Financial Statements

Plato Gold Corp.

For the Nine Months Ended September 30, 2010

Unaudited

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NOTICE TO READER

The accompanying unaudited interim financial statements have been prepared by the Company's management and the Company's independent auditors have not performed a review of these financial statements.

Plato Gold Corp.

Balance Sheets

	September 30, 2010 (unaudited)	December 31, 2009
Assets		
Current Assets		
Cash	$ 12,627	$ 82,015
Other receivables	84,141	104,263
Deposits and prepaid expenses	9,106	10,000
	105,874	196,278
Mineral Properties and Deferred Exploration Costs (note 5)	4,628,580	4,698,755
Property, Plant and Equipment	1,203	1,552
	$ 4,735,657	$ 4,896,585
Liabilities		
Current Liabilities		
Accounts payable and accrued liabilities	$ 251,082	$ 529,665
Due to related parties (note 6)	300,000	85,000
	551,082	614,665
Future Tax Liability (note 10)	-	157,440
	551,082	772,105
Shareholders' Equity		
Share Capital (note 7)	4,695,619	4,731,411
Warrants (note 8)	589,488	518,080
Stock Options (note 9)	710,385	712,094
Contributed Surplus	1,078,870	881,267
Deficit	(2,889,787)	(2,718,372)
	4,184,575	4,124,480
	$ 4,735,657	$ 4,896,585

The accompanying notes form an integral part of these financial statements.

Approved on behalf of the Board

"Anthony J. Cohen", Director　　　"Robert Van Tassell", Director

Plato Gold Corp.

Statements of Operations and Deficit
For the Nine Months Ended September 30
Unaudited - See Notice to Reader

	Nine Months Ended		Three Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Revenue				
Interest income	$ 717	$ 428	$ 592	$ 345
Expenses				
Amortization	349	499	116	166
Accretion and other charges	-	17,435	-	5,811
Consulting fees	85,189	90,964	27,230	31,730
Insurance	7,849	8,357	2,579	2,579
Interest and financing costs	3,697	2,117	660	555
Investor relations	11,999	11,507	2,500	11,252
Office and general	15,144	10,284	2,864	2,257
Professional fees	111,368	116,715	19,643	33,743
Publicity and advertising	6,145	4,237	3,518	3,595
Rent	18,000	18,000	6,000	6,000
Salaries and benefits	117,230	115,492	37,619	36,424
Stock-based compensation (note 9)	81,593	26,760	-	-
Transfer and filing fees	21,538	27,134	5,763	3,616
	480,101	449,501	108,492	137,728
Loss Before the Undernoted Item	(479,384)	(449,073)	(107,900)	(137,383)
Write-down of mineral properties and deferred exploration costs	55,925	-	-	-
Loss Before Income Taxes	(535,309)	(449,073)	(107,900)	(137,383)
Future Income Tax Recoveries	363,894	305,220	30,102	42,261
Net Loss for the Period	(171,415)	(143,853)	(77,798)	(95,122)
Deficit - Beginning of Period	(2,718,372)	(2,158,146)	(2,811,989)	(2,206,877)
Deficit - End of Period	$ (2,889,787)	$ (2,301,999)	$ (2,889,787)	$ (2,301,999)
Income per Share - basic and diluted	$ -	$ -	$ -	$ -
Weighted Average Number of Common Shares Outstanding - basic and diluted	100,652,040	67,449,397	101,909,183	71,637,241

The accompanying notes form an integral part of these financial statements.

Plato Gold Corp.

Cash Flow Statements
For the Nine Months Ended September 30
Unaudited - See Notice to Reader

