JINSHAN GOLD MINES INC.

Consolidated Financial Statements
September 30, 2007

(Unaudited)
(Stated in U.S. dollars)

Suite 654, 999 Canada Place, Vancouver, B.C. Canada V6C 3E1
Tel: 604-609-0598 Fax: 604-688-8391 E-mail: info@jinshanmines.com, www.jinshanmines.com

JINSHAN GOLD MINES INC.
Consolidated Balance Sheets
(Unaudited)
(Stated in U.S. dollars)

	September 30, 2007	December 31, 2006
ASSETS		
CURRENT		
Cash and cash equivalents (Note 3)	**$ 28,028,726**	$ 27,876,503
Accounts receivable	**283,228**	295,884
Prepaid expenses and deposits (Note 4)	**2,276,262**	2,017,083
Inventory (Note 5)	**336,536**	-
	30,924,752	30,189,470
PROPERTY, PLANT AND EQUIPMENT (Note 6)	**51,405,958**	20,683,848
	$ 82,330,710	$ 50,873,318
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities (Note 10 (b))	**$ 9,858,769**	$ 2,594,360
LONG TERM		
Notes payable (Note 7)	**43,306,587**	21,604,895
Asset retirement obligations (Note 8)	**4,045,706**	-
	$ 47,352,293	$ 21,604,895
COMMITMENTS AND CONTINGENCIES (Note 14)		
SHAREHOLDERS' EQUITY		
Share capital (Note 9)		
Authorized		
Unlimited common shares without par value		
Issued		
154,663,555 common shares (2006 - 145,358,949)	**56,497,062**	49,069,482
Contributed surplus	**11,105,060**	8,133,004
Accumulated other comprehensive income	**460,850**	460,850
Deficit	**(42,943,324)**	(30,989,273)
	25,119,648	26,674,063
	$ 82,330,710	$ 50,873,318

CONTINUING OPERATIONS (Note 1)

APPROVED BY THE BOARD

"Daniel Kunz"

Director

"Pierre Lebel"

Director

See accompanying notes to the interim consolidated financial statements

JINSHAN GOLD MINES INC.
Consolidated Statements of Operations
(Unaudited)
(Stated in U.S. dollars)

	Three months ended September 30, 2007	Three months ended September 30, 2006	Nine months ended September 30, 2007	Nine months ended September 30, 2006
EXPENSES				
Administration and office	**$ 247,692**	$ 401,893	**$ 712,623**	$ 788,966
Amortization	**10,995**	12,898	**34,564**	45,517
Investor relations	**85,028**	47,907	**240,453**	211,113
Travel	**84,456**	82,725	**290,295**	213,906
Exploration expenses (See Schedule)	**1,851,372**	550,996	**4,472,681**	3,460,227
Professional fees	**130,271**	181,405	**580,061**	312,525
Salaries and benefits	**219,439**	164,147	**684,660**	412,334
Stock-based compensation	**397,738**	402,638	**1,074,864**	778,595
Shareholder information, transfer agent and filing fees	**51,669**	154,628	**157,169**	196,525
	3,078,660	1,999,237	**8,247,370**	6,419,708
OTHER INCOME/(EXPENSES)				
Interest income	**194,761**	35,569	**194,761**	182,203
Interest on notes payable	**(845,424)**	-	**(845,424)**	-
Other interest and financing expense	**-**	-	**(10,973)**	-
Foreign exchange (loss) gain	**(1,706,301)**	(54,303)	**(3,045,045)**	162,626
	(2,356,964)	(18,734)	**(3,706,681)**	344,829
NET LOSS	**$ (5,435,624)**	$ (2,017,971)	**$ (11,954,051)**	$ (6,074,879)
BASIC AND DILUTED LOSS PER SHARE	**$ (0.04)**	$ (0.02)	**$ (0.08)**	$ (0.05)
WEIGHTED AVERAGE NUMBER OF BASIC AND DILUTED SHARES OUTSTANDING	**154,384,945**	132,216,075	**150,439,890**	129,286,168

See accompanying notes to the interim consolidated financial statements

JINSHAN GOLD MINES INC.
Consolidated Statement of Shareholders' Equity
(Unaudited)
(Stated in U.S. dollars)

	Number of Shares		Amount		Contributed Surplus		Accumulated Other Comprehensive Income		Deficit		Total
Balances, December 31, 2005	127,105,896	$	35,433,993	$	2,449,090	$	460,850	$	(22,432,194)	$	15,911,739
Shares issued for:											
Private placement, net of $167,306 share issue costs	8,000,000		7,237,641		1,236,431		-		-		8,474,072
Exercise of warrants	9,587,460		5,785,843		-		-		-		5,785,843
Exercise of stock options	665,593		612,005		(265,155)		-		-		346,850
Stock-based compensation charged to operations	-		-		1,522,649		-		-		1,522,649
Fair Value of share purchase warrants issued in connection with the 12% senior unsecured promissory notes, net of $153,368 issue costs	-		-		3,189,989		-		-		3,189,989
Net loss	-		-		-		-		(8,557,079)		(8,557,079)
Balances, December 31, 2006	145,358,949	$	49,069,482	$	8,133,004	$	460,850	$	(30,989,273)	$	26,674,063
Shares issued for:											
Exercise of warrants	8,223,374		6,326,783		(399,254)		-		-		5,927,529
Exercise of stock options	1,081,232		1,100,797		(360,029)		-		-		740,768
Stock-based compensation charged to operations	-		-		1,400,816		-		-		1,400,816
Fair Value of share purchase warrants issued in connection with the 12% senior unsecured promissory notes, net of $70,720 issue costs (Note 7)	-		-		2,330,523		-		-		2,330,523
Net loss and comprehensive loss	-		-		-		-		(11,954,051)		(11,954,051)
Balances, September 30, 2007	**154,663,555**	**$**	**56,497,062**	**$**	**11,105,060**	**$**	**460,850**	**$**	**(42,943,324)**	**$**	**25,119,648**

See accompanying notes to the interim consolidated financial statements

JINSHAN GOLD MINES INC.
Consolidated Statements of Cash Flows
(Unaudited)
(Stated in U.S. dollars)

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	**2007**	2006
OPERATING ACTIVITIES				
Net loss	**$ (5,435,624)**	$ (2,017,971)	**$ (11,954,051)**	$ (6,074,879)
Items not requiring use of cash:				
Amortization	**10,995**	12,898	**34,564**	45,517
Stock-based compensation	**566,808**	483,060	**1,400,816**	1,045,001
Unrealized foreign exchange loss (gain)	**1,513,436**	11,085	**2,936,334**	(212,984)
	(3,344,385)	(1,510,928)	**(7,582,337)**	(5,197,345)
Change in non-cash operating working capital items (Note 11 (a))	**3,743,130**	(331,856)	**1,133,615**	(658,422)
	398,745	(1,842,784)	**(6,448,722)**	(5,855,767)
INVESTING ACTIVITY				
Property, plant and equipment additions	**(8,230,734)**	(6,683,085)	**(20,053,362)**	(13,200,795)
FINANCING ACTIVITIES				
Issuance of common shares net of $nil (2006 - $154,158) issue costs	**818,185**	9,052,697	**6,668,297**	10,332,925
Proceeds from the private placement offering comprising the 12% senior unsecured promissory notes and share purchase warrants, net of $550,142 in issue costs (Note 7)	**-**	-	**18,189,485**	-
	818,185	9,052,697	**24,857,782**	10,332,925
EFFECT OF FOREIGN EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**1,220,402**	(10,714)	**1,796,525**	188,452
NET (DECREASE) INCREASE IN CASH FOR THE PERIOD	**(5,793,402)**	516,114	**152,223**	(8,535,185)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	**33,822,128**	6,363,282	**27,876,503**	15,414,581
CASH AND CASH EQUIVALENTS, END OF PERIOD	**$ 28,028,726**	$ 6,879,396	**$ 28,028,726**	$ 6,879,396
CASH AND CASH EQUIVALENTS ARE COMPRISED OF THE FOLLOWING:				
Cash at bank	**$ 7,006,030**	$ 6,879,396	**$ 7,006,030**	$ 6,879,396
Bank term deposits	**21,022,696**	-	**21,022,696**	-
	$ 28,028,726	$ 6,879,396	**$ 28,028,726**	$ 6,879,396

Supplemental Cash Flow Information (Note 11 (b))

See accompanying notes to the interim consolidated financial statements

1. BASIS OF PRESENTATION AND CONTINUING OPERATIONS

The accompanying interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). However, they do not include all the information and disclosures required by Canadian GAAP for annual consolidated financial statements. They have been prepared using the same accounting policies and methods of applications as the latest annual consolidated financial statements. In the opinion of management, all adjustments of a normal recurring nature necessary for a fair presentation have been made. The results for interim periods are not necessarily indicative of results for the entire year. The information contained in the interim consolidated financial statements should be read in conjunction with Jinshan Gold Mines Inc.'s ("Jinshan") latest annual consolidated financial statements for the year ended December 31, 2006, and the notes thereto.

The unaudited interim consolidated financial statements include the accounts of Jinshan and all its subsidiaries (individually and collectively referred to as the ("Company"). All significant inter-company transactions and balances have been eliminated.

