

**TERYL RESOURCES CORP.**

CONSOLIDATED FINANCIAL STATEMENTS

AS AT NOVEMBER 30, 2006

**TERYL RESOURCES CORP.**  
**CONSOLIDATED BALANCE SHEET**  
**AS AT NOVEMBER 30, 2006**

**ASSETS**

	Nov. 30, <u>2006</u> Unaudited \$	Nov. 30, <u>2005</u> Unaudited \$	May 31, <u>2006</u> Audited \$
Current Assets:			
Cash	-	93,824	209,636
Amounts receivable	98,550	2,020	95,869
Advances to related parties (Note 9)	-	18,909	6,840
Prepaid expenses	<u>6,571</u>	<u>16,107</u>	<u>8,067</u>
	<u>105,121</u>	<u>130,860</u>	<u>320,412</u>
Investments (Note 3)	4,026	4,026	4,026
Equipment (Note 4)	14,059	20,057	16,043
Gas Wells (Note 5)	207,506	-	103,045
Mineral Property Interests (Note 6)	208,690	190,236	190,236
Deferred Exploration Expenditures (Note 6)	<u>2,884,143</u>	<u>2,878,799</u>	<u>2,867,841</u>
	<b><u>3,423,545</u></b>	<b><u>3,223,978</u></b>	<b><u>3,501,603</u></b>

**LIABILITIES AND CAPITAL LESS DEFICIT**

Current Liabilities:			
Cash deficiency	6,466	-	-
Accounts payable and accrued liabilities	28,922	107,751	21,718
Income taxes payable (Note 7)	338	639	604
Debenture payable (Note 8)	-	150,000	-
Advances from (to) related parties (Note 9)	<u>143,405</u>	<u>54,972</u>	<u>83,255</u>
	<u>179,131</u>	<u>313,362</u>	<u>105,578</u>
Share Capital - Issued (Note 10)	10,611,332	9,940,082	10,624,107
Subscriptions Received	69,972	69,972	69,972
Contributed Surplus	182,177	175,935	169,401
Deficit	<u>(7,619,067)</u>	<u>(7,275,373)</u>	<u>(7,467,455)</u>
	<u>3,244,414</u>	<u>2,910,616</u>	<u>3,396,025</u>
	<b><u>3,423,545</u></b>	<b><u>3,223,978</u></b>	<b><u>3,501,603</u></b>
Contingencies and Commitments (Note 11)			

Approved by the Directors:

“John Robertson”                      John Robertson

“Jennifer Lorette”                     Jennifer Lorette

**TERYL RESOURCES CORP.**

**STATEMENT OF OPERATIONS AND DEFICIT**

FOR THE THREE MONTHS AND SIX MONTHS ENDED NOVEMBER 30, 2006

	Three Months Ended Nov. 30,		Six Months Ended Nov. 30,	
	2006	2005	2006	2005
	\$	\$	\$	\$
<b><u>Oil and Gas Operations:</u></b>				
<b>Revenue from Oil &amp; Gas Sales</b>	<b>6,066</b>	<b>4,143</b>	<b>12,727</b>	<b>10,505</b>
Deduct: Oil & Gas Operating expenses	<u>2,442</u>	<u>7,719</u>	<u>3,225</u>	<u>9,015</u>
Net Income (Loss) from Oil and Gas	<u>3,624</u>	<u>(3,576)</u>	<u>9,502</u>	<u>1,490</u>
<b><u>General and Administrative Expenses:</u></b>				
Audit and accounting	27,250	12,615	28,900	13,615
Consulting, publicity and investor relations	14,090	35,484	37,762	65,887
Management and directors fees(Note 12)	19,039	15,923	37,720	30,740
Secretarial fees and benefits (Note 12)	9,015	7,972	20,106	15,146
Office supplies, courier & telephone	8,981	10,095	16,386	16,746
Filing fees and electronic data services	3,944	2,267	4,444	4,287
Legal fees	3,590	516	5,679	621
Office rent and utilities (Note 12)	1,003	1,420	2,423	2,840
Auto, travel and entertainment	822	9,326	7,376	13,704
Transfer agent fees	764	2,485	1,602	4,310
Bank charges and other interest	310	295	473	785
Debenture interest (Note 8)	-	3,664	-	7,368
Foreign exchange loss (gain)	(3,474)	169	(3,293)	(595)
Interest income	(93)	(850)	(449)	(2,163)
Mineral property written off	-	13,283	-	29,161
Exploration and development written off	-	34,769	-	34,769
Amortization	<u>993</u>	<u>1,417</u>	<u>1,985</u>	<u>2,833</u>
General and Administrative Expenses	<u>86,234</u>	<u>150,850</u>	<u>161,114</u>	<u>240,054</u>
<b>Net Income (Loss) for the Period</b>	<b>(82,610)</b>	<b>(154,426)</b>	<b>(151,612)</b>	<b>(238,564)</b>
Deficit - Beginning of Period	<u>(7,536,457)</u>	<u>(7,120,947)</u>	<u>(7,467,455)</u>	<u>(7,036,809)</u>
<b>Deficit - End of Period</b>	<b><u>(7,619,067)</u></b>	<b><u>(7,275,373)</u></b>	<b><u>(7,619,067)</u></b>	<b><u>(7,275,373)</u></b>
<b>EARNINGS (LOSS) PER SHARE</b>	<u>(0.0021)</u>	<u>(0.0046)</u>	<u>(0.0039)</u>	<u>(0.0065)</u>
Weighted Average Shares Outstanding	<u>39,468,188</u>	<u>33,777,688</u>	<u>39,468,188</u>	<u>33,777,688</u>