	Nine Months Ended		Three Months Ended	
	September 30, 2010	September 30, 2009	September 30, 2010	September 30, 2009
Cash Flows from Operating Activities				
Net income (Loss)	$ (171,415)	$ (143,853)	$ (77,798)	$ (95,122)
Items not involving cash				
Amortization	349	499	116	166
Accretion and other charges	-	17,435	-	5,811
Stock-based compensation	81,593	26,760	-	-
Write-down of mineral properties	55,925	-	-	-
Future income tax recoveries	(363,894)	(305,220)	(30,102)	(42,261)
	(397,442)	(404,379)	(107,784)	(131,406)
Changes in non-cash working capital				
Other receivables	20,121	2,616	3,436	3,054
Deposits and prepaid expenses	894	(11,125)	808	(15,900)
Accounts payable and accrued liabilities	103,086	30,999	3,610	(109,296)
	(273,341)	(381,889)	(99,930)	(253,548)
Cash Flows from Financing Activities				
Proceeds from private placements	400,000	575,000	-	475,000
Share issuance costs	(43,628)	(51,630)	-	(50,182)
Payment of note payable	-	(139,000)	-	(139,000)
Due to related parties	215,000	92,900	-	500
	571,372	477,270	-	286,318
Cash Flows from Investing Activities				
Mineral properties and deferred explorations costs	(549,854)	(226,444)	(76,436)	(77,131)
Government rebates	182,435	446,129	108,733	396,431
	(367,419)	219,685	32,297	319,300
Change in cash	(69,388)	315,066	(67,633)	352,070
Cash - beginning of period	82,015	52,967	80,260	15,963
Cash - end of period	$ 12,627	$ 368,033	$ 12,627	$ 368,033
Non-cash financing and investing activities				
Stock options granted to agent	$ 21,321	$ -	$ -	$ -
Stock options granted to directors, officers and employees	$ 81,593	$ -	$ -	$ -
Shares issued for acquisition of mineral properties	$ -	$ 10,000	$ -	$ 10,000

The accompanying notes form an integral part of these financial statements.

1. Nature of Operations

Plato Gold Corp. (the "Company") is an Ontario corporation formed by amalgamation on May 30, 2005.

The Company is a public gold exploration company with three projects. The first project is the Timmins Gold Project in Northern Ontario which includes five properties (Guibord, Harker, Harker-Garrison, Holloway and Marriott) in what is sometimes referred to as the Harker/Holloway gold camp located east of Timmins. The second project, the Val d'Or Project in Northern Quebec, includes six properties (Nordeau Bateman, Vauquelin, Pershing Denain, Vauquelin Pershing, Vauquelin Horseshoe and Hop O'My Thumb). The third project, the Lolita Project in Santa Cruz, Argentina, includes three adjoining concessions in Southern Argentina where active exploration activities are underway by other international exploration companies.

The Company is in the process of exploring its mineral properties and has not yet determined whether its properties in Ontario and Argentina contain economic mineral reserves. Consequently, at September 30, 2010 the Company considers itself to be an exploration stage company with respect to these properties. The Company considers the Val d'Or Project to be in the advanced exploration stage with a 43-101 compliant resource.

2. Significant Accounting Policies

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"), and reflect the following significant accounting policies:

a) Basis of Presentation - Going Concern

These financial statements have been prepared on a going concern basis in accordance with GAAP. The going concern basis of presentation assumes that the Company will continue in operation for the foreseeable future and be able to realize its assets and discharge its liabilities and commitments in the normal course of business.

The Company has not yet realized profitable operations and has incurred significant losses to date resulting in a cumulative deficit of $2,889,787 as at September 30, 2010. The Company's continued existence is dependent upon its ability to raise additional capital and develop profitable operations. Management believes that it has the ability to raise the required additional funding. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to execute on its business strategy or be successful in future financing activities. As at September 30, 2010, the Company had current assets of $105,874 to cover current liabilities of $551,082.

The financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate. If the going concern basis was not appropriate for these financial statements, then adjustments may be necessary in the carrying value of assets and liabilities and the balance sheet classifications used. These adjustments may be material.

2. Significant Accounting Policies (continued)

b) Use of Estimates

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of operations during the reporting period. Significant estimates and assumptions include those related to the recoverability of resource properties, valuation of options and warrants and the ability to continue as a going concern. While management believes that the estimates and assumptions are reasonable, actual results could differ from those estimates.

c) Mineral properties and deferred exploration costs

The Company records its interests in mineral properties and deferred exploration expenditures at cost. Acquisition costs of resource properties together with direct exploration and development expenditures thereon are deferred in the accounts. When production is attained, these costs will be amortized on a units-of-production basis. If the properties are abandoned, sold or considered to be impaired in value, the costs of the properties and related deferred expenses will be written down at that time. When deferred expenditures on individual producing properties exceed the estimated net realizable value of undiscounted proven reserves, the properties are written down to the estimated fair value.

