creek drainage. Additional road construction and ditching will follow.

To help guide the resource drilling, the Company will work with SRK to periodically update the resource figures and will commence a scoping study to examine various open pit depths and underground mining options. This is expected to be followed by a pre-feasibility study in calendar 2010. Environmental and geotechnical studies are ongoing and additional metallurgical test work is planned.

The above-described exploration and development plans are based on management's current assessment of the status of the Richardson Township project and are subject to change as additional information such as new exploration results, updated resource estimates and results of the environmental study become available; readers are cautioned that actual exploration and development activities on the Company's Richardson Township properties may vary. (See the "Cautionary Notes" on page 10 of this MD&A for more detailed discussion concerning forward-looking information.) In addition, the Company's ongoing exploration and development plans are subject to a number of risks and uncertainties. (See the discussion under "Risks and Uncertainties" on page 4 of this MD&A for a more detailed discussion of the principal risk factors affecting the Company's business.)

All exploratory work, including all scientific and technical disclosures related to the Rainy River Project in northwestern Ontario and the Mud Creek Project in Minnesota described below, is carried out under the supervision of Mr. Stuart A. Averill, P.Geo. and/or Mr. Nelson W. Baker, P.Eng, Qualified Persons as defined under NI 43-101. The disclosure in this MD&A of the work performed has been prepared under the supervision of Stuart Averill, Vice-President Exploration.

Minnesota Gold Project (Mud Creek)

During the year ended in September 30, 2006, the Company acquired a 100% interest in certain mineral leases covering 1,725 acres in St. Louis County in northwestern Minnesota, U.S.A. referred to as the Mud Creek Property. Based on mineral tenure provisions in Minnesota, subject to performance and payment of rental, these mineral leases expire September 7, 2055.

During fiscal 2006, a field crew from Overburden Drilling Management Limited (“ODM”) of Nepean, Ontario collected a total of 70 till samples on the Mud Creek Property. The till samples were transported to ODM’s laboratory in Nepean for processing. This program identified four new, distinct, gold anomalies which are well-removed from previously known gold occurrences. One anomaly was of particular interest since it appeared to be down-ice from a large, previously unexplored, mineralized quartz-feldspar porphyry. Further closely-spaced till sampling combined with systematic prospecting was carried out in October 2006.

A report prepared by ODM, in July 2007, recommended that the property be flown by an airborne EM and magnetic survey, followed by 5,000 metres of diamond drilling to test a gold-bearing porphyry complex located in Section 6 of the property. Due to the emphasis on the resource delineation at the Company’s signature Ontario property, no exploration has been conducted on the Mud Creek Property since 2006. However, the airborne survey is planned for Q1 2010.

RISKS AND UNCERTAINTIES

In addition to the usual risks associated with an investment in a business in the exploration stage of development, management and the directors of the Company believe that, there are particular risk factors that should be considered in any evaluation of the Company. An investment in the Company may not be suitable for all investors. Readers are urged to review the detailed disclosure concerning the material risks and uncertainties associated with the Company’s business set out in its annual MD&A dated December 12, 2008 which is available on SEDAR under the Company’s filer profile (www.sedar.com).

RESULTS OF OPERATIONS

For the three month period ended June 30, 2009, the Company recorded a net loss of \$538,255 (\$0.01 per share) compared to a net loss of \$166,025 (\$0.00 per share) for the previous period. The increase in loss is due to increases in stock-based compensation of \$274,403 and consulting costs of \$70,500, a reduction in interest income of \$189,074, an increase in salaries of \$55,942 partially offset by an increase in unrealized gains on marketable securities of \$58,890, an increase in future income tax recovery of \$108,000 and a decrease in travel related costs of \$37,887.

Interest income decreased when compared to the previous year as a result of less funds being available for short-term investing and generally significantly lower interest rates.

The \$274,403 increase in stock-based compensation expense for the three month period ended June 30, 2009 resulted from the granting of 500,000 stock options in the quarter and the amortization of stock-based compensation expense over the vesting period of the February 10, 2009 granting of 1,900,000 stock options and the exercise prices and/or expiry dates of 575,000 stock options previously granted to non-insider employees being amended and/or extended. A change in board policy to grant options for a longer period (5 years) and to include vesting provisions, deferred some stock-based compensation expense into the 2010 and 2011 fiscal years.

Expenses other than stock-based compensation increased in the three month period ended June 30, 2009 compared to the corresponding period in 2008, primarily due to increases in consulting costs of \$70,500 and salaries and wages of \$55,942 resulting from the hiring of additional management personnel at head office, partially offset by a reduction in travel related costs of \$37,887.

The increase in unrealized gain on marketable securities reflects the sum of the changes in market value of the securities in both the current and prior year periods.

The increase in the future income tax recovery relates to the future tax value of losses incurred during the quarter.