The preparation of these interim consolidated financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the interim consolidated financial statements and the reported amounts of expenses during the period. As a result, actual amounts may differ from those estimates.

As of September 30, 2007, the Company is a pre-production stage company engaged in the acquisition, exploration, and development of mineral properties in the People's Republic of China ("China") and, accordingly, did not record any revenue. The Company started up gold production in July 2007, and its gold mine is in the pre-commercial production stage as of September 30, 2007. Accordingly, proceeds from the sale of gold produced have been offset against mine development costs. Commercial production is deemed to have commenced when management determines that the completion of operational commissioning of major mine and plant components is completed, operating results are being achieved consistently for a period of time and that there are indicators that these operating results will be continued. The Company determines commencement of commercial production based on the following factors which indicate that planned principal operations have commenced. These would include one or more of the following:

a) A significant portion of plant capacity is achieved;
b) A significant portion of available funding is directed towards operating activities;
c) A pre-determined, reasonable period of time has passed; or
d) A development project significant to the primary business objective of the enterprise has been completed and significant milestones have been achieved.

The Company's ability to continue as a going concern is dependant upon the ability of the Company to obtain the necessary financing to develop properties and to establish future profitable production. The Company may not have sufficient cash to fund the exploration and development of its mineral

1. BASIS OF PRESENTATION AND CONTINUING OPERATIONS (Continued)

properties to commercial production and, therefore, may require additional funding, which if not raised, may result in the curtailment of operations. Management is of the opinion that additional financing will be available to continue its planned activities in the normal course. There can, however, be no assurance that the Company will be able to raise sufficient funds in the future.

2. CHANGES IN ACCOUNTING POLICIES

The Company adopted the provisions in the Canadian Institute of Chartered Accountants Handbook Sections 3251 – Equity, 3855 – Financial Instruments – Recognition and Measurement, 3861 – Financial Instruments – Disclosure and Presentation, 3865 – Hedges and 1530 – Comprehensive Income, on January 1, 2007, which address the classification, recognition and measurement of financial instruments in the financial statements and the inclusion of other comprehensive income.

As a result of adopting these new standards, the Company reclassified the balance of $460,850 of cumulative translation adjustments to accumulated other comprehensive income. There was no income tax effect as a result of this reclassification.

As a result of the adoption of these new standards, the Company has classified the notes payable as other liabilities, which were initially measured at fair value and currently carried at their amortized cost. Under Section 3855, the Company adopted a policy to add transaction costs that are directly attributable to the acquisition or issue of financial assets or liabilities to their fair values.

In June 2007, the Canadian Institute of Chartered Accountants issued Handbook Section 3031 – Inventories, to replace the former Handbook Section 3030 – Inventories. Section 3031 applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008. Section 3031 establishes standards for the measurement and disclosure of inventories. It provides the Canadian equivalent to International Financial Reporting Standard IAS 2 – Inventories.

The main features of the new Section 3031 are:

- Measurement of inventories at the lower of cost and net realizable value, with guidance on the determination of cost, including allocation of overheads and other costs to inventory.
- Cost of inventories of items that are not ordinarily interchangeable, and goods or services produced and segregated for specific projects, assigned by using a specific identification of their individual costs.
- Consistent use (by type of inventory with similar nature and use) of either first-in, first-out (FIFO) or weighted average cost formula to measure the cost of other inventories.
- Reversal of previous write-downs to net realizable value when there is a subsequent increase in the value of inventories.

The Company does not expect the adoption of Section 3031 on January 1, 2008, to have a material impact on its financial condition or operating results.

(Stated in U.S. dollars, except as otherwise noted)

3. CASH AND CASH EQUIVALENTS

The Company's cash and cash equivalents consist of cash at bank and bank term deposits with terms of maturity, at the date of acquisition, not exceeding ninety days. The Company does not have any asset backed commercial paper in its bank term deposits.

	September 30, 2007	December 31, 2006
Cash at bank	**$ 7,006,030**	$ 27,841,963
Bank term deposits	**21,022,696**	34,540
	$ 28,028,726	$ 27,876,503

4. PREPAID EXPENSES AND DEPOSITS

	September 30, 2007	December 31, 2006
Deposits for spare parts	**$ 1,535**	$ 104,376
Rent deposits	**266,274**	340,698
Insurance	**231,285**	108,287
CSH (217) Gold Mine construction deposits	**1,677,268**	1,358,855
Other	**99,900**	104,867
	$ 2,276,262	$ 2,017,083

5. INVENTORY

Inventory consists of materials and supplies and is valued at the lower of cost or net realizable value.

(Stated in U.S. dollars, except as otherwise noted)

6. PROPERTY, PLANT AND EQUIPMENT

	September 30, 2007		
	Cost	Accumulated Amortization	Net Book Value
Motor vehicles	**$ 789,102**	**$ 155,002**	**$ 634,100**
Machinery and equipment	**22,084,273**	**300,751**	**21,783,522**
Computer equipment	**122,437**	**75,657**	**46,780**
Furniture and fixtures	**254,648**	**45,995**	**208,653**
Office equipment	**53,717**	**24,388**	**29,329**
Computer software	**180,711**	**97,238**	**83,473**
Buildings	**3,268,466**	**29,581**	**3,238,885**
Capital works in progress	**455,503**	**-**	**455,503**
Mineral properties and			**-**
deferred development	**24,925,713**	**-**	**24,925,713**
	$ 52,134,570	**$ 728,612**	**$ 51,405,958**

	December 31, 2006		
	Cost	Accumulated Amortization	Net Book Value
Motor vehicles	$ 274,330	$ 83,981	$ 190,349
Machinery and equipment	165,502	46,213	119,289
Computer equipment	146,007	89,773	56,234
Furniture and fixtures	75,867	26,730	49,137
Office equipment	27,399	17,050	10,349
Computer software	192,635	66,590	126,045
Buildings	56,308	704	55,604
Capital works in progress	14,749,310	-	14,749,310
Mineral properties and			
deferred development	5,327,531	-	5,327,531
	$ 21,014,889	$ 331,041	$ 20,683,848

Capital works in progress consists primarily of the modular process plant, pregnant solution and overflow ponds, heap leach pad, buildings, and associated infrastructure for the Company’s Chang Shan Hao (217) Gold Mine (“CSH(217) Gold Mine”).

Mineral properties and deferred development consist of development costs capitalized for the CSH (217) Gold Mine commencing on May 1, 2006, as the Company determined in the final feasibility study that the CSH (217) Gold Mine has economically recoverable reserves. Development costs capitalized primarily consist of fees paid to consulting engineers, interest on the 12% senior unsecured notes payable issued in December 2006 ($3,095,744, net of related interest income), asset retirement obligation amounts, salaries and wages, travel and other project management costs.

7. NOTES PAYABLE

On June 26, 2007, the Company concluded an $18,668,907 (CDN $20,000,000) private placement offering consisting of senior unsecured promissory notes (“June 07 Notes”) and 4,000,000 warrants. Ivanhoe Mines Ltd. (“Ivanhoe Mines”), a significant shareholder of the Company, purchased $7,000,840 (CDN $7,500,000) (“Note C”) of the June 07 Notes and $11,668,067 (CDN $12,500,000) (“Note B”) was purchased by third parties. The June 07 Notes mature on June 26, 2010, are repayable in Canadian dollars and carry an annual interest rate of 12%. Interest on the June 07 Notes is payable on a calendar quarterly basis commencing on September 30, 2007. Accrued interest payable of $1,487,678 is included in the Company’s consolidated balance sheet as of September 30, 2007, and was paid in October 2007. The Company can elect to prepay Note B after 18 months from the issue date with no prepayment penalty and Note C after 6 months from the issue date with no prepayment penalty. Note B ranks pari passu with the notes issued in December 2006 (“Note A”) while Note C is subordinate to Notes A and B. The Company has allocated the $18,668,907 face value of the private placement offering to the June 07 Notes and warrants proportionately, based on their respective fair values. The fair value of the June 07 Notes was determined by discounting the stream of future payments of interest and principal at the estimated prevailing market rate of 17% for a debt instrument of comparable maturity and credit quality. The fair value of the warrants was measured using the Black-Scholes option pricing model and was based on a risk free annual interest rate of 4.6%, an expected life of 2 years, an expected volatility of 72%, and a dividend yield rate of nil. The fair value of the warrants, net of the $70,720 issue costs, is included in contributed surplus in the shareholders’ equity section of the Company’s consolidated balance sheet. Each warrant entitles the holder to acquire one common share at CDN $2.50 and expires 24 months from the issue date. The Company has the right to accelerate the expiry date of the June 07 Notes and Note A warrants after 18 months from the issue dates, if the Company's common shares trade at or above a volume weighted average share price of CDN $4.30 and CDN $2.75, respectively, for 20 consecutive trading days.

The balances of the notes payable are provided in the table below.