The Company is in the process of exploring and developing its mineral properties and has not yet determined the amount of reserves available. Senior management regularly reviews the carrying amount of mineral properties and deferred exploration and development costs to assess whether there has been any impairment in value.

d) Property, Plant and Equipment

Property, plant and equipment are recorded at cost. Amortization is provided over the estimated useful lives of the assets using the declining-balance method at the following rates per annum:

Computer equipment	30%
Furniture and fixtures	30%

Additions during the year are amortized using the half year rule.

e) Flow-through Financing

The Company has financed a portion of its exploration activities through the issuance of flow-through shares, which transfer the tax deductibility of exploration expenditures to the investors. Proceeds received on the issuance of such shares have been credited to capital stock. Related exploration expenditures have been charged to mineral properties and deferred exploration costs. Resource expenditure deductions for income tax purposes related to exploration and development activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. When these expenditures are renounced, temporary taxable differences created by the renunciation reduce share capital.

2. Summary of Significant Accounting Policies (continued)

f) Income Taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method, future income tax assets and liabilities are determined based on the differences between the carrying amount of assets and liabilities on the balance sheet and their corresponding tax value, using the substantively enacted tax rates expected to apply when these temporary differences are reversed. Future income tax assets are recorded to recognize tax benefits only to the extent that, based on available evidence, it is more likely than not that they will be realized.

g) Stock-Based Compensation

The Company has one stock option plan that is described in note 9.

The Company uses the fair value method to account for stock options granted. Under the fair value method, the Company recognizes estimated compensation expense related to stock options over the vesting period of the options granted, with the related credit being allocated to stock options under shareholders' equity. Upon exercise of these stock options, amounts previously credited to stock options under shareholders' equity are reversed and credited to share capital.

h) Other Stock-Based Payments

The Company accounts for other stock-based payments based on the fair value of services granted or the equity instruments issued in exchange for the receipt of goods and services from non-employees by using the stock price and other measurement assumptions as at the measurement date, whichever is the more reliably measurable.

i) Foreign Currency Translation

The Company translates monetary assets and liabilities at the rate of exchange in effect at the balance sheet date and non monetary assets and liabilities at historical exchange rates. Income and expenses are translated at average rates in the month they occur. Gains and losses on translation are recorded in loss from operations.

j) Asset Retirement Obligations

The Company is subject to the provisions of the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 3110, Asset Retirement Obligations, which require the estimated fair value of any asset retirement obligations to be recognized as a liability in the period in which the related environmental disturbance occurs and the present value of the associated future costs can be reasonably estimated. As at September 30, 2010 the company has not incurred and is not committed to any asset retirement obligations in respect of its mineral exploration properties.

2. Summary of Significant Accounting Policies (continued)

k) Impairment of Long-Lived Assets

The Company periodically evaluates the recoverability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment loss is recognized when estimated future cash flows resulting for the use of an asset and its eventual disposition is less than it carrying amount.

l) Loss Per Share

Loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year, including contingently issuable shares which are included when the conditions necessary for issuance have been met. Diluted loss per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. The number of additional shares included in the calculation is based on the treasury stock method for options and warrants. As the Company had a loss in each of the two years presented, basic and diluted loss per share are the same, as the exercise of all options and warrants would be anti-dilutive.

m) Related Party Transactions

All transactions with related parties are in the normal course of business and are measured at the exchange amount.

n) Financial Instruments

All financial instruments are classified into one of the following five categories: held-for-trading assets or liabilities, held-to-maturity investments, loans and receivables, available-for-sale financial assets or other financial liabilities. Held-for-trading financial instruments are measured at fair value and all gains and losses are included in the statement of operations in the period in which they arise. Available-for-sale financial instruments are measured at fair value with revaluation gains and losses, included in the statement of comprehensive income until the instruments are derecognized or impaired. Loans and receivables, investments held to maturity and other financial liabilities are measured at amortized cost using the effective interest method.

The Company has made the following classifications:

Cash	Held for trading
Accounts payable and accrued liabilities	Other liabilities
Note payable	Other liabilities
Due to related parties	Other liabilities

Transaction costs are expensed as incurred for financial instruments classified as held for trading. For other financial instruments, transaction costs are capitalized on initial recognition.