**TERYL RESOURCES CORP.**

**INTERIM STATEMENT OF CASH FLOWS**

FOR THE THREE MONTHS AND SIX MONTHS ENDED NOVEMBER 30, 2006

	Three Months Ended Nov. 30,		Six Months Ended Nov. 30,	
	2006	2005	2006	2005
	\$	\$	\$	\$
<b><u>Operating Activities:</u></b>				
Revenue receipts	6,957	2,946	12,226	9,308
Payment of oil and gas operating costs	(2,442)	(7,719)	(3,225)	(9,015)
Receipts of interest income	93	850	449	2,163
Receipts from sales taxes	3,206	6,902	7,034	6,902
Payment of debenture interest	-	(15,000)	-	(15,000)
Decrease (increase) in income tax liability	267	12	266	49
Payments to suppliers for goods and services	<u>(73,300)</u>	<u>(100,007)</u>	<u>(158,825)</u>	<u>(155,990)</u>
Cash Flows from Operating Activities	<u>(65,219)</u>	<u>(112,016)</u>	<u>(142,075)</u>	<u>(161,583)</u>
<b><u>Financing Activities:</u></b>				
Share capital issued for cash	-	-	-	-
Related parties advances (repayments)	<u>62,282</u>	<u>17,777</u>	<u>66,990</u>	<u>13,396</u>
Cash Flows from Financing Activities	<u>62,282</u>	<u>17,777</u>	<u>66,990</u>	<u>13,396</u>
<b><u>Investing Activities:</u></b>				
Exploration & development costs	(13,638)	(38,879)	(16,302)	(76,276)
Purchase of mineral property interests	(11,268)	-	(18,454)	-
Purchase of gas well interests	<u>-</u>	<u>-</u>	<u>(106,261)</u>	<u>-</u>
Cash Flows from Investing Activities	<u>(24,906)</u>	<u>(38,879)</u>	<u>(141,017)</u>	<u>(76,276)</u>
Increase (Decrease) in Cash	(27,843)	(133,118)	(216,102)	(224,463)
Cash (Deficiency) at Beginning of Period	<u>21,377</u>	<u>226,942</u>	<u>209,636</u>	<u>318,287</u>
<b>Cash (Deficiency) at End of Period</b>	<b><u>(6,466)</u></b>	<b><u>93,824</u></b>	<b><u>(6,466)</u></b>	<b><u>93,824</u></b>

**TERYL RESOURCES CORP.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE SIX MONTHS ENDED NOVEMBER 30, 2006**  
(Stated in Canadian Dollars)

**1. NATURE OF OPERATIONS AND GOING CONCERN**

Teryl Resources Corp. is a public company incorporated under the British Columbia Business Corporations Act on July 16, 1985. Its shares are listed on the TSX Venture Exchange.

The Company makes expenditures on acquiring mineral properties and carries out exploration work. It also acquires oil and gas property interests and participates in drilling wells. The recoverability of amounts shown for investments, mineral properties, interest in oil and gas properties and the related deferred expenditures is dependent upon the existence of economically recoverable reserves, the ability to obtain the necessary financing to complete the exploration, the profitability of future production or the ability of the Company to dispose of those assets on a profitable basis. The Company's ongoing operation is dependent upon cash flow from successful operations and equity financing. The Company has incurred a loss of \$ 151,612 in the period ended November 30, 2006 (2005 - \$ 238,564). These consolidated financial statements do not include adjustments that would be necessary should it be determined that the Company may be unable to continue as a going concern.