	Note A	Note B	Note C	Total
Balances of the notes payable, December 31, 2006	$ 21,604,895	$ -	$ -	$ 21,604,895
Total proceeds	-	11,668,067	7,000,840	18,668,907
Less: fair value of warrants	-	(1,500,777)	(900,466)	(2,401,243)
Fair value of the notes payable	21,604,895	10,167,290	6,100,374	37,872,559
Less: transaction costs for the notes payable	-	(462,252)	(17,170)	(479,422)
Unrealized foreign exchange loss	3,565,259	747,995	467,956	4,781,210
Accretion to September 30, 2007	933,534	134,718	63,988	1,132,240
Balances of the notes payable, September 30, 2007	**$ 26,103,688**	**$ 10,587,751**	**$ 6,615,148**	**$ 43,306,587**

The notes payable will be accreted using the effective interest method over the life of the notes payable to bring their balances from their carrying values to their face values at the maturity date.

(Stated in U.S. dollars, except as otherwise noted)

8. ASSET RETIREMENT OBLIGATIONS

Reclamation and closure costs have been estimated based on the Company's interpretation of current regulatory requirements and measured at fair value. Fair value is determined based on the net present value of future cash expenditures upon reclamation and closure. Reclamation and closure costs are capitalized as mine development costs and amortized over the life of the mine on a unit of production basis.

The asset retirement obligations relate to reclamation and closure costs relating to the Company's mine operations at the CSH (217) Gold Mine. The asset retirement obligations are calculated as the net present value of estimated future net cash flows of the reclamation and closure costs, which total $7,285,404 and are required to satisfy the obligations, discounted using a credit adjusted risk-free rate of 8%. The settlement of the obligations will occur through to 2017.

The following is an analysis of the asset retirement obligations.

Balance, December 31, 2006	$	-
Additions to site reclamation during the period		3,922,932
Accretion incurred in current period		73,628
Foreign exchange loss		49,146
Balance, September 30, 2007	**$**	**4,045,706**

9. SHARE CAPITAL

Stock-based Compensation – Directors, Officers, Employees and Consultants

During the nine months ended September 30, 2007, the Company granted 3,593,000 stock options to certain employees and consultants at exercise prices ranging from CDN $1.62 to CDN $2.20 with expiry dates ranging from January 12, 2012 to July 20, 2013. The weighted average grant date fair value per option issued was estimated at $1.39 (CDN $1.33) using the Black-Scholes option pricing model. The weighted average assumptions used for the calculation were an expected life of 4.6 years, volatility of 74%, a risk-free interest rate of 4% and expected dividends of $Nil. Compensation costs of $4,505,237 will be recognized/expensed over the vesting periods of the options, of which $541,666 was included in the net amount of $1,400,816 recognized in the nine-month period ended September 30, 2007.

Outstanding stock options and warrants

As of September 30, 2007, there were 9,773,240 stock options outstanding with exercise prices and expiry dates ranging from CDN $0.50 to CDN $3.60 and May 8, 2008 to July 20, 2013, respectively.

(Stated in U.S. dollars, except as otherwise noted)

9. SHARE CAPITAL (Continued)

As of September 30, 2007, there were 12,989,166 warrants outstanding with exercise prices and expiry dates ranging from CDN $1.45 to CDN $2.50 and February 28, 2008 to June 26, 2009, respectively.

10. RELATED PARTY TRANSACTIONS

(a) The Company incurred the following expenses, on a cost recovery basis, with companies related by way of directors or shareholders in common. The salaries and benefits costs are included in exploration expense and mineral properties and deferred development cost as appropriate.

	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	**2007**	2006
Administration and office	**$ 180,640**	$ 153,375	**$ 514,349**	$ 437,769
Salaries and benefits	**290,337**	177,991	**836,698**	707,626
	$ 470,977	$ 331,366	**$ 1,351,047**	$ 1,145,395

(b) Accounts payable as of September 30, 2007, included $368,228 (2006 - $181,230), which was due to a company under common control or companies related by way of directors in common.

(c) The company paid $226,849 (2006 - $nil) and $236,712 (2006 - $nil) interest expense for the three and nine months ended September 30, 2007, respectively, to Ivanhoe Mines (see Note 7).

11. SUPPLEMENTAL CASH FLOW INFORMATION

(a)	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	**2007**	2006
Net (increase) decrease in:				
Accounts receivable	**$ 242,316**	$ (229,466)	**$ 39,433**	$ 222,033
Prepaid expenses and deposits	**345,215**	(147,801)	**(259,179)**	(496,433)
Inventory	**(178,621)**	-	**(336,536)**	-
Net increase (decrease) in:				
Accounts payable and accrued liabilities	**3,334,220**	45,411	**1,689,897**	(384,022)
	$ 3,743,130	$ (331,856)	**$ 1,133,615**	$ (658,422)

(b)	Three months ended September 30,		Nine months ended September 30,	
	2007	2006	**2007**	2006
Transfer of contributed surplus to share capital upon exercise of stock options and warrants	**$ 325,621**	$ 57,254	**$ 759,283**	$ 197,061
Amounts accrued for property, plant and equipment	**5,574,512**	-	**5,574,512**	-
Accretion of notes payable	**534,959**	-	**1,132,240**	-

(Stated in U.S. dollars, except as otherwise noted)

12. SEGMENTED INFORMATION

(a) Industry Information

The Company operates in one reportable operating segment, being the acquisition, exploration, and development of mineral resource properties.

(b) Geographic Information

	China	Canada	Total
As of September 30, 2007			
Property, plant and equipment	**$ 51,378,009**	**$ 27,949**	**$ 51,405,958**
As of December 31, 2006			
Property, plant and equipment	$ 20,642,151	$ 41,697	$ 20,683,848

13. FINANCIAL INSTRUMENTS

The fair values of the Company's cash and cash equivalents, accounts receivable, and accounts payable approximate their carrying values.

As of September 30, 2007, the face value of the notes payable including the warrants (see Note 7) is $50,357,538, and the fair value is $43,306,587.

The Company undertakes transactions denominated in foreign currencies and as such is exposed to foreign exchange risk due to fluctuations in foreign exchange rates.

(Stated in U.S. dollars, except as otherwise noted)

14. COMMITMENTS AND CONTINGENCIES

(a) Contractual commitments as of September 30, 2007, consist of the following:

		Payments Due By Year					
	Total	**2007**	**2008**	**2009**	**2010**	**2011**	**Thereafter**
Principal repayment on notes payable	**$ 50,357,538**	$ -	$ -	$ 30,214,523	$ 20,143,015	$ -	$ -
Operating leases (a)	**78,619**	48,401	30,218	-	-	-	-
Payments to joint venture partner (b)	**1,175,000**	500,000	675,000	-	-	-	-
Purchase commitments (c)	**603,565**	603,565	-	-	-	-	-
Total	**$ 52,214,722**	**$ 1,151,966**	**$ 705,218**	**$ 30,214,523**	**$ 20,143,015**	**$ -**	**$ -**

(a) Operating leases are primarily for premises.
(b) Payments to the Dadiangou Gold project joint venture partner.
(c) Purchase commitments relate to construction and engineering contracts for the development of the CSH (217) Gold Mine.

In October 2006, the Company signed a ten year service contract with a third party to provide mining services for the CSH (217) Gold Mine commencing in the first quarter of 2007. The value of the mining service each year will vary and is dependent upon the amount of mining work performed.

In February 2007, the Company signed a contract with a drilling company to provide drilling services in 2007 for its drilling program at the Dadiangou Gold project. The value of the drilling service will vary and is dependent upon the amount of drilling services performed.

(b) The Company is from time to time involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay by reason thereof, will have a material effect on the financial conditions or future results of operations of the Company.

15. SUBSEQUENT EVENTS

Subsequent to September 30, 2007:

(a) 452,500 stock options were exercised at prices ranging from CDN $0.50 to CDN $1.05. As a result, the Company issued 452,500 common shares and received net proceeds of $304,126 (CDN $298,244) upon the exercise of the stock options.

(b) 378,999 warrants were exercised at prices ranging from CDN $1.45 to CDN $1.60. As a result, the Company issued 378,999 common shares and received net proceeds of $600,484 (CDN $579,549) upon the exercise of warrants.

JINSHAN GOLD MINES INC.
Consolidated Schedule of Exploration Expenses
(Unaudited)
(Stated in U.S. dollars, except as otherwise noted)

	(1) Gold Mine CSH (217) Gold	Generative General	Generative Dadiangou	Generative Xinjiang	**Three months ended September 30, 2007**
Drilling	$ 415,284	$ -	$ 555,499	$ -	$ **970,783**
Geological	-	36,963	157,815	179,050	**373,828**
Sampling and assaying	-	-	10,217	-	**10,217**
General & administrative	-	5,322	67,857	-	**73,179**
Salaries & benefits	-	7,525	193,232	14,412	**215,169**
Travel	-	22,216	15,645	1,265	**39,126**
	$ 415,284	$ 72,026	$ 1,000,265	$ 194,727	$ **1,682,302**
Stock-based compensation					**169,070**
					$ **1,851,372**

(1) Commencing May 1, 2006, costs incurred for the development of the CSH (217) Gold Mine have been capitalized.
Current exploration expenses relate to the drilling campaign in the Southwest Zone.