For the nine month period ended June 30, 2009, the Company recorded a net loss of \$2,702,379 (\$0.05 per share) compared to a net loss of \$259,276 (\$0.00 per share) for the comparative period last year. The increase in loss is due to increases in stock-based compensation of \$1,472,383, consulting costs of

\$111,854, salaries and wages of \$86,020, unrealized loss on marketable securities of \$125,016, and reductions in interest income of \$667,054 and future income tax recovery of \$156,000, partially offset by decreases in office and miscellaneous costs of \$47,031, promotion and investor relations of \$39,461, and regulatory and filing fees of \$44,925 and travel related costs of \$62,368.

Interest income decreased over the comparative period in the previous year as a result of having less funds available to invest and significantly reduced interest rates available in the investment market.

For the nine month period, stock-based compensation increased by \$1,472,383 due more options being granted or repriced in the first three quarters of fiscal 2009 when compared to fiscal 2008.

Expenses, other than stock-based compensation, have increased slightly in the nine months ended June 30, 2009, when compared to the previous year, primarily because of increases in salaries and benefits and consulting costs due to the hiring of additional management positions at head office, partially offset by decreases in promotion and investor relations costs resulting from reduced activity in this area, regulatory and filing fees due to fewer property acquisitions and reduced TSX sustaining fees, office and miscellaneous costs due to no large donations this year as there was for 2008, and the recording of a foreign exchange gain in 2009.

As noted above for the three-month period, the increase in unrealized loss on marketable securities reflects the sum of the changes in market value of the securities in both the current and prior year periods and the decrease in the future income tax recovery relates to the future tax value of losses incurred during the period and the offset of renouncing flow-through expenditures to investors during the nine month period ended June 30, 2008.

SUMMARY OF QUARTERLY RESULTS

Quarter	June 30, 2009	Mar. 31, 2009	Dec. 31, 2008	Sept. 30, 2008	June 30, 2008	Mar. 31, 2008	Dec. 31, 2007	Sept. 30, 2007
Interest and miscellaneous income	\$123,304	\$104,004	\$237,766	\$278,870	\$312,378	\$394,237	\$425,513	\$327,872
Realized and unrealized gain (loss) on marketable securities and investments	\$100,513	(\$16,745)	(\$179,431)	(\$145,020)	\$42,930	\$38,670	(\$50,940)	\$99,829
Stock-based compensation expense	\$482,669	\$1,475,246	\$247,300	\$545,766	\$208,266	-	\$524,566	\$93,053
Expenses, net of stock-based compensation	\$392,403	\$387,412	\$260,760	\$390,314	\$318,067	\$359,967	\$341,198	\$461,765
Future income tax recovery (expense)	\$113,000	\$74,000	(\$13,000)	(\$25,000)	\$5,000	\$325,000	-	\$742,000
Income (loss) from continuing operations and net income (loss)	(\$538,255)	(\$1,701,399)	(\$462,725)	(\$777,230)	(\$166,025)	\$397,940	(\$491,191)	\$614,883
Basic and diluted earnings (loss) per share	(\$0.009)	(\$0.030)	(\$0.008)	(\$0.013)	(\$0.003)	\$0.006	(\$0.009)	\$0.013

On a quarter-by-quarter basis, earnings / loss can fluctuate significantly due to the timing of stock option grants, realized and unrealized gains/losses on marketable securities and investments and the accounting for future income taxes primarily for flow-through expenditures renounced.

General and administrative costs have generally been within 10% of our expected cost over the last six quarters, with the exception of the first quarter of fiscal 2009. The first quarter of fiscal 2009 was lower than planned because of reduced travel expenditures and general office expenses in response to the global economic crisis. General and administrative costs for the quarter ended September 30, 2007 were higher than the annual average because of a one-time advertising and promotion expenditure of \$57,000 and the accrual for the year-end audit expense of \$60,000.

LIQUIDITY AND CAPITAL RESOURCES

The Company has a working capital position of \$20,322,202 at June 30, 2009, compared to \$31,156,692 at September 30, 2008 and \$23,288,591 at March 31, 2009. The working capital position at June 30, 2009 includes cash of \$10,709,757 and short-term investments of \$10,027,947. The Company does not have any asset-based commercial paper investments.

During the three months ended June 30, 2009, the Company did not issue any common shares for cash proceeds. The Company incurred \$3,128,268 on mineral property acquisition and exploration costs, \$7,350 on equipment purchases and used \$247,850 on operations during the period.

During the nine months ended June 30, 2009, the Company did not issue any common shares for cash proceeds. The Company incurred \$9,495,680 on mineral property acquisition and exploration costs, \$1,122,529 for the re-purchase of shares under the Company's normal course issuer bid announced in August 2008, \$40,366 on equipment purchases and used \$322,554 on operations during the period.