**2. SIGNIFICANT ACCOUNTING POLICIES**

[a] Consolidation

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, Argon Investment Corporation (inactive) and Teryl, Inc. Teryl, Inc. was incorporated on November 17, 1988, in the State of Delaware and registered to do business in the USA, to hold and operate the Alaska mineral property interests and Texas oil and gas well interests.

[b] Equipment

The Company records its office and automotive equipment at cost and depreciates them on the declining-balance basis over the estimated useful lives at the following rates:

Office equipment	20% per annum
Automotive equipment	30% per annum

[c] Accounting for Oil and Gas Well Interests

The Company follows the successful efforts method of accounting for its oil and gas producing activities. Under this method, all costs associated with productive exploratory wells and productive or non-productive development wells are capitalized while the costs of non-productive exploratory wells are expensed. If an exploratory well finds oil and gas reserves, but a determination that such reserves can be classified as proved is not made after one year following completion of drilling, the costs of drilling are charged to operations. Indirect exploratory expenditures, including geophysical costs and annual lease rentals, are expensed as incurred. Unproved oil and gas properties that are individually significant are periodically assessed for impairment of value, and a loss is recognized at the time of impairment by providing an impairment allowance. Capitalized costs of producing oil and gas properties and related support equipment are depreciated and depleted by the unit-of-production method.

On the sale or retirement of a complete unit of a proved property, the cost and related accumulated depreciation, depletion, and amortization are eliminated from the property accounts, and the resultant gain or loss is recognized. On the retirement or sale of a partial unit of proved property, the cost is charged to accumulated depreciation, depletion, and amortization with a resulting gain or loss recognized in income. On the sale of an entire interest in an unproved property for cash or cash equivalent, gain or loss on the sale is recognized, taking into consideration the amount of any recorded impairment if the property had been assessed individually. If a partial interest in an unproved property is sold, the amount received is treated as a reduction of the cost of the interest retained. In joint ventured oil and gas exploration and production activities, the accounts reflect only the Company's proportionate interest in such activities.

**2. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

d) **Accounting for Mineral Property Interests**

The Company capitalizes its acquisition costs of mineral properties (including finders fees) and the related exploration and development expenditures by claim groups, or its share of costs on joint ventures, which are to be amortized as follows;

- i) If property sold outright - costs written off entirely against proceeds.
- ii) If property sold under option-type agreement - on basis of cash or shares received over total undiscounted amount to be received under agreement, exclusive of royalties or net profit participation.
- iii) If property brought into production - on basis of units of production over total estimated reserves recoverable.
- iv) If property retained, but has no proven economic reserves and is not currently being explored or developed by the Company or joint venture partner - costs written down to a nominal value.
- v) If property abandoned - costs written off entirely.

e) **Revenue Recognition**

Revenue associated with the sales of oil and gas are recorded when title passes to the customer. Revenues from oil and gas production from properties in which the Company has an interest with other producers are recognized on the basis of the Company's net working interest.

f) **Foreign Exchange Translations**

The Company's functional currency is the Canadian dollar. Transactions recorded in United States dollars have been translated into Canadian dollars using the temporal method as follows:

- i) Monetary items at the rate prevailing at the balance sheet date.
- ii) Non-monetary items at the historical exchange rate.
- iii) Revenue and expense at the average rate in effect during the year.

Gains or losses arising on translation are included in the consolidated statements of operations.

g) **Investments**

The Company accounts for its investments in companies subject to significant influence on the equity method. Under the equity method, the pro-rata share of the investee's earnings is recorded as income and added to the carrying value of the investments shown on the consolidated balance sheet. Dividends received are considered as a return of capital and are accordingly deducted from the carrying value of the investment.

The Company's investments in companies that are not subject to significant influence are recorded at cost. Investments are written down only when there is clear evidence that a decline in value that is other than temporary has occurred.

h) **Financial Instruments**

The carrying value of financial instruments not otherwise disclosed separately in the financial statements, approximate their fair values. Those financial instruments include cash, accounts and advances receivable, bank overdraft, accounts payable and amounts due to related parties, and their fair values approximate their carrying values, since they are short term in nature and are receivable or payable on demand.

i) **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires the Company's management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and related notes to the consolidated financial statements. Actual results may differ from those estimates.