	Gold Mine CSH (217) Gold	Generative General	Generative Dadiangou	Generative Xinjiang	**Three months ended September 30, 2006**
Payments to joint venture partners	$ -	$ -	$ 150,000	$ -	$ 150,000
Geological	-	20,068	6,411	193,313	219,792
Engineering & other	-	-	1,750	-	1,750
Sampling and assaying	-	(1,180)	-	880	(300)
General & administrative	-	8,064	1,496	21,856	31,416
Salaries & benefits	-	29,512	4,000	5,899	39,411
Travel	-	10,336	113	18,056	28,505
	$ -	$ 66,800	$ 163,770	$ 240,004	$ 470,574
Stock-based compensation					80,422
					$ 550,996

JINSHAN GOLD MINES INC.
Consolidated Schedule of Exploration Expenses
(Unaudited)
(Stated in U.S. dollars, except as otherwise noted)

	(1) Gold Mine CSH (217) Gold	Generative General	Generative Dadiangou	Generative Xinjiang	**Nine months ended September 30, 2007**
Drilling	$ 801,434	$ -	$ 1,199,217	$ -	$ **2,000,651**
Geological	-	74,634	663,757	711,475	**1,449,866**
Engineering & other	-	1,084	2,375	-	**3,459**
Project management	-	-	-	3,150	**3,150**
Sampling and assaying	-	10,456	10,990	1,218	**22,664**
General & administrative	-	27,610	72,050	-	**99,660**
Salaries & benefits	-	102,881	318,048	33,931	**454,860**
Travel	-	74,892	29,050	8,477	**112,419**
	$ 801,434	$ 291,557	$ 2,295,487	$ 758,251	$ **4,146,729**
Stock-based compensation					**325,952**
					$ **4,472,681**

(1) Commencing May 1, 2006, costs incurred for the development of the CSH (217) Gold Mine have been capitalized. Current exploration expenses relate to the drilling campaign in the Southwest Zone.

	Gold Mine CSH (217) Gold	Generative General	Generative Dadiangou	Generative Xinjiang	**Nine months ended September 30, 2006**
Payments to joint venture partners	$ -	$ -	$ 150,000	$ -	$ 150,000
Geological	164,284	73,180	11,799	596,747	846,010
Engineering & other	1,309,915	1,438	3,188	1,938	1,316,479
Project management	181,103	14,647	-	-	195,750
Sampling and assaying	106,764	1,922	-	10,529	119,215
General & administrative	19,342	27,210	2,691	24,942	74,185
Salaries & benefits	180,101	46,237	5,693	36,622	268,653
Travel	163,029	13,592	10,451	36,457	223,529
	$ 2,124,538	$ 178,226	$ 183,822	$ 707,235	$ 3,193,821
Stock-based compensation					266,406
					$ 3,460,227

JINSHAN GOLD MINES INC.

Management's Discussion and Analysis of Financial Condition and Results of Operations
September 30, 2007

(Unaudited)
(Stated in U.S. dollars, except as otherwise noted)

Suite 654, 999 Canada Place, Vancouver, B.C. Canada V6C 3E1
Tel: 604-609-0598 Fax: 604-688-8391 E-mail: info@jinshanmines.com, www.jinshanmines.com

The following management's discussion and analysis of financial condition and results of operations ("MD&A") was prepared as of November 5, 2007, and should be read in conjunction with the interim consolidated financial statements and notes thereto of Jinshan Gold Mines Inc. ("Jinshan") for the three and nine months ended September 30, 2007.

Overview

Jinshan started up gold production in July 2007 and is in the pre-commercial production stage. As of October 31, 2007, pre-commercial production consisted of 13,117 ounces of gold and 4,268 ounces of silver. Jinshan is also engaged in the acquisition, exploration, and development of mineral properties in the People's Republic of China ("China"). Jinshan and its subsidiaries are individually and collectively referred to as the "Company." Jinshan is a reporting issuer in British Columbia, Alberta and Ontario, and the company's shares trade under the symbol JIN on the Toronto Stock Exchange ("TSX").

Jinshan's main property is the Chang Shan Hao (217) Gold Mine ("CSH (217) Gold Mine"), which is located in Inner Mongolia, China. Jinshan holds a 96.5% interest in the CSH (217) Gold Mine, while its Chinese joint venture partner holds the remaining 3.5% interest.

The Company's other properties include the Dadiangou project in Gansu Province, where the Company has recently completed a 5,200 metre Phase I drill program and commenced a 6,500 metre Phase II drill program. The Company currently holds 13 exploration permits in the Eastern Xinjiang Uygur Autonomous Region ("Xinjiang") of Northwest China, where the company is conducting early stage reconnaissance exploration including geophysical surveys, geological mapping, and geochemical sampling.

Additional information relating to the Company, including the Company's Annual Information Form, is available on SEDAR at www.sedar.com and the Company's website at www.jinshanmines.com.

Critical Accounting Estimates

A detailed summary of all of the Company's significant accounting policies is included in Note 2 to the annual Consolidated Financial Statements for the year ended December 31, 2006.

All direct costs related to the acquisition of mineral property interests are capitalized by property. Exploration costs are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized. Exploration costs include value-added taxes incurred in foreign jurisdictions when recoverability of those taxes is uncertain.

The Company reviews the carrying values of its mineral property interests whenever events or changes in circumstances indicate that their carrying values may exceed their estimated net recoverable amounts. An impairment loss is recognized when the carrying value of those assets is not recoverable and exceeds their fair value.

The Company is required to undertake reclamation activities based on the Company's interpretation of current applicable environmental laws and regulatory requirements. The estimated costs of these reclamation activities depend on labour costs, the environmental impacts of the Company's operations, the effectiveness of the chosen reclamation techniques, and on applicable government environmental standards. The Company also estimates expected mine closure dates, interest rates, and foreign currency exchange rates when determining its asset retirement obligation. Changes in any of these factors could cause a significant change in the reclamation expense charged in a period.

Future income tax assets and liabilities are computed based on differences between the carrying amounts of assets and liabilities on the balance sheet and their corresponding tax values, using the enacted or substantively enacted, as applicable, income tax rates at each balance sheet date. Future income tax assets also result from unused loss carry-forwards and other deductions. The valuation of future income tax assets is reviewed quarterly and adjusted, if necessary, by use of a valuation allowance to reflect the estimated realizable amount.

The Company accounts for stock options granted to directors, officers, employees, consultants that the Company considers as employees, and non-employees using the fair value method of accounting. The fair value of the options at the date of the grant is determined using the Black-Scholes option pricing model and stock-based compensation is accrued and charged to operations, with an offsetting credit to contributed surplus, on a straight-line basis over the vesting periods. The fair value of stock options granted to non-employees is re-measured at the earlier of each financial reporting or vesting date, and any adjustment is charged or credited to operations upon re-measurement. Option pricing models require the input of highly subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the fair value estimate, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options at the date of the grant or thereafter.

Included in the Company's balance sheet are the fair values of the 12% senior unsecured promissory notes ("Notes") and warrants. The fair value of the 12% senior unsecured promissory notes was determined by discounting the stream of future payments of interest and principal at the estimated prevailing market rate for a debt instrument of comparable maturity and credit quality. The fair value of the warrants on the date issued was determined using the Black-Scholes pricing model. Option pricing models require the input of highly subjective assumptions regarding the expected volatility. Changes in assumptions can materially affect the fair value estimates, and therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the 12% senior unsecured promissory notes or the warrants at the date of the issue or thereafter.

There have been no changes made to the Company's critical accounting estimates for the two year period ended September 30, 2007.

Changes in Accounting Policies

The Company adopted the provisions in the Canadian Institute of Chartered Accountants Handbook Sections 3251 – Equity, 3855 – Financial Instruments – Recognition and Measurement, 3861 – Financial Instruments – Disclosure and Presentation, 3865 – Hedges and 1530 – Comprehensive Income, on January 1, 2007, which address the classification, recognition and measurement of financial instruments in the financial statements and the inclusion of other comprehensive income.

As a result of adopting these new standards, the Company reclassified the balance of $460,850 of cumulative translation adjustments to accumulated other comprehensive income. There was no income tax effect as a result of this reclassification.

As a result of the adoption of these new standards, the Company has classified the notes payable as other liabilities, which were initially measured at fair value and currently carried at their amortized cost. Under Section 3855, the Company adopted a policy to add transaction costs that are directly attributable to the acquisition or issue of financial assets or liabilities to their fair values.

In June 2007, the Canadian Institute of Chartered Accountants issued Handbook Section 3031 – Inventories, to replace the former Handbook Section 3030 – Inventories. Section 3031 applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008. Section 3031 establishes standards for the measurement and disclosure of inventories. It provides the Canadian equivalent to International Financial Reporting Standard IAS 2 – Inventories.

The main features of the new Section 3031 are:

- Measurement of inventories at the lower of cost and net realizable value, with guidance on the determination of cost, including allocation of overheads and other costs to inventory.
- Cost of inventories of items that are not ordinarily interchangeable, and goods or services produced and segregated for specific projects, assigned by using a specific identification of their individual costs.
- Consistent use (by type of inventory with similar nature and use) of either first-in, first-out (FIFO) or weighted average cost formula to measure the cost of other inventories.
- Reversal of previous write-downs to net realizable value when there is a subsequent increase in the value of inventories.

The Company does not expect the adoption of Section 3031 on January 1, 2008, to have a material impact on its financial condition or operating results.