At June 30, 2009, accounts receivable decreased by \$23,653 to \$136,983 compared to \$160,636 at September 30, 2008. The June 30, 2009 receivables are comprised of goods and services tax receivable of \$114,498 and other receivables of \$22,485. At September 30, 2008, accounts receivable was comprised of goods and services tax receivable of \$151,612 and other receivables of \$9,024.

At June 30, 2009, accounts payable and accrued liabilities decreased by \$490,897 to \$816,934 compared to \$1,307,831 at September 30, 2008. The decrease is partially the result of reduced exploration costs caused by the Company using one less drill rig during the quarter ended June 30, 2009 and the result of the delayed preparation of invoices by several of our larger contractors and suppliers.

Management believes the Company has adequate working capital to meet its property maintenance/agreement costs, to meet its working capital requirements and to carry out exploration on the Rainy River Project and other properties over the next fiscal year. The Company expects its average monthly exploration costs to be approximately \$900,000 per month during fiscal 2009 compared to approximately \$1,000,000 per month for fiscal 2008, while its G&A cash costs are expected to average approximately \$185,000 per month for the remainder of fiscal 2009 compared to approximately \$120,000 per month for fiscal 2008. Depending on the development of the business, the Company may need to raise additional cash for working capital or other expenditures. Presently, the Company has no revenues and obtains its cash requirements through private placements, the exercise of options and warrants, if any, and the sale of available investments and marketable securities.

NORMAL COURSE ISSUER BID

In August 2008, the Company filed with the TSX-V a notice of intention to make a normal course issuer bid (the "Bid") for certain of its common shares. Pursuant to the Bid, the Company announced its intention to purchase through the facilities of the TSX-V up to 2,000,000 of its outstanding common shares. It was the Company's intention that all shares purchased under the Bid will be cancelled. The Bid commenced on August 29, 2008 and will continue for a one year period. As at December 31, 2008 and January 23, 2009, the Company had expended \$2,268,875 for the re-purchase of a total of 1,707,800 shares under the Bid. On January 23, 2009, the Company returned 1,707,800 common shares to its transfer agent for cancellation. The Company has not acquired any further shares pursuant to the Bid since January 23, 2009.

OFF BALANCE SHEET ARRANGEMENTS

The Company is required to make certain cash and share option payments and incur exploration costs to maintain certain of its mineral properties in good standing. These payments and costs are at the Company's discretion and are based upon available financial resources and the exploration merits of the mineral properties which are evaluated on a periodic basis.

TRANSACTIONS WITH RELATED PARTIES

During the nine month period ended June 30, 2009, the Company entered into transactions with related parties as follows:

- (a) paid or accrued consulting fees of \$90,000 (2008 - \$90,000) to a company controlled by Nelson W. Baker, Vice-Chair of the Board of Directors and a director who is formerly the Company's President and Chief Executive Officer;
- (b) paid or accrued consulting fees of \$45,000 (2008 - \$45,000) to a company controlled by James G. Grinnell, the Chief Financial Officer;
- (c) paid or accrued consulting fees, included in exploration costs, of \$41,332 (2008 - \$169,376) and other consulting fees of \$50,000 (2008 - \$Nil) to a company controlled by Stuart Averill, the Vice President, Exploration, who is also a director; and
- (d) paid or accrued consulting fees of \$50,000 (2008 - \$Nil) to a company controlled by Gerald J. Shields the Vice President, Administration; who is also a director.

On November 24, 2005, the Company entered into a loan agreement, subsequently amended, with the former President under which the Company agreed to loan the former President \$125,000. The loan was repaid in November 2007, along with accrued interest totaling \$7,500.

As at June 30, 2009, accounts payable and accrued liabilities includes \$12,073 due to related parties (September 30, 2008 - \$25,376).

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

INVESTOR RELATIONS

During the nine month period ended June 30, 2009, the Company paid or accrued for promotion and investor relations services a total of \$110,951 (2008 - \$150,412).

On June 12, 2008, the Company entered into a 1-year agreement with Steward Management Inc. to provide investor and public relations services at a monthly rate of \$10,000. Due to general market conditions and the uncertain economy, the agreement was mutually terminated on October 31, 2008.

SUBSEQUENT EVENT

Subsequent to June 30, 2009, the Company issued 10,000 common shares in connection with existing mineral property option agreements.

PROPOSED TRANSACTIONS

There were no further or unreported proposed transactions as at August 12, 2009.

CHANGES IN ACCOUNTING POLICIES

New accounting pronouncements – applied

Assessing Going Concern

Effective October 1, 2008, the Company adopted amended CICA Handbook Section 1400 “General Standards on Financial Statement Presentation”, which includes the requirement for management to assess and disclose an entity’s ability to continue as a going concern. Although the Company is not generating revenues, has incurred operating losses in the past and continues to incur operating losses, the Company believes it has sufficient resources to continue operations throughout the upcoming year.