2. Summary of Significant Accounting Policies (continued)

o) Comprehensive Income

The Company had no other comprehensive income or loss transactions during the three months ending September 30, 2010. Accordingly, a statement of comprehensive income has not been prepared.

3. New Accounting Policies

a) Amendments to CICA Section 3862 (Financial Instruments - Disclosure)

In 2009, the CICA issued an amendment to Handbook Section 3862 to provide improvements to fair value and liquidity note disclosures. The amendment is effective January 1, 2009. This adoption resulted in additional disclosure as provided below.

The following summarizes the methods and assumptions used in estimating the fair value of the Company's financial instruments where measurement is required. The fair value of short-term financial instruments approximates their carrying amounts due to the relatively short period to maturity. These include cash as at September 30, 2010. Fair value amounts represent point-in-time estimates and may not reflect fair value in the future. The measurements are subjective in nature, involve uncertainties and are a matter of significant judgment. The methods and assumptions used to develop fair value measurements, for those financial instruments where fair value is recognized in the balance sheet, have been prioritized into three levels as per the fair value hierarchy included in GAAP. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data.

b) Goodwill and Intangible Assets

The CICA approved Handbook Section 3064, “Goodwill and Intangible Assets” which replaces the existing Handbook Sections 3062, “Goodwill and Other Intangible Assets” and 3450, “Research and Development Costs”. The standard is effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The adoption of this new standard had no material effect on the Company's financial statements.

4. Future Accounting Changes

International Financial Reporting Standards (“IFRS”)

The CICA plans to converge Canadian Generally accepted Accounting Principles with IFRS which will be applicable to publicly accountable enterprises. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The Company is currently assessing the impact of IFRS on its financial statements.

5. Mineral Properties and Deferred Exploration Costs

	September 30, 2010			
	Timmins Gold Project	Val d'Or Project	Lolita Project	Total
Acquisition Costs	$ -	$ 12,900	$ -	$ 12,900
Diamond Drilling	5,300	53,086	-	58,386
Geochemical	-	9,313	-	9,313
Geology	-	65,174	15,609	80,783
Other	2,550	4,254	-	6,804
Current expenditures	7,850	144,727	15,609	168,186
Less Quebec Government exploration rebate	-	(182,436)	-	(182,436)
Net current expenditures	7,850	(37,709)	15,609	(14,250)
Balance - beginning of period	1,791,201	2,831,454	76,100	4,698,755
Write-down of mineral properties	-	(55,925)	-	(55,925)
Balance - end of period	$ 1,799,051	$ 2,737,820	$ 91,709	$ 4,628,580

a) Timmins Gold Project

The Timmins Gold Project is comprised of five properties along the Destor-Porcupine Fault Zone located east of Timmins. The properties are comprised of 4 leases and 117 claims for a total of 2,416 hectares in the region. Four properties are subject to a 2% net smelter royalty to a former director of the Company. The other property is subject to a 2% net metal royalty to the former owner.

b) Val d’Or Project

The Val d'Or Project is comprised of six properties located south east of Val d'Or, Quebec. The properties consist of 235 claims for a total of 3,796 hectares. Two properties with 82 claims are subject to a 2% net metal royalty. Another property with 2 claims are subject to a 2% net smelter royalty.

5. Mineral Properties and Deferred Exploration Costs (continued)

b) Val d'Or Project (continued)

i) Globex Option

On August 8, 2006, the Company entered into an option agreement with Globex Mining Enterprises Inc. ("Globex") to acquire a 100% interest in mineral claims known as the Nordeau East and Nordeau West Property in Vauquelin Township, Quebec, and a 60% interest in certain contiguous mineral claims known as the Bateman Claims in Vauquelin Township, Quebec ("Nordeau Bateman Properties").

As part of the original agreement, in order to acquire the interests in the Nordeau Bateman Properties, the Company agreed to pay Globex cash payments totalling $500,000 by December 31, 2007, of which $100,000 was paid on the effective date in 2006, $100,000 due by December 31, 2006 and $300,000 due by December 31, 2007. As well, the Company issued 1,000,000 common shares to Globex at a deemed price of $0.16 per share on the effective date in 2006. Furthermore, the Company must incur exploration expenditures of $6,000,000 by December 31, 2008, of which $1,000,000 is due by December 31, 2006, $2,000,000 due by December 31, 2007 amid $3,000,000 due by December 31, 2008. A bankable feasibility study is to be completed by December 31, 2009. Globex would retain a 2% net metal royalty on all mineral productions as well as a 10% Net Profit Interest after the Company has first recouped out of the Net Profits from operations $5,000,000 of all monies expended for preproduction costs and/or operating costs.