Forward Looking Statements

Certain statements made herein, other than statements of historical fact relating to the Company, are forward-looking statements. These include, but are not limited to, statements respecting anticipated business activities, planned expenditures, corporate strategies, participation in projects and financing, the expected timing and success for receipt of required government approvals, the estimated cost and timing of commercial production, anticipated future production and date of installation of production facilities, anticipated production costs, the timing and scope of exploration activities and other statements that are not historical facts. When used in this MD&A, the words such as, "could," "plan," "estimate," "expect," "intend," "may," "potential," "should," and similar expressions, are forward-looking statements. Although the Company believes that its expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made, and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Important factors that could cause actual results to differ from these forward looking statements include those described under the heading "Risk Factors" included elsewhere in this MD&A. The reader is cautioned not to place undue reliance on forward-looking statements.

This MD&A also contains references to estimates of mineral resources. The estimation of resources is inherently uncertain and involves subjective judgments about many relevant factors. The accuracy of any such estimates is a function of the quantity and quality of available data, and of the assumptions made and judgments used in engineering and geological interpretation, which may prove to be unreliable. There can be no assurance that these estimates will be accurate or that such mineral resources can be mined or processed profitably. Mineral resources that are not mineral reserves do not have demonstrated economic viability. The Company does not assume the obligation to revise or update these forward-looking statements after the date of this document or to revise them to reflect the occurrence of future unanticipated events, except as may be required under applicable securities laws.

(Stated in U.S. Dollars, except as otherwise noted)

Development and Exploration Properties

a) CSH (217) Gold Mine

Property description - The CSH (217) Gold Mine consists of a licensed area of 36 square kilometres ("km^2") in the western part of Inner Mongolia, northern China. The CSH (217) Gold Mine is centrally positioned within the east-west-trending Tian Shan Gold Belt. The site is approximately 650 kilometres ("km") northwest of Beijing.

Joint venture agreement- In April 2002, the Company entered into a joint venture agreement with a Chinese partner, the Brigade 217 of Northwest Geological Bureau, to acquire up to a 96.5% interest in the CSH (217) Gold Mine. In April 2005, the Company completed its earn-in obligations and acquired the 96.5% interest. The Chinese partner is also entitled to receive from the Company two $1 million payments, the first of which was paid in May 2007, and the second payment is due when the first gold doré bar is poured. Accordingly, the company has accrued the second $1 million in accounts payable as of September 30, 2007.

The following table shows the cumulative expenditures made as of September 30, 2007.

		Cumulative Balance December 31, 2006	Additions During the Period		**Cumulative Balance September 30, 2007**
Exploration	$	5,840,503	801,434	$	**6,641,937**
Mineral properties and deferred development	$	5,327,531	19,598,182	$	**24,925,713**
Capital expenditures	$	15,687,358	11,521,499	$	**27,208,857**

Feasibility Study and Resource estimate – In April 2006, the Company released the results of the final feasibility study that included results from Jinshan's 2005 infill drilling campaign. The independent resource estimate, based on a 0.5 g/t gold cut-off, is 42 million tonnes of measured and 68 million tonnes of indicated resources grading 0.85 g/t gold and 0.81 g/t gold, and containing 1.1 million and 1.8 million ounces of gold, respectively. The CSH (217) Gold Mine also contains inferred resources of 18 million tonnes grading 0.78 g/t, for an additional 460,000 ounces of gold. The estimate was calculated by Mario E. Rossi, MSc., Min Eng., of GeoSystems International Inc., Florida, USA, a qualified person as defined by National Instrument 43-101. The independent final feasibility study was designed to not exceed the current mine permit application and indicates that the mine would be capable of producing approximately 117,000 ounces of gold per year for an initial mine life of approximately nine years.

During the life of the mine, the final feasibility study indicates that approximately 66.7 million tonnes of ore will be placed upon the heap for processing. Approximately 71.3 million tonnes of waste rock will be placed upon waste dumps. The overall strip ratio is 1 (ore) to 1.07 (waste rock).

The mine is designed for an ore mining rate of 20,000 tonnes per day. Near-surface ore has been weathered along gold-bearing fractures and is classified as oxide. At depth, the gold is associated with sulphide mineralization. During the initial two years of the mine life, run-of-mine ("ROM") ore will be delivered to the heap-leach pad. A three-stage crushing plant is planned to be built in Year 2 to process primarily sulphide ore beginning in approximately Year 3 through to the end of the mine life. The three-stage crushing plant, associated mining equipment, additional heap leach pad capacity, and other future sustaining capital costs are estimated by the final feasibility study to cost approximately $28.8 million. It is expected that these costs have increased since the time the final feasibility study was issued. Based on the metallurgical test work conducted, the study assumes the following gold recoveries:

- Oxide (ROM) 80%
- Oxide (Crushed) 85%

- Sulphide (ROM) 40%
- Sulphide (Crushed) 70%

The process for gold recovery is designed as a heap-leach operation utilizing a multiple-lift, single-use leach pad. Both ROM and crushed ore is hauled by truck and placed on the pad. Leach solution is distributed by a buried drip-irrigation system. The solution is collected in a double-lined pond designed to operate in harsh winter conditions and be pumped to a process plant inside a heated building. Precious metals are recovered from the pregnant solution in a carbon adsorption plant, and the gold and silver recovered are refined into doré bars.

Development activities – The MOLAR in Beijing has approved the Company's Chinese reserve and resource study and, on September 12, 2006, granted the mining permit. In July 2006, the Company's application for project registration was approved by the provincial government of Inner Mongolia Autonomous Region**.**

The Chinese Regulatory Environmental Impact Assessment ("EIA") has been completed by Earth Resource Management, of Shanghai, China, in partnership with the Inner Mongolia Environmental Science Academy. The EIA has been reviewed and approved by an expert panel of the Environmental Protection Bureau of Inner Mongolia.

During the course of the Company's operations, the Company expects that additional normal business operating permits and licenses that are typical for an operating mine will be required. The Company will make applications for these permits and licenses as and when required during the course of its development and operations.

As of April 2006, the final feasibility study indicates that the initial going forward capital cost for the ROM development (net of sunk cost) is $32.3 million. As of September 30, 2007, the Company has spent $27.2 million on capital costs.

The Company started up gold production on July 29, 2007 and is in the pre-commercial production stage. As of October 31, 2007, a total of 3.5 million tonnes of ore with an average grade of 0.66 grams per tonne were stacked on the leach pad. Pre-commercial production was 13,117 ounces of gold and 4,268 ounces of silver as of October 31, 2007. All production at CSH Gold Mine is un-hedged, and sold at the prevailing Shanghai Gold Exchange price, which closely tracks the London Gold Fixing price. Jinshan's most recent shipment of gold was sold at approximately US$757 per ounce. Gold production at the CSH Gold Mine is increasing month over month and the Company expects commercial production to commence in early 2008.

Commercial production is deemed to have commenced when management determines that the completion of operational commissioning of major mine and plant components is completed, operating results are being achieved consistently for a period of time and that there are indicators that these operating results will be continued. The Company determines commencement of commercial production based on the following factors which indicate that planned principal operations have commenced. These would include one or more of the following:

a) A significant portion of plant capacity is achieved;
b) A significant portion of available funding is directed towards operating activities;
c) A pre-determined, reasonable period of time has passed; or
d) A development project significant to the primary business objective of the enterprise has been completed and significant milestones have been achieved.

While the estimates contained in the feasibility study regarding the inputs used to determine capital construction and cost of production remain substantively consistent with current expectations, there have been changes in several variables from those reported in the feasibility study. As examples, there has been an approximate 50% increase in the cost of cyanide, increase in local labour and related costs, a reduction in the exchange rate from Chinese Renminbi to US dollars, and a greater number of expatriate staff hired for operations than previously estimated.

These changes have occurred in the context of a much higher gold price than that used as the base case for the feasibility study, and accordingly, the Company views the overall effect of the change in circumstances since the date of the feasibility study as positive. Nevertheless, the Company expects to report higher overall capital costs and cash operating costs than those reported in the feasibility study. The exact extent of the cost increase cannot be precisely quantified by management, as it is subject to continual adjustments based on prevailing market factors, but management's current view is that the increase would amount to between 5% and 20% of the amounts estimated in the feasibility study.

Exploration activities – With mine production now underway, Jinshan is focusing on advancing its other corporate milestones over the next several months. In particular, Jinshan has two drill programs underway and is conducting exploration work along a nine kilometre potential extension to the known mineralized zone at the CSH (217) Gold Mine.

An expansion study, expected to be completed by the end of 2007, is underway to determine the potential to scale mine production up to 180,000 ounces per year. An 11,000 metre exploration and resource delineation drilling program and property-scale surface exploration program is underway targeting increases to the present resource with drilling along strike and beneath the current deposits. In addition to the expansion of the known deposits through drilling, a systematic surface sampling program is underway with the goal of identifying additional targets on the property.