**2. SIGNIFICANT ACCOUNTING POLICIES** (Continued)

j) **Income Taxes**

The Company uses the liability method of accounting for future income taxes whereby future income taxes assets and liabilities are computed based on the differences between the carrying amount of assets and liabilities on the balance sheet, and their corresponding tax values using the currently enacted or substantially enacted, income tax rates expected to apply when these differences reverse. Future income tax assets also result from unused loss carry forwards and other deductions. The valuation of future income tax assets is reviewed annually and adjusted, if necessary, by the use of a valuation allowance which is recorded against any future income tax asset if it is more likely that not that the asset will not be realized.

k) **Loss Per Share**

Basic and diluted loss per share amounts are computed using the weighted average number of common shares outstanding during the year. The Company calculates earning per share using a new standard, the treasury stock method. Under the treasury stock method, only instruments with exercise amounts less than the market prices impact the diluted calculations. In computing diluted loss per share, no shares were added to the weighted average number of common shares outstanding during the periods ended November 30, 2006 and 2005 and year ended May 31, 2006 for the dilutive effect of employee stock options and warrants, as they were all anti-dilutive. No adjustments were required to reported loss from operations in computing diluted per share amounts.

l) **Stock Based Compensation**

The Company follows the recommendations of CICA Handbook Section 3870 - Stock Base Compensation and Other Stock Based Payments to account for stock based transactions with officer, directors and outside consultants. Accordingly, the fair value of stock options is charged to operations, with an offsetting credit to contributed surplus. The fair value of stock options, which vest immediately, is recognized at the date of grant; the fair value of options, which vest in the future, is recognized on a straight line bases over the vesting period. Any consideration received on exercise of stock options together with the related portion of contributed surplus is credited to share capital.

m) **Asset Impairment**

On an annual basis or when impairment indicators arise, the Company evaluates the future recoverability of its mineral property costs. Impairment losses or write downs are recorded in the event the net book value of such assets exceeds the estimated indicated future cash flow attributable to such assets.

n) **Asset Retirement Obligations**

The Company follows the recommendations in CICA Handbook Section 3110 – “Asset Retirement Obligations” whereby the legal obligations associated with the retirement of tangible long-lived assets are recorded as liabilities. The liabilities are calculated using the net present value of the cash flows required to settle the obligation. A corresponding amount is capitalized to the related asset. Asset retirement costs are charged to earnings in a manner consistent with the depreciation, depletion and amortization of the underlying asset. The liabilities are subject to accretion over time for changes in the fair value of the liability through charges to accretion which is included in cost of sales and operating expenses. As at May 31, 2006, the Company did not have any asset retirement obligations.

o) **Variable Interest Entities**

The Canadian Institute of Chartered Accountants (CICA) issued Accounting Guideline 15, “Consolidation of Variable Interest Entities”, to provide accounting guidance related to variable interest entities (“VIE”). A VIE exists when the entity’s equity investment is at risk. When a VIE is determined to exist, the guidance requires the VIE to be consolidated by the primary beneficiary. The Company adopted the Guideline effective June 1, 2005 and has determined that it does not have a primary beneficiary interest in VIE.

p) **Comparative Figures**

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

**3. INVESTMENTS**

Linux Gold Corp. is a public company listed on US Stock Exchanges having a market value of \$ 4,348 Cdn. at November 30, 2006 (2005 - \$ 4,867).

	November <u>2006</u>	November <u>2005</u>
Linux Gold Corp.		
15,880 shares at cost	<u>4,026</u>	<u>4,026</u>

**4. EQUIPMENT**

	<u>2006</u>	<u>2005</u>
Furniture and fixtures - at cost	21,237	48,215
Less: Accumulated amortization	<u>(13,647)</u>	<u>(37,399)</u>
	<u>7,590</u>	<u>10,816</u>
Automotive equipment - at cost	15,531	15,531
Less: Accumulated amortization	<u>(9,062)</u>	<u>(6,290)</u>
	<u>6,469</u>	<u>9,241</u>
	<u>14,059</u>	<u>20,057</u>

**5. OIL AND GAS WELL INTERESTS**

The Company owns 6.5% working interest (4.680% net revenue interest) in the Peters No. 1 Well, in Fayette County, Texas, and a 7.5% working interest (5.79375% net revenue interest) in each of the C-S #1, Jancik #2 and Herrmann #4 wells, located in Burleson County, Texas. The carried cost of these wells has been completely depleted.

On May 18, 2006, the Company entered into an agreement with IAS Communications, Inc. to purchase a 40% interest (subject to 40% net revenue interests to others) in the Ken Lee #1 natural gas well, located in Knox County, Kentucky for \$ 103,045 (\$ 92,500 US). As there has been no determination as to the gas reserve done as yet, no amortization has been allowed for.