On December 12, 2006, the Company amended the agreement so that the exploration expenditures of $1,000,000 due December 31, 2006 is due March 31, 2007.

On November 2, 2007, the Company amended the agreement so that a cash payment of $300,000 due December 31, 2007 is staged with $25,000 due December 31, 2007, $25,000 due March 31, 2008 and $250,000 due June 30, 2008. As well, exploration expenditures of $2,000,000 due December 31, 2007 is staged with $300,000 due March 31, 2008 and $1,700,000 due December 31, 2008.

On April 22, 2008, the Company amended the agreement so that the cash payment of $250,000 due June 30, 2008 is staged with $125,000 due December 31, 2008 and $125,000 due December 31, 2009. In addition, further cash payments of $75,000 will be due by December 31, 2010 and $100,000 by December 31, 2011. As well, the remaining exploration expenditures of $1,700,000 due December 31, 2008, as per the November 2, 2007 amendment, has now been changed to $700,000 due by December 31, 2008, $1,000,000 due by December 31, 2009, $1,500,000 due by December 31, 2010 and $1,500,000 due by December 31, 2011. As further compensation, the Company agreed to issue an additional 500,000 shares by December 31, 2008, 500,000 shares by December 31, 2009, 500,000 shares by December 31, 2010 and 500,000 shares by December 31, 2011. The bankable feasibility study has been extended to December 31, 2012.

On January 28, 2009, Globex transferred a 2% interest in the 44 claims of the Nordeau Bateman Properties to the Company.

5. Mineral Properties and Deferred Exploration Costs (continued)

b) Val d'Or Project (continued)

i) Globex Option (continued)

As of December 31, 2009, the Company has made cash payments totalling $500,000, with the remaining $75,000 due by December 31, 2010 and $100,000 by December 31, 2011, for a total cash payment of $675,000.

As of December 31, 2009, the Company has incurred exploration expenditures, in accordance with the terms of the agreement, of $3,194,948, with the remaining $1,500,000 due December 31, 2010 and $1,500,000 due December 31, 2011, for total exploration expenditures of $6,000,000.

As of December 31, 2009, the Company has issued 2,000,000 shares to Globex, with 500,000 due by December 31, 2010 and 500,000 shares due by December 31, 2011, for a total of 3,000,000 common shares. The bankable feasibility study is due by December 31, 2012.

On September 27, 2010, the Company amended the agreement so that the remaining exploration expenditures of $1,500,000, due by December 31, 2010 is due by April 30, 2011. All other conditions of the agreement remain the same.

ii) Manseau Option

On January 31, 2008, the Company entered into an option agreement to acquire a 100% interest in 19 claims in Cadillac and Bousquet Townships, Quebec, known as Once Upon a Time. The Company issued 125,000 shares and paid $10,000 as an initial payment and is obligated to issue an additional 225,000 shares, pay $15,000 and spend $1,000,000 on the project by January 31, 2011. Upon receipt of the annual Quebec Government rebate, the Company will pay in staged amounts a total of $135,000 representing 13.5% of the exploration expenditures to January 31, 2011. The agreement provides for a 2% Net Smelter Royalty which the Company can purchase for $1,000,000 prior to production and $2,000,000 after production.

On December 1, 2008, both parties mutually agreed to extend all the terms within the original option agreement by one year. As a result, the next obligation dates for the expenditures on exploration work, the issuance of common shares, payments, and the further payment due upon receipt of the annual Quebec Government rebate, became due on January 31, 2010.

On January 29, 2010, the parties agreed to a four month extension to the January 31, 2010 due date. As a result, expenditures on exploration requirements consist of $200,000 by May 31, 2010, $300,000 by January 31, 2011 and $500,000 by January 31, 2012, for a total of $1,000,000 in exploration expenditures.

Payments and common shares consists of $5,000 and 100,000 shares due May 31, 2010, $5,000 and 75,000 shares due January 31, 2011 and $5,000 and 50,000 shares due January 31, 2012, for a total of $25,000 and 350,000 shares, of which $10,000 and 125,000 shares were paid initially in 2008.