In March 2007, the Company commenced a 5,000 metre drill program at the CSH (217) Gold Mine, which was subsequently increased in scope to 11,000 metres. The drill program is concentrated on the Southwest Zone, including 50-metre spaced infill drill holes designed to upgrade resources from the inferred category to the indicated category, and step-out drilling to test the southwest extension of the mineralized zone. Three step-out holes drilled in 2005 at the Southwest Zone encountered significant intercepts of gold mineralization that expanded the zone to the west beyond previously determined boundaries. The host rock structure suggests that the mineralized zone may extend at least 600 metres further to the west where a secondary fold is interpreted. At a 0.5 g/t gold cut-off grade, the current Southwest Zone has measured (approximately 8 million tonnes) and indicated (approximately 24 million tonnes) resources of approximately 32 million tonnes grading 0.86 g/t, for contained gold content of approximately 860,000 ounces. The Southwest Zone has additional inferred resources of nine million tonnes grading 0.74 g/t, for an additional contained gold content of 220,000 ounces. In May 2007, the Company announced the commencement of an engineering study to expand the projected gold production of the CSH (217) Gold Mine up to 180,000 ounces per year. The expansion study, being prepared principally by KD Engineering Inc., is designed to incorporate the mining of measured and indicated resources in the Southwest Zone. The expansion study will examine the increase in plant throughput capacity from 20,000 tonnes per day to 30,000 tonnes per day. In particular, the study will examine the increase of capacity for the process plant and crushing facilities, and other infrastructure upgrades such as power and water. The additional mine capacity will be subject to further regulatory approvals. The Company expects a final expansion decision to be made in early 2008. The current CSH (217) Gold Mine development does not consider any resources from the Southwest Zone.

b) Dadiangou Project

Property description – The Dadiangou project consists of a licensed area of 15 km^2 in Gansu Province, China. The project is located in the Qinling Fold Belt, a gold producing region that trends west to east through the provinces of Gansu and Shaanxi in central China.

Joint venture agreement – In September 2005, the Company entered into a joint venture agreement with a Chinese partner to acquire a majority interest in the Dadiangou project. Under the terms of the agreement, the Company can earn a 71% interest by incurring exploration expenditures of approximately $3.6 million and making payments to the Chinese partner of approximately $1.4 million (of which $125,000 has been paid) over the first three years of exploration commencing on September 19, 2006. The Company can increase its interest to 80% by incurring additional exploration expenditures of approximately $3.1 million and by making additional payments to the Chinese partner of approximately $327,000. The Chinese partner can then choose to participate at a 20% level for all future expenditures, or have their ownership interest diluted. The amounts in the joint venture agreement are denominated in Chinese Renminbi ("RMB") and a rate of 7.52 RMB per U.S. dollar was used to convert the RMB amounts to U.S. dollars.

The following table shows the cumulative expenditures made as of September 30, 2007.

	Cumulative Balance December 31, 2006	Additions During the Period	**Cumulative Balance September 30, 2007**
Exploration	$ 699,488	2,295,487	**$ 2,994,975**

On September 19, 2006, the Company announced the receipt of the business license for the joint venture company, Gansu Pacific Mining Co. Ltd., and paid the Chinese partner $150,000 pursuant to an additional agreement entered into on July 11, 2006. Since the receipt of the business license, the Company has completed a planned 5,200 metre Phase I drill program and is currently working on a Phase II program budgeted for an additional 6,500 metres. A camp has been established on site and approximately 15 km of road into the site has been rehabilitated.

Exploration results – The Dadiangou project hosts multiple gold-bearing shear zones up to 80 metres wide over a strike length estimated to be 3,000 metres. Gold mineralization occurs within the shear zones associated with quartz and sulphides (predominantly pyrite). Phase I drilling tested the Dadiangou Main Shear zone over 2,000 metres of strike length with drill holes spaced between 100 and 180 metres apart. Most drill holes were angled at -45 º and tested the zone at depths of up to 350 metres.

The Phase I drill program successfully showed the shear zone to be mineralized along its length, width and depth and that it can be considered as a single, large-scale, bulk-tonnage target. The shear zone was intersected in every hole in the approximate position and attitude expected, and has a relatively consistent width in both horizontal and the vertical profiles. It is narrower at the western end (20 m) and wider at the eastern end (80 m) of the drill area, and averages 50 to 60 m width for ¾ of its central length.

The central 700 metre long area of the Dadiangou Shear zone returned the best, and most consistent grades from the Phase I program. Approximate average grade and widths in this area are 1.3g/t over 20 metres true width. At the completion of Phase I drilling, the Dadiangou Main Zone was shown to have a minimum strike length of 2,000 metres and was left open to both the east and west.

In addition to the Phase I diamond drilling program, crews have re-sampled the accessible underground cross-cuts and surface trenches with high-quality channel samples. As both trenches and underground crosscuts have been completed on 40 metre spaced sections, this data will give Jinshan a detailed picture of grade distribution in the near-surface portions of the Dadiangou main zone. Outside of the main zone, a property wide soil sampling program has been completed and covers approximately 85% of the 15 square kilometre property with soil samples spaced 50 metres apart on 100 and 200 metre spaced lines. Significant results from the soil sampling program include gold-in-soil anomalies along strike from the Dadiangou Main Zone to both the east and west and the discovery of the Dadiangou North Anomaly area. The Dadiangou North Anomaly is approximately 1 kilometre north of the Dadiangou Main Zone and has become the focus of geologic mapping and trenching activities designed to define drill targets.

(Stated in U.S. Dollars, except as otherwise noted)

Phase II drilling is currently underway and includes the following targets:

1. Test the Dadiangou Main Zone to the east and west along strike from Phase I drilling (approximately 70% of Phase II).
2. Infill drilling of the central portions of the Dadiangou Main Zone with the goal of providing adequate data for a mineral resource estimate (approximately 20% of Phase II).
3. Test the "Northern Anomaly" with several wide-spaced exploration holes (approximately 10% of Phase II).

Phase II drilling is expected to be completed in early November, at which point Jinshan will have completed approximately 11,700 metres in 48 holes this year. At the completion of Phase II drilling, the company plans to commission a resource estimate for the Dadiangou Main Zone. Further work at Dadiangou will be guided by the results of the resulting resource model. The total budget for Phase II drilling and associated activities at Dadiangou is US$ 2.0 million.

c) Xinjiang Projects

The Company currently holds 13 exploration permits covering 483 km^2 in the Xinjiang Uygur Autonomous Region (Xinjiang) of Northwest China. The permits are held under a Chinese-Foreign Joint Venture in which the Company holds a 99% share and the partner, Yunnan Geological and Mining Co. Ltd., holds a 1% share. The permits were granted between February and December, 2006, by the MOLAR in Beijing.

Field programs commenced in early March 2006 and by the end of 2006, the Company had completed an initial phase of geological mapping, sampling and prospecting on each of the initial six permits. More than 4,000 rock chip, stream sediment, and soil samples were collected during the course of exploration and submitted to SGS Laboratories in Tianjin, China for gold fire assay and multi-element geochemical analyses. In addition, approximately 150 square kilometres have been covered with ground magnetic geophysical surveys.

Fieldwork during the 2007 season has been confined to the Changsheng A and Xingou A+B+C+D properties. At Changsheng A, a geologic mapping, 300m by 20m grid rock chip sampling, and trenching program was completed in late August. A total of 999 rock chip samples were collected during the course of exploration and submitted to SGS laboratories in Tianjin, China for gold fire assay and multi-element geochemical analyses. Results of this work will be evaluated over the winter season and follow-up programs planned accordingly. At Xingou A+B+C+D, a large-scale stream sediment sampling program was completed in mid-September. A total of 449 stream sediments samples were collected during the course of exploration and submitted to SGS laboratories in Tianjin, China for gold fire assay and multi-element geochemical analyses. Stream sediments sampling resulted in numerous gold anomalies that are currently being followed up by field crews. In addition to the permit-specific work, the Company continues to evaluate new opportunities in the Xinjiang region.

The following table shows the cumulative expenditures made as of September 30, 2007.

	Cumulative Balance December 31, 2006	Additions During the Period	**Cumulative Balance September 30, 2007**
Exploration	$ 1,634,472	758,251	$ **2,392,723**

Generative Activities

The Company continues on a concerted program to acquire prospective exploration properties and to identify potential acquisitions in China as part of a strategy to expand its project portfolio. The Company has a strong technical exploration team working in China which is exploring for gold in specifically targeted areas of the country. The Company intends to focus its generative efforts on identifying opportunities that have known zones of gold mineralization that are or could be expanded into significant gold deposits.

Results of Operations

Overview

The Company started up gold production in July 2007 and is in the pre-commercial production stage. Accordingly, financial results are not fully comparable to those of the corresponding periods in the prior year due to potential significant changes to the nature of the Company's activities.

For the three and nine months ended September 30, 2007 and 2006, the Company had no net sales or other operating revenues, and no dividends were declared.

Selected Quarterly Data (Unaudited)

($ in thousands, except per share information)

	2007			2006				2005
QUARTER ENDED	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec
Exploration expenses	$1,851	$1,678	$943	$798	$551	$953	$1,956	$2,484
Net loss	5,436	4,321	2,197	2,482	2,018	1,499	2,558	3,282
Net basic and diluted loss per share	0.04	0.03	0.01	0.01	0.02	0.01	0.02	0.06

Fluctuations in the quarterly net loss amounts over the two year period ended September 30, 2007, is primarily due to fluctuations in the level of exploration expenditures on a period over period basis. Exploration expenditures fluctuate on a quarterly basis due to such factors as: variations in the scheduled contributions to joint venture companies and partners; and fluctuations in the recognition of stock-based compensation charged to operations.