On June 6, 2006, the Company entered into an agreement with IAS Communications, Inc. to purchase a 40% interest (subject to 40% net revenue interests to others) in the Elvis Farris #2 gas well, located in Laurel County, Kentucky for \$ 106,261 (\$ 92,500 US). As there has been no determination as to the gas reserve done as yet, no amortization has been allowed for.

The Company has first refusal rights to participate in up to 22 future wells and in September, 2006 entered into an agreement with IAS Communications, Inc. to participate in the Clarence Bright well located in Knox/Laurel County, Kentucky, which is expected to come on line in the near future.

**6. MINERAL PROPERTY INTERESTS**

	Balance	Changes	Balance	Changes	Balance
<u>PROPERTY COSTS:</u>	<u>May 31/05</u>	<u>2006</u>	<u>May 31/06</u>	<u>In Period</u>	<u>Nov 30/06</u>
Silverknife	1		1		1
Fish Creek	33,538		33,538		33,538
Gold Hill	-		-	18,454	18,454
Anderson Group Tier 2	15,878	(15,878)	-		-
Upper Fox Creek	13,283	(13,283)	-		-
West Ridge	116,189		116,189		116,189
Gil Venture	31,127		31,127		31,127
Stepovich Lease	<u>9,381</u>		<u>9,381</u>	<u>-</u>	<u>9,381</u>
	<u>219,397</u>	<u>(29,161)</u>	<u>190,236</u>	<u>18,454</u>	<u>208,690</u>

- A. SILVERKNIFE, Laird, BC, Canada  
Pursuant to agreements between Reg Technologies Inc., SMR Investments Ltd., Rapitan Resources Inc., and Chevron Minerals Ltd., the Company acquired a 30% working interest in the Silverknife mineral claims, situated in the Liard Mining Division in the Province of British Columbia, subject to a 10% Net Profit Royalty to Rapitan and a 1% Net Smelter Returns to SMR. The Company has written down their acquisition costs to \$ 1 and has written off their exploration and development expenditures entirely, since the claims are not currently being explored and have no proven economic reserves.
- B. FISH CREEK, Fairbanks, Alaska, USA  
On March 5, 2002, the Company and Linux Gold Corp. entered into an agreement whereby the Company may earn up to a 50% interest in the Fish Creek mineral claims located in the Fairbanks district of Alaska, USA, by expending \$550,750 (\$500,000 US) within three years and issuing 200,000 common shares (issued December 16, 2002 at \$0.08 per share). Linux will have a 5% net royalty interest until the Company pays \$2,203,000 (\$2,000,000 US). The agreement was extended to expire on March 5, 2007, subject to TSX approval. The Company authorized 100,000 common shares for issuance to Linux as consideration for the extension. TSX approval of the extension is dependent upon receipt of approval of disinterested shareholders. Approval was received at the Annual General Meeting held on November 14, 2006.
- C. GOLD HILL, Cochise County, Arizona, USA  
On June 10, 2006, the Company and Frederic & John Rothermel (the Vendors) entered into an agreement whereby the Company would purchase a 100% interest in the Gold Hill Patented Claim Group located in the Warren Mining District, Cochise County, Arizona, USA, subject to a 10% Net Profits royalty to the vendors, for the following considerations:
- \$ 5,655 (\$ 5,000 US) to complete a due diligence within 90 days (paid),
  - \$ 11,268 (\$10,000 US) paid upon completion of the due diligence and \$ 10,000 US per year thereafter,
  - complete a \$ 50,000 US first phase exploration program conducted by the Vendors,
  - \$ 250,000 US per year upon commencement of production

A further 6 unpatented adjacent claims were registered 100% in the Company=s name for \$ 1,531 (\$ 1,354 US).

6. **MINERAL PROPERTY INTERESTS (Continued)**

D. UPPER FOX CREEK, Fairbanks, Alaska, USA

On June 23, 2004, the Company, Jean Turner and Ron Way (Owners) entered into a mineral property lease with Right of First Refusal, for a period of ten years, to develop the property known as the Upper Fox Creek mining lease, subject to a 3% Net Smelter Return, for payments of \$ 10,000 US per year. The lease was cancelled in the May 31, 2006 year and accordingly, property costs of \$ 13,283 and exploration costs of \$ 36,377 were written off.

E. WEST RIDGE, Dome Creek, Alaska, USA

Pursuant to various agreements the Company, earned a 100% interest in the West Ridge (48 claims) mineral properties (approximately 5,200 acres) located in the Dome Creek area of the Fairbanks District of Alaska, USA. The Company has been conducting an exploration program over the past few years.