Goodwill and Intangible Assets

The Canadian Accounting Standards Board (“AcSB”) issued CICA Handbook Section 3064 which replaces Section 3062, Goodwill and Other Intangible Assets, and Section 3450, Research and Development Costs. The new standard establishes standards for the recognition, measurement and disclosure of goodwill and intangible assets, including those developed internally. At the same time the AcSB amended Section 1000, Financial Statement Concepts, to clarify the criteria for recognition of an asset. Therefore items that no longer meet the definition of an asset are no longer recognized with assets. The new standard and amended standard are both effective for annual and interim periods beginning on or after October 1, 2008. The adoption of Section 3064 had no impact on the Company’s consolidated balance sheets, consolidated statements of loss and comprehensive loss and consolidated statements of cash flows.

New accounting pronouncements – to be applied

International Financial Reporting Standards (“IFRS”)

In 2006, the AcSB published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada’s own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of the Company will be October 1, 2011 and will require the restatement for comparative purposes of amounts reported by the Company for the year ended September 30, 2011. The impact of the transition to IFRS on the Company’s consolidated financial statements has not yet been determined.

Business Combinations

In January 2009, the CICA issued Handbook Sections 1582 “Business Combinations”, 1601 “Consolidated Financial Statements” and 1602 “Non-Controlling Interests”, which replace CICA Handbook Sections 1581 “Business Combinations” and 1600 “Consolidated Financial Statements”. Section 1582 establishes standards for the accounting for business combinations that is equivalent to the business combination accounting standard under IFRS. Section 1601 together with Section 1602 establishes standards for the preparation of consolidated financial statements. These sections are applicable for the Company’s interim

and annual consolidated financial statements for its fiscal year beginning on or after January 1, 2011. Early adoption of these Sections is permitted, although all three Sections must be adopted concurrently.

FINANCIAL INSTRUMENTS

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values.

The carrying value of cash, short term investments, receivables and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments. Marketable securities are adjusted to fair value at each reporting period.

The Company is not subject to significant interest and credit risk arising from these instruments and the Company does not use any derivative financial instruments.

Foreign Currency Risk

The Company is exposed to foreign currency risk on fluctuations related to cash, receivables and accounts payable and accrued liabilities that are denominated in United States Dollars; however, management believes the risk is not currently significant as less than 0.1% of the Company's assets and none of its liabilities as at June 30, 2009 are denominated in United States Dollars.

Interest Rate Risk

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. In addition to cash on deposit with banks of \$10,709,757, as of June 30, 2009, the Company has \$10,000,000 in investment-grade short-term investments. A 1% change in interest rates would have an effect of \$207,000 on interest income for the fiscal year.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at August 12, 2009, the Company had the following common shares, warrants and stock options outstanding:

Common Shares	57,054,390
Warrants	-
Stock Options	4,575,000
Fully diluted shares outstanding	61,629,390

DISCLOSURE CONTROLS AND PROCEDURES

The Company has a disclosure, confidentiality and insider trading policy designed by management to provide reasonable assurance that material information relating to the Company, is made known to management, particularly during the period in which the annual filings are being prepared. Management has also designed such internal control over financial reporting, or caused it to be designed under management's supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of the financial statements for the nine month period ended June 30, 2009 in accordance with Canadian Generally Accepted Accounting Principles. There has been no change in the Company's disclosure controls and procedures or in the Company's internal control over financial reporting that occurred during the most recently completed interim period that has materially affected, or is reasonably likely to materially affect, the Company's disclosure controls and procedures or internal control over financial reporting.

CAUTIONARY NOTES

Certain statements in this document, including statements which may contain words such as "could", "expect", "believe", "will", and similar expressions, and statements related to matters that are not historical facts, are forward-looking statements. Such forward-looking statements involve known and unknown risks and uncertainties, including those set out herein, which may cause the actual results, performances, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements.

These unknown risks and uncertainties include, among other things, financial results, market and industry expectations, the mineral exploration industry, general economic, business and political conditions, loss or addition of key employees, stock market volatility, changes in laws and regulations, the Company's ability to compete successfully, adapt to changing industry standards and other factors.

All forward-looking statements in this document are based on management's beliefs, intentions and expectations with respect to future events and are subject to certain risks, uncertainties and assumptions as of the date of this MD&A. In light of the many risks and uncertainties that may cause future results to differ materially from those expected, the Company cannot give assurance that the forward-looking statements contained in this document will be realized. Forward-looking statements are not guarantees of future performance. The Company disclaims any intention or obligation to update or revise its forward-looking statements whether as a result of new information, future events or otherwise except as required by applicable securities law.