(Stated in U.S. Dollars, except as otherwise noted)

The statements of operations for the three months ended September 30, 2007 and 2006, are provided in the following table:

	Three Months Ended September 30, 2007	Three Months Ended September 30, 2006	Increase (Decrease)
Expenses			
Administration and office	$ 247,692	$ 401,893	$ (154,201)
Amortization	10,995	12,898	(1,903)
Investor relations	85,028	47,907	37,121
Travel	84,456	82,725	1,731
Exploration expenses	1,851,372	550,996	1,300,376
Professional fees	130,271	181,405	(51,134)
Salaries and benefits	219,439	164,147	55,292
Stock-based compensation	397,738	402,638	(4,900)
Shareholder information, transfer agent and filing fees	51,669	154,628	(102,959)
	3,078,660	1,999,237	1,079,423
Other Income (Expenses)			
Interest income	194,761	35,569	159,192
Interest on notes payable	(845,424)	-	845,424
Foreign exchange (loss) gain	(1,706,301)	(54,303)	(1,651,998)
	(2,356,964)	(18,734)	(2,338,230)
Net Loss	$ (5,435,624)	$ (2,017,971)	$ (3,417,653)

Three months ended September 30, 2007 and 2006

The Company incurred a net loss of $5.4 million for the three months ended September 30, 2007, compared to a net loss of, $2.0 million in 2006. The increase of $3.4 million from 2006 to 2007 is primarily due to the increases in foreign exchange loss, exploration expenses, interest and financing expense, salaries and benefits and investor relations.

Foreign exchange loss for the three months ended September 30, 2007, was $1.7 million compared to a $54,000 for 2006. There was an unrealized foreign exchange loss of $2.7 million for the three months ended September 30, 2007, as a result of the conversion of the Canadian dollar denominated notes payable to U.S. dollars at the rate in effect on September 30, 2007. This unrealized foreign exchange loss was partially offset by an unrealized exchange gain of $1.2 million on Canadian dollar cash deposits. The U.S. dollar exchange rate weakened against the Canadian dollar during the three months ended September 30, 2007.

Exploration expense increased by $1.3 million for the three months ended September 30, 2007, compared to 2006, primarily due to the drilling program at the Dadiangou project and additional drilling in the South West zone at the CSH (217) Gold Mine.

Exploration costs are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized. On May 1, 2006, the Company commenced capitalization of development costs for its CSH (217) Gold Mine, as it was determined in the final feasibility study that the CSH (217) Gold Mine has economically recoverable reserves. Development costs capitalized primarily consists of capitalized interest, asset retirement obligations, amounts paid to the Chinese partner, fees paid to consulting engineers, salaries and wages, travel and other administrative costs. The results of the final feasibility study are discussed above under the "Development and Exploration Properties" section of this MD&A. As of September 30, 2007, $24.9 million in development costs incurred at the CSH (217) Gold Mine were capitalized, which includes $4 million of asset retirement obligations, $3.1 million of capitalized interest (net of related interest income) on the promissory notes issued in December 2006 to fund the development of the CSH (217) Gold Mine, and $2 million for the Company's Chinese partner of which $1 million was paid in May 2007. As of September 30, 2007, the Company is in the pre-commercial production stage and accordingly, approximately $4 million realized from the sale of gold produced has been offset against development costs.

Interest on notes payable for the three months ended September 30, 2007, increased by $845,000 from 2006 due to the issuance of the $18.7 million 12% promissory notes in June 2007. This was offset by an increase of $159,000 in interest income earned on cash deposits from the proceeds of the 12% promissory notes.

Salaries and benefits increased by $55,000 for the three months ended September 30, 2007, compared to 2006, primarily due to the increase in the addition of full time corporate employees as the Company moves towards having the CSH (217) Gold Mine start commercial production.

Investor relations costs increased by $37,000 for the three months ended September 30, 2007, compared to 2006, primarily as a result of increased participation in investor conferences and increased investor relations activities carried out by marketing and investor relations service companies.

Administration and office expenses for the three months ended September 30, 2007, decreased by $154,000 compared with 2006, primarily due to $110,000 in one-time capital taxes and penalties that was incurred in 2006 for the late filing of the Company's 2003, 2004, and 2005 tax returns.

Shareholder information, transfer agent and filing fees and professional fees decreased by $103,000 and $51,000, respectively for the three months ended September 30, 2007, compared to 2006, primarily due to the Company's application in 2006 for listing on the TSX. The Company's shares began trading on the TSX on October 6, 2006.

Amortization, stock-based compensation, and travel remained relatively constant for the three months ended September 30, 2007, compared to 2006.

Certain of the Company's administrative staff and office facilities are employed/provided by Global Mining Management ("GMM") (see "Related Party Transactions" below) whose costs are allocated on an as-used basis. Accordingly, fluctuations in administrative and personnel costs can be expected commensurate with increases or decreases in yearly corporate activity and the level of personnel employed.

(Stated in U.S. Dollars, except as otherwise noted)

The statements of operations for the nine months ended September 30, 2007, and 2006 are provided in the following table:

	Nine Months Ended September 30, 2007	Nine Months Ended September 30, 2006	Increase (Decrease)
Expenses			
Administration and office	$ 712,623	$ 788,966	$ (76,343)
Amortization	34,564	45,517	(10,953)
Investor relations	240,453	211,113	29,340
Travel	290,295	213,906	76,389
Exploration expenses	4,472,681	3,460,227	1,012,454
Professional fees	580,061	312,525	267,536
Salaries and benefits	684,660	412,334	272,326
Stock-based compensation	1,074,864	778,595	296,269
Shareholder information, transfer agent and filing fees	157,169	196,525	(39,356)
	8,247,370	6,419,708	1,827,662
Other Income (Expenses)			
Interest income	194,761	182,203	12,558
Interest on notes payable	(845,424)	-	(845,424)
Other interest and financing expense	(10,973)	-	(10,973)
Foreign exchange (loss) gain	(3,045,045)	162,626	(3,207,671)
	(3,706,681)	344,829	(4,051,510)
Net Loss	$ (11,954,051)	$ (6,074,879)	$ 5,879,172

Nine months ended September 30, 2007 and 2006

The Company incurred a net loss of $12 million for the nine months ended September 30, 2007, compared to a net loss of $6.1 million in 2006. The increase of $5.9 million from 2006 to 2007 is primarily due to the increases in foreign exchange loss, exploration expenses, interest and financing expense, stock-based compensation, salaries and benefits, and professional fees.

Foreign exchange loss for the nine months ended September 30, 2007, was $3 million compared to a gain of $163,000 for 2006. There was an unrealized foreign exchange loss of $4.8 million for the nine months ended September 30, 2007, as a result of the conversion of the Canadian dollar denominated notes payable to U.S. dollars at the rate in effect on September 30, 2007. This unrealized foreign exchange loss was partially offset by an unrealized exchange gain of $1.8 million on Canadian dollar cash deposits. The U.S. dollar exchange rate weakened against the Canadian dollar during the nine months ended September 30, 2007.

Exploration expense increased by $1 million for the nine months ended September 30, 2007, compared to 2006, primarily due to the drilling program at the Dadiangou project.

Exploration costs are charged to operations in the period incurred until such time as it has been determined that a property has economically recoverable reserves, in which case subsequent exploration costs and the costs incurred to develop a property are capitalized. On May 1, 2006, the Company commenced capitalization of development costs for its CSH (217) Gold Mine, as it was determined in the final feasibility study that the CSH (217) Gold Mine has economically recoverable reserves. Development costs capitalized primarily consists of capitalized interest, asset retirement obligations, amounts paid to the Chinese partner, fees paid to consulting engineers, salaries and wages, travel and other administrative costs. The results of the final feasibility study are discussed above under the "Development and Exploration Properties" section of this MD&A. As of September 30, 2007, $24.9 million in development costs incurred at the CSH (217) Gold Mine were capitalized, which includes $4 million of asset retirement obligations, $3.1 million of capitalized interest (net of related interest income) on the promissory notes issued in December 2006 to fund the development of the CSH (217) Gold Mine, and $2 million for the Company's Chinese partner, of which $1 million was paid in May 2007. As of September 30, 2007, the Company is in the pre-commercial production stage and accordingly, approximately $4 million realized from the sale of gold produced has been offset against development costs.

Interest on notes payable for the nine months ended September 30, 2007, increased by $845,000 from 2006 due to the issuance of the $18.7 million 12% promissory notes in June 2007. This was offset by an increase of $13,000 in interest income earned on cash deposits from the proceeds of the 12% promissory notes. Other interest and financing expense for the nine months ended September 30, 2007, increased by $11,000 from 2006 due to a one-time interest and penalties charge for late filing of income tax returns.

Stock-based compensation increased by $296,000 for the nine months ended September 30, 2007, compared to 2006, primarily due to the increase in the number of stock options granted during the period and the higher weighted average stock option grant date fair value.

Salaries and benefits increased by $272,000 for the nine months ended September 30, 2007, compared to 2006, primarily due to the increase in full time corporate employees as the Company moves towards having the CSH (217) Gold Mine start commercial production.

Professional fees increased by $268,000 for the nine months ended September 30, 2007, compared to 2006, primarily due to increased fees and costs incurred in the earlier quarters as the Company sought an equity offering to finance its development and exploration activities. The Company also incurred fees on assistance with various tax matters.