F. GIL VENTURE, Dome Creek, Alaska, USA

Pursuant to various agreements the Company acquired a 50% interest in 237 claims located in the Gilmore Dome area of Fairbanks District of Alaska. On May 31, 1991, the Company, NERCO Exploration Company and Fort Knox Venture entered into an agreement which granted the Company a 20% participating interest in the claims. Under the agreement, Fort Knox Venture paid the Company cash and funded approved programs earning them an 80% participating interest in the property with the Company retaining a 20% participating interest. Fort Knox Venture through its operator Fairbanks Gold, has been doing exploration and development work on this property during the 2005 and 2006 years. The Company's 20% share of expenses, were \$ 111,127 (\$ 98,916 US) in the May, 2006 year and \$ Nil in the November 30, 2006 quarter. Additional cash calls are expected in the 2007 year.

G. STEPOVICH LEASE, Dome Creek, Alaska, USA

On May 29, 1992, the Company granted Fort Knox Venture all of their interest in the Stepovich lease, except for a 10% Net Profit Interest. Fort Knox Venture assumed all of the Company's liabilities and obligations under the Stepovich lease.

H. ANDERSON GROUP, Fairbanks, Alaska, USA

Pursuant to a purchase agreement dated August 18, 2003, the Company paid Michael D Roberts \$ 15,878 (\$ 12,500 US), with an additional \$ 113,000 US owing in the two years, for a 100% interest (subject to a 5% net profit interest) for 70.785 acres located in the Fairbanks Mining district of Alaska, USA, known as Anderson Group 2nd Tier. During the 2006 year, \$ 15,878 in mineral property costs were written off as management decided not to maintain this option.

Deferred Exploration & Development:

	<u>Three Months Ended</u> <u>Nov. 30,</u>		<u>Six Months Ended</u> <u>Nov. 30,</u>	
	<u>2006</u>	<u>2005</u>	<u>2006</u>	<u>2005</u>
Fish Creek:				
Geophysical survey, auger and drilling	5,318	7,597	5,318	32,116
Lease payments and insurance	422	355	1,467	3,717
Assays, maps and reports	-	<u>4,059</u>	-	<u>4,059</u>
	<u>5,740</u>	<u>12,011</u>	<u>6,785</u>	<u>39,892</u>

**6. MINERAL PROPERTY INTERESTS (Continued)**

Westridge:

Rent	7,031	-	7,031	-
Geophysical survey	<u>867</u>	<u>585</u>	<u>867</u>	<u>585</u>
	<u>7,898</u>	<u>585</u>	<u>7,898</u>	<u>585</u>

Gold Hill:

Assays and travel	<u>-</u>	<u>-</u>	<u>1,619</u>	<u>-</u>
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Gil:

Drilling and trenching	<u>-</u>	<u>123,445</u>	<u>-</u>	<u>130,073</u>
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Exploration & Development for the Period	13,638	136,041	16,302	170,550
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Exploration & Development at Start of Period	<u>2,870,505</u>	<u>2,777,527</u>	<u>2,867,841</u>	<u>2,743,018</u>
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	<u>2,884,143</u>	<u>2,913,568</u>	<u>2,884,143</u>	<u>2,913,568</u>
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Less: Exploration and development written off:

Re canceled claims	<u>-</u>	<u>34,769</u>	<u>-</u>	<u>34,769</u>
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<b>Exploration &amp; Development at End of Period</b>	<b><u>2,884,143</u></b>	<b><u>2,878,799</u></b>	<b><u>2,884,143</u></b>	<b><u>2,878,799</u></b>
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**7. INCOME TAXES**

Future income taxes reflect the net tax effects of the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's future tax assets as of November 30 are as follows:

	<u>2006</u>	<u>2005</u>
Non-capital losses carry forwards	\$ 804,000	\$ 741,000
Equipment	14,000	20,000
Resource deductions	<u>474,000</u>	<u>474,000</u>
	<u>1,292,000</u>	<u>1,235,000</u>
Valuation allowance	<u>(1,292,000)</u>	<u>(1,235,000)</u>
Future income tax asset	<u>\$ -</u>	<u>\$ -</u>

A reconciliation of the combined federal and provincial income taxes at statutory rates and the Company's effective income tax expense is as follows:

	<u>2006</u>	<u>2005</u>
Statutory tax rate	34%	36%
Income tax recovery at statutory rate	\$ (148,300)	\$ (183,800)
Permanent differences	2,900	1,300
Effect of change in tax rate	51,700	43,100
Tax benefits not recognized	<u>93,700</u>	<u>139,400</u>
	<u>\$ -</u>	<u>\$ -</u>

**7. INCOME TAXES** (Continued)

The Company has non-capital losses of approximately \$2,356,000 (2005 - \$2,082,000), which expire over the years 2007 to 2016. The Company also has cumulative exploration expenses in the amount of \$1,584,000 (2005 - \$1,545,000) in Canada, which can be carried forward indefinitely.