5. Mineral Properties and Deferred Exploration Costs (continued)

b) Val d'Or Project (continued)

ii) Manseau Option (continued)

Further payment due is based on receipt of the annual Quebec Government rebate for completed exploration work on the said property. The Company is to pay in staged amounts a total of $135,000 representing 13.5% of the $1,000,000 completed exploration expenditures on January 31, 2012.

On January 29, 2010, the Company obtained a four month extension to the Manseau Option for the Once Upon a Time project. As a result, expenditures on exploration requirements now consist of $200,000 by May 31, 2010, $300,000 by January 31, 2011 and $500,000 by January 31, 2012, for a total of $1,000,000 in exploration expenditures.

The Manseau Option expired on May 31, 2010.

iii) Company owned claims by acquisition or staking

As at December 31, 2009, the Company's acquired or staked claims consist of 5 properties known as Vauquelin, Pershing Denain (with 38 claims subject to a 2% net metal royalty), Vauquelin Pershing, Vauquelin Horseshoe and Hop O'My Thumb (with 2 claims subject to a 2% net smelter royalty) which are located in Vauquelin Township. Collectively these five properties consist of 190 claims totalling 3,119 hectares.

c) Lolita Project

On August 27, 2007, the Company entered into an agreement to acquire a 75% interest in 29,904 hectares known as the Lolita Property in Argentina. The Company is required to incur US$50,000 in initial expenditures before June 19, 2009. On June 16, 2009 the parties extended this requirement to December 31, 2009. As of December 31, 2009 the initial expenditures of US$50,000 has been met in accordance with the agreement.

With completion of the initial expenditures, a Joint Work Program for up to US$500,000 is being jointly developed and will be financed 75% by the Company and 25% by the other party in accordance with the agreement. The other party is obliged to fund 25% of the Joint Work Program or have its interest diluted on a pro-rata basis to a carried interest of 2%. The other party will retain a 2% net smelter royalty, which can be bought back by the Company for US$500,000.

6. Due to Related Parties

	September 30, 2010	December 31, 2009
Related Company	$ 300,000	$ 85,000

Amounts due to related parties are non-interest bearing, unsecured and due on demand. The Company and the related company have a director in common. This director is also a shareholder and officer of both companies.

7. Share Capital

a) Authorized:

Unlimited common shares
Unlimited preferred shares

b) Common Shares Issued and Outstanding:

	Number	Amount
Balance - December 31, 2009	95,175,117	$ 4,731,411
Issued for:		
Private placements	8,000,000	170,662
Mineral property acquisition	-	-
Tax effect of renunciation of flow-through shares	-	(206,454)
Balance - September 30, 2010	103,175,117	$ 4,695,619

8. Warrants

	Number	Amount	Weighted Average Exercise Price
Balance - December 31, 2009	33,589,891	$ 518,080	$ 0.11
Issued	8,000,000	164,389	0.10
Expired	(5,055,556)	(92,981)	(0.15)
Balance - September 30, 2010	36,534,335	$ 589,488	$ 0.10

8. **Warrants** (continued)

As at September 30, 2010, the following common share purchase warrants ("warrants") were issued and outstanding:

a) 2,126,000 warrants entitling the holder to purchase one common share at $0.10 until November 12, 2010.

b) 455,000 warrants entitling the holder to purchase one common share at $0.10 until November 19, 2010.

c) 3,000,000 warrants entitling the holder to purchase one common share at $0.10 until December 24, 2010.

d) 8,111,110 warrants entitling the holder to purchase one common share at $0.10 until September 25, 2011.

e) 6,276,114 warrants entitling the holder to purchase one common share at $0.10 until October 8, 2011.

f) 8,566,111 warrants entitling the holder to purchase one common share at $0.10 until October 20, 2011.

g) 4,400,000 warrants entitling the holder to purchase one common share at $0.10 until March 19, 2012.

h) 3,600,000 warrants entitling the holder to purchase one common share at $0.10 until April 6, 2012.

9. Stock Options

a) The Board of Directors has adopted a stock option plan for the Company (the "Plan"). Pursuant to the Plan, the Board of Directors may, from time to time at its discretion, allocate non-transferable options to purchase shares to directors, officers, employees and consultants of the Company.

   Under the Plan, the aggregate number of shares to be issued upon the exercise of options granted thereunder may not exceed 10% of the number of issued and outstanding shares at the time of granting the options. Options shall expire no later than ten years after the date of grant.

   The exercise price of options granted pursuant to the Plan shall be established based on the average closing price of the shares for the five days prior to the date of grant or such other method of pricing as may be acceptable to the stock exchange on which the shares are listed.

9. Stock Options (continued)

b) A summary of changes to stock options is as follows:

	Number	Amount	Weighted Average Exercise Price
Balance - December 31, 2009	10,484,266	$ 712,094	$ 0.102
Granted/vested	1,650,000	81,593	0.100
Agent's compensation options granted	445,000	21,321	0.050
Expired	(800,000)	(104,622)	(0.188)
Forfeited	-	-	-
Balance - September 30, 2010	11,779,266	$ 710,386	$ 0.094

c) As at September 30, 2010 the following options were outstanding:

	Number of Options		
Exercise Price	Unvested	Vested	Expiry Date
$ 0.050	-	212,600	November 12, 2010
$ 0.175	-	900,000	April 5, 2011
$ 0.045	-	811,111	September 25, 2011
$ 0.045	-	444,444	October 8, 2011
$ 0.045	-	811,111	October 20, 2011
$ 0.105	-	1,800,000	November 16, 2011
$ 0.050	-	340,000	March 19, 2012
$ 0.050	-	105,000	April 6, 2012
$ 0.100	225,000	75,000	April 20, 2012
$ 0.100	-	1,150,000	December 18, 2012
$ 0.100	-	350,000	March 28, 2013
$ 0.100	-	1,575,000	April 23, 2014
$ 0.100	-	1,630,000	December 4, 2019
$ 0.100	-	1,575,000	April 20, 2020
	225,000	11,779,266	

10. Income Taxes

a) The income tax effects of temporary differences that give rise to significant portions of the future income tax assets and future income tax liabilities as at September 30, 2010 and December 31, 2009 are presented below:

	September 30, 2010	December 31, 2009
Future income tax assets (liabilities):		
Canadian exploration and development expenses	$ (804,875)	$ (842,673)
Non-capital loss carryforwards	735,827	603,619
Share issuance costs	70,637	80,688
Property, plant and equipment	1,166	926
Net future income tax liability	$ -	$ (157,440)

As at September 30, 2010 there was no future tax liability. The tax effect of resource expenditures renounced to shareholders in 2010 of $206,454 has been deducted from share capital.

11. Related Party Transactions

During the nine months ended September 30, 2010 the Company:

a) incurred rent of $18,000 with a related company. The Company and the related company have an officer in common. This officer is also a director and shareholder of both companies.

b) incurred consulting fees of $61,236 with one of the Company's officers. As at September 30, 2010, accounts payable and accrued liabilities included $8,238 payable.

c) incurred consulting fees of $4,253 with one of the Company's directors.

d) incurred accounting fees of $63,353 with an accounting firm in which one of the Company's officers is a partner. As at September 30, 2010, accounts payable and accrued liabilities included $72,991 payable to this accounting firm.

e) received a net advance of $300,000 from a related corporation. The Company and the related corporation have a director in common. This director is also a shareholder and officer of both corporations.

12. Financial Instruments

a) Fair Value

The carrying value of cash is measured at fair value as it is classified as held for trading. Accounts payable, accrued liabilities, the note payable and due to related parties are classified as other financial liabilities, which are measured at amortized cost. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

b) Liquidity Risk

Liquidity risk refers to the risk that the Company will not be able to meet its financial obligations when they become due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities as they become due. As at September 30, 2010, the Company had a cash balance of $12,627 to settle current liabilities of $551,082. All of the Company's financial liabilities except for the loan from a related party, have contractual maturities of less than 30 days and are subject to normal trade terms. In addition, other receivables include a $72,684 receivable from the Government of Quebec for a tax credit for mineral exploration, which will be used to settle current liabilities.