**8. DEBENTURE PAYABLE**

Pursuant to various agreements, the Company agreed to issue a convertible debenture for \$150,000 to Keltic Bryce Enterprises Inc. (“Keltic Bryce”), subject to regulatory approval. The original agreement, dated September 1, 1991, was approved. However, an amendment requested by Keltic Bryce, which resulted in the withdrawal of the original agreement, increasing the number of units and decreasing the share and warrant prices, did not subsequently receive approval and the debenture is not convertible under existing regulatory policy. The Company paid Keltic Bryce \$15,000 interest on November 15, 2005. On May 1, 2006, the Company repaid \$ 150,000 plus the accrued interest of \$ 11,749.

**9. ADVANCES FROM (TO) RELATED COMPANIES**

	November 30, <u>2006</u>	November 30, <u>2005</u>
Access Information Systems	-	(70)
IAS Communications Inc.	11,268	-
Information Highway.com	-	(818)
JGR Petroleum, Inc.	22,584	22,584
KLR Petroleum Inc.	-	(8,880)
Linux Gold Corp. (See Note 3)	54,170	9,659
Rainbow Network	22,665	22,728
Reg Technologies Inc.	2,772	(519)
REGI US Inc.	(2,856)	(4,260)
SMR Investments Ltd.	<u>32,802</u>	<u>(4,361)</u>
	<u>143,405</u>	<u>36,063</u>

Advances from related companies bear no interest and have no fixed repayment terms.

**10. SHARE CAPITAL**

Authorized share capital consists of:

- 100,000,000 voting common shares with no par value
- 5,000,000 non-voting preferred shares with \$1 par value

The Preferred Shares have attached thereto a right to receive dividends as determined by the Directors. The Preferred Shares may be issued in series, with special rights and restrictions therefor being determined by the Directors, subject to regulatory approval. No Preferred Shares have been issued to the date of these financial statements.

**10. SHARE CAPITAL (Continued)**  
Issued Share Capital - Common

	NUMBER OF SHARES	AMOUNT	CONTRIBUTED SURPLUS
Balance, May 31, 2005	36,777,688	9,944,335	175,935
Stock options exercised (a)	37,500	7,500	-
Fair value of stock options exercised	-	12,776	-
Private placement (b)	2,648,000	662,000	-
Private placement warrants exercised (c)	5,000	1,750	-
Share issue costs	-	(17,029)	-
Stock based compensation	-	-	6,242
	<u>2,690,500</u>	<u>666,997</u>	<u>6,242</u>
Balance, May 31 & Nov. 30, 2006	<u>39,468,188</u>	<u>\$ 10,611,332</u>	<u>\$ 182,177</u>

- a. On February 23, 2006, a consultant exercised a portion of his stock option for 37,500 common shares at a price of \$ 0.20 to net the treasury \$ 7,500.
- b. On May 17, 2006, the Company issued 2,648,000 units of capital stock pursuant to a Private Placement with 3 places at a price of \$ 0.25 per unit to net the treasury \$ 662,000. Each unit consists of one share and one-half share purchase warrant exercisable within one year for \$ 0.30 per share (or for \$ 0.35 within the second year).
- c. On May 18, 2006, one individual exercised warrants for 5,000 shares at a price of \$ 0.35, to net the treasury \$ 1,750.

On October 7, 2005, one employees option was repriced from \$ 0.40 to \$ 0.20 and on November 17, 2005, one employees option for 25,000 common shares at \$ 0.45 was cancelled and on February 19, 2006, a consultants option for 350,000 shares at a price of \$ 0.40 expired without being exercised.

Pursuant to an agreement dated May 24, 2006, effective June 1, 2006, Agoracom Investor Relations Corp. will provide investor relation services for one year for \$ 3,000 per month plus GST and a stock option allowing Agoracom to purchase up to 250,000 common shares in four equal installments of 62,500 shares, vesting each quarter starting September 1, 2006 and exercisable June 1, 2007, at a price of \$ 0.285 per share. The option will expire June 1, 2009.

On June 26, 2006, a consultant was granted a stock option to purchase up to 25,000 common shares at a price of \$ 0.30 for five years and on November 2, 2006, an employee was granted a stock option to purchase up to 25,000 common shares at a price of \$ 0.18 for five years.