The Company has no income and relies on equity financing to support its exploration program. Additional financing is required to fund the related operating expenses required to manage the Company through fiscal 2010. Management prepares budgets and ensures funds are available prior to commencement of any exploration program.

c) 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 relates to cash and other receivables. Cash is held with a reputable financial institution and is closely monitored by management. Other receivables consist of goods and services tax due from the Federal Government of Canada and an exploration rebate for mineral exploration expenses due from the Government of Quebec. The Company's maximum credit exposure is $84,141 at September 30, 2010. Management believes the credit risk with respect to other receivables is not significant.

13. Capital Disclosures

The Company's objective when managing capital is to raise sufficient funds to execute its exploration plan. At September 30, 2010, the Company's capital consists of equity in the amount of $4,184,575.

The properties in which the Company currently has an interest are in the exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

13. Capital Disclosures (continued)

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 does not have any externally imposed capital requirements.

There were no changes in the Company's approach to capital management during the period ended September 30, 2010.

14. Subsequent Events

a) On November 7, 2010 the Company granted options to acquire a total of 300,000 common shares of the Company at an exercise price of $0.10 per share to one of the Company's directors. The options vest on the date of grant and expire on November 7, 2020.

b) On November 8, 2010, the Company executed an agreement granting St Andrew Goldfields Ltd. ("St Andrew") the option to earn a 75% interest in Plato's Timmins Gold Project consisting of four properties located in the Townships of Guibord, Harker, Holloway, and Marriott, located east of Timmins, Ontario.

   Plato received an initial payment of $100,000 upon the execution of the option agreement.

   With respect to the Holloway Property, to earn its 75% interest St Andrew will be required to incur exploration expenditures of $100,000 on or before the first anniversary, $200,000 on or before the second anniversary, and $500,000 on or before the third anniversary of the effective date. As well, St Andrew will be required to make additional payments to Plato of $20,000 on or before the first anniversary, $40,000 on or before the second anniversary, and $60,000 on or before the third anniversary of the effective date of the agreement.

   With respect to the Guibord Property, to earn its 75% interest St Andrew will be required to incur exploration expenditures of $100,000 on or before the first anniversary, $200,000 on or before the second anniversary, and $500,000 on or before the third anniversary of the effective date. As well, St Andrew will be required to make additional payments to Plato of $60,000 on or before the second anniversary, and $60,000 on or before the third anniversary of the effective date.

   With respect to the Harker Property, to earn its 75% interest St Andrew will be required to incur exploration expenditures of $50,000 on or before the first anniversary, and $250,000 on or before the second anniversary of the effective date. As well, St Andrew will be required to make additional payments to Plato of $50,000 on or before the second anniversary of the effective date.

   With respect to the Marriott Property, to earn its 75% interest St Andrew will be required to incur exploration expenditures of $100,000 on or before the third anniversary, and $200,000 on or before the fourth anniversary of the effective date. As well, St Andrew will be required to make additional payments to Plato of $20,000 on or before the third anniversary, and $30,000 on or before the fourth anniversary of the effective date.

14. Subsequent Events (continued)

In addition, if a National Instrument 43-101 compliant mineral resource, whether measured, indicated or inferred, of not less than 500,000 ounces of gold is discovered on any one of the four properties while St Andrew is earning its interest, St Andrew will make a payment of $1 million to Plato for each property reaching such milestones. The additional payment obligation shall apply to each property independently of the other properties for a potential of up to $4 million in milestone payments. The option in respect of each property may be exercised or terminated separately by St Andrew.

c) On November 15, 2010, the Company executed an agreement granting Threegold Resources Inc. the option to earn a 75% interest in Plato's Vauquelin Properties consisting of two properties, known as the Hop O'My Thumb Property with 36 claims and the Vauquelin Property with 17 claims, located in the Townships of Vauquelin in the Province of Quebec.

Plato received an initial payment of $50,000 upon the execution of the option agreement.

With respect to the two Properties, to earn its 75% interest Threegold will be required to incur exploration expenditures of $500,000 on or before the second anniversary of the effective date on the two properties. As well, Threegold will be required to make additional payments to Plato of $50,000 each on or before the first, second, third, and fourth anniversary of the effective date of the agreement.

In addition, to earn the 75% interest, Threegold must complete and file within six months after the forth fourth anniversary of the Effective Date a National Instrument 43-101 compliant mineral resource reports with measured or indicated resource on each of the Properties during the Earn-In Phase. Plato will retain a 2% NSR upon the exercise of the option.