During the period ended November 30, 2006 the Company had the following stock option activity:

	No. Of Options	Weighted Ave. Exercise Price
Balance outstanding May 31, 2006	2,177,500	\$ 0.20
Granted (Canceled)	300,000	0.28
Exercised	<u>-</u>	<u>-</u>
Balance outstanding Nov. 30, 2006	<u>2,477,500</u>	<u>\$ 0.21</u>

**10. SHARE CAPITAL** (Continued)

Outstanding Commitments to Issue Shares

At November 30, 2006, the following commitments to issue shares were outstanding:

TYPE OF COMMITMENT	NUMBER OF SHARES	PRICE	EXPIRY DATE
Private placement warrants	1,324,000	\$ 0.30/0.35	May 17, 2007/2008
Directors options	1,590,000	\$ 0.15	April 22, 2007
Employees options	50,000	\$ 0.40	December 16, 2007
Consultants options	75,000	\$ 0.40	March 4, 2008
Consultants options	112,500	\$ 0.20	October 20, 2008
Consultants options	300,000	\$ 0.45	November 13, 2008
Directors options	50,000	\$ 0.35	March 5, 2009
Consultants option	250,000	\$ 0.285	June 1, 2009
Consultants option	25,000	\$ 0.30	June 11, 2011
Employee option	25,000	\$ 0.18	November 2, 2011
	<u>3,801,500</u>		

The following table summarizes information about the stock options outstanding at Nov. 30, 2006:

Exercise Price	Number Of Options Outstanding	Weighted Average Remaining Contractual Life (Years)	Number Of Options Exercisable
\$ 0.15	1,590,000	0.30	1,590,000
0.40	125,000	1.15	125,000
0.20	112,500	1.95	112,500
0.45	300,000	2.00	300,000
0.35	50,000	2.35	50,000
0.285	250,000	2.50	250,000
0.30	25,000	4.81	25,000
<u>0.18</u>	<u>25,000</u>	<u>4.95</u>	<u>25,000</u>
<u>\$ 0.21</u>	<u>2,477,500</u>	<u>3.45</u>	<u>2,477,500</u>

Stock Based Compensation Expense:

The fair value of each option granted is estimated on the grant date using the Black-Scholes option-pricing model assuming no dividend yield and the following weighted average assumption for options granted: expected volatility of 158% (2005 - 158%), weighted average risk free interest rate of 4.56% (2005 - 4.56%) and expected life of 2 years.

**11. CONTINGENCIES AND COMMITMENTS**

See Outstanding Commitments to Issue Shares in Note 10.

**12. RELATED PARTY TRANSACTIONS**

Related party transactions are 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. Related party transactions not disclosed elsewhere in these financial statements are as follows:

Reg Technologies Inc. is a public company, which shares office facilities, staff and several directors.

SMR Investments Ltd., is a private company controlled by an officer of the Company. Under a management contract with SMR Investments Ltd. the Company agreed to pay up to \$ 2,500 per month for management services. The Company was charged management fees by SMR of \$ 15,000 during the current period (2005 - \$ 15,000).

The Company owns 15,880 shares of Linux Gold Corp., a BC public company with common directors, staff and office facilities.

During the November 30, 2006 period, directors fees of \$ 6,000 (2005 - \$ 6,000) were paid to J. Robertson, President of the Company; administration consulting fees of \$ 12,000 (2005 - \$ 6,000) were paid to J. Lorette, a director of the company and secretarial and consulting fees of \$ 7,500 (2005 - \$ 5,850) were paid to M. van Oord, a director of the company.

During the November 30, 2006 period, fees of \$ 4,721 (2005 - \$2,740) were paid to KLR Petroleum Ltd. (which is controlled by an officer of the Company) for administration of the Company payroll and benefit plan.

Office rent amounted to \$ 7,270 for the period ended November 30, 2006 (2005 - \$ 8,520) of which \$ 4,847 (2005 - \$ 5,680) has been shared with Reg Technologies Inc. and REGI US Inc.

**13. TERYL, INC. TRANSACTIONS (100% US Subsidiary):**

In 1998, Teryl, Inc. offered a private placement for up to 1,000,000 shares at a price of \$ 0.15 US and subscriptions of \$ 146,044 (\$ 96,750 US) were received by November 19, 1999. Since the offering was not fully subscribed, the Companies negotiated with the subscribers to replace the Teryl, Inc. shares with Teryl Resources Corp. shares. Six subscribers did not return the agreement and negotiations are proceeding to resolve this.