Travel expenses for administrative personnel increased by $76,000 for the nine months ended September 30, 2007, compared to 2006, primarily due to the increased presence by senior management at the Company's project locations during the nine months ended September 30, 2007. Planning and administration for mine development on the CSH (217) Gold Mine and implementation of infrastructure necessitated this increased travel to China during 2007.

Investor relations costs increased by $29,000 for the nine months ended September 30, 2007, compared to 2006, primarily as a result of increased participation in investor conferences and increased investor relations activities carried out by marketing and investor relations service companies.

Administration and office expenses for the nine months ended September 30, 2007, decreased by $76,000 compared with 2006, primarily due to $110,000 in one-time capital taxes and penalties that was incurred in 2006 for the late filing of the Company's 2003, 2004, and 2005 tax returns.

Shareholder information, transfer agent and filing fees decreased by $39,000 for the nine months ended September 30, 2007, compared to 2006, primarily due to the Company's application in 2006 for listing on the TSX. The Company's shares began trading on the TSX on October 6, 2006.

Amortization expense decreased by $11,000 for the nine months ended September 30, 2007, compared to 2006, primarily due to certain fixed assets being fully depreciated.

Certain of the Company's administrative staff and office facilities are employed/provided by Global Mining Management ("GMM") (see "Related Party Transactions" below) whose costs are allocated on an as-used basis.

(Stated in U.S. Dollars, except as otherwise noted)

Accordingly, fluctuations in the costs of administrative and personnel costs can be expected commensurate with increases or decreases in yearly corporate activity and the level of personnel employed.

Liquidity and Capital Resources

The balance sheets as of September 30, 2007 and December 31, 2006, are shown in the following table:

	September 30, 2007	December 31, 2006
ASSETS		
CURRENT		
Cash and cash equivalents	$ 28,028,726	$ 27,876,503
Accounts receivable	283,228	295,884
Prepaid expenses and deposits	2,276,262	2,017,083
Inventory	336,536	-
	30,924,752	30,189,470
PROPERTY, PLANT AND EQUIPMENT	51,405,958	20,683,848
	$ 82,330,710	$ 50,873,318
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	$ 9,858,769	$ 2,594,360
LONG TERM		
Notes payable	43,306,587	21,604,895
Asset retirement obligations	4,045,706	-
	47,352,293	21,604,895
SHAREHOLDERS' EQUITY		
Share capital	56,497,062	49,069,482
Contributed surplus	11,105,060	8,133,004
Accumulated other comprehensive income	460,850	460,850
Deficit	(42,943,324)	(30,989,273)
	25,119,648	26,674,063
	$ 82,330,710	$ 50,873,318

As of September 30, 2007, the Company had a working capital balance of $21.1 million and cash resources of $28 million. During the three months ended September 30, 2007, net cash outflows from operations were $3.3 million and $8.2 million was expended on property, plant and equipment, primarily for the CSH (217) Gold Mine. Cash inflows of $818,000 from financing activities during the three months ended September 30, 2007, included net proceeds received from the exercise of share purchase warrants and stock options. The net cash decrease for the three months ended September 30, 2007, was $5.8 million. As the Company is in the pre-commercial production stage, its primary source of cash has been through the issuance of common shares and warrants from private placements, exercise of stock options and warrants and long-term debt. Such proceeds received have been used to fund the development of the CSH (217) Gold Mine and exploration expenditures.

During the nine months ended September 30, 2007, net cash outflows from operations were $7.6 million and $20.1 million was expended on property, plant and equipment, primarily for the CSH (217) Gold Mine. Cash inflows of $24.9 million during the nine months ended September 30, 2007, included net proceeds of $18.2 million received from the Notes and share purchase warrants, and $6.7 million from the exercise of share purchase warrants and stock options. The net cash increase for the nine months ended September 30, 2007, was $152,000.

As of September 30, 2007, of the total $28 million in cash and cash equivalents, the Company had approximately CDN $21.7 million ($21.6 million) held in Canadian funds and RMB 16 million ($2.1 million) in Chinese funds, which exposes the Company to risks associated with foreign exchange fluctuations. Included in the Company's total cash and cash equivalents are $21 million in bank term deposits, none of which are invested in asset backed commercial paper.

The following table details the Company's contractual obligations as of September 30, 2007.

		Payments Due By Year					
	Total	**2007**	**2008**	**2009**	**2010**	**2011**	**Thereafter**
Principal repayment on notes payable	**$ 50,357,538**	$ -	$ -	$ 30,214,523	$ 20,143,015	$ -	$ -
Operating leases (a)	**78,619**	48,401	30,218	-	-	-	-
Payments to joint venture partner (b)	**1,175,000**	500,000	675,000	-	-	-	-
Purchase commitments (c)	**603,565**	603,565	-	-	-	-	-
Total	**$ 52,214,722**	**$ 1,151,966**	**$ 705,218**	**$ 30,214,523**	**$ 20,143,015**	**$ -**	**$ -**

(a) Operating leases are primarily for premises.

(b) Payments to the Dadiangou Gold project joint venture partner.

(c) Purchase commitments relate to construction and engineering contracts for the development of the CSH (217) Gold Mine.

In October 2006, the Company signed a ten year service contract with a third party to provide mining services for the CSH (217) Gold Mine commencing in the first quarter of 2007. The value of the mining service each year will vary and is dependent upon the amount of mining work performed.

In February 2007, the Company signed a contract with a drilling company to provide drilling services in 2007 for its drilling program at the Dadiangou Gold project. The value of the drilling service will vary and is dependent upon the amount of drilling services performed.

The Company is from time to time involved in various claims, legal proceedings and complaints arising in the ordinary course of business. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which it may be required to pay by reason thereof, will have a material effect on the financial conditions or future results of operations of the Company.

On June 26, 2007, the Company concluded an $18.7 million (CDN $20 million) private placement offering consisting of senior unsecured promissory notes ("June 07 Notes") and 4,000,000 warrants. Ivanhoe Mines Ltd. ("Ivanhoe Mines"), a significant shareholder of the Company, purchased $7 million (CDN $7.5 million) ("Note C") of the June 07 Notes and $11.7 million (CDN $12.5 million) ("Note B") was purchased by third parties. The June 07 Notes mature on June 26, 2010, are repayable in Canadian dollars and carry an annual interest rate of 12%. Interest on the June 07 Notes is payable on a calendar quarterly basis commencing on September 30, 2007. Accrued interest payable of $1.5 million is included in the Company's consolidated balance sheet as of September 30, 2007, and was paid in October 2007. The Company can elect to prepay Note B after 18 months from the issue date with no prepayment penalty and Note C after 6 months from the issue date with no prepayment penalty. Note B ranks pari passu with the notes issued in December 2006 ("Note A") while Note C is subordinate to Notes A and B. The Company has allocated the $18.7 million face value of the private placement offering to the June 07 Notes and warrants proportionately, based on their respective fair values. The fair value of the June 07 Notes was determined by discounting the stream of future payments of interest and principal at the estimated prevailing market rate of 17% for a debt instrument of comparable maturity and credit quality. The fair value of the warrants was measured using the Black-Scholes option pricing model and was based on a risk free annual interest rate of 4.6%, an expected life of 2 years, an expected volatility of 72%, and a dividend yield rate of nil. The fair value of the warrants, net of the $71,000 issue costs, is included in contributed surplus in the shareholders' equity section of the Company's consolidated balance sheet. Each warrant entitles the holder to acquire one common share at CDN $2.50 and expire 24 months from the issue date. The Company has the right to accelerate the expiry date of the June 07 Notes and Note A warrants after 18 months from the issue dates, if the Company's common shares trade at or above a volume weighted average share price of CDN $4.30 and CDN $2.75, respectively, for 20 consecutive trading days.

(Stated in U.S. Dollars, except as otherwise noted)

The balances of the notes payable are provided in the table below.

	Note A	Note B	Note C	Total
Balances of the notes payable, December 31, 2006	$ 21,604,895	$ -	$ -	$ 21,604,895
Total proceeds	-	11,668,067	7,000,840	18,668,907
Less: fair value of warrants	-	(1,500,777)	(900,466)	(2,401,243)
Fair value of the notes payable	21,604,895	10,167,290	6,100,374	37,872,559
Less: transaction costs for the notes payable	-	(462,252)	(17,170)	(479,422)
Unrealized foreign exchange loss	3,565,259	747,995	467,956	4,781,210
Accretion to September 30, 2007	933,534	134,718	63,988	1,132,240
Balances of the notes payable, September 30, 2007	**$ 26,103,688**	**$ 10,587,751**	**$ 6,615,148**	**$ 43,306,587**

The notes payable will be accreted using the effective interest method over the life of the notes payable to bring their balances from their carrying values to their face values at the maturity date.

The Company started up gold production in July 2007 and is in the pre-commercial production stage. The Company's ability to continue as a going concern is dependant upon the ability of the Company to obtain the necessary financing to develop properties and to establish future profitable production. The Company may not have sufficient cash to fund the exploration and development of its mineral properties to commercial production and, therefore, may require additional funding, which if not raised, may result in the curtailment of operations. Management is of the opinion that additional financing will be available to continue its planned activities in the normal course. There can, however, be no assurance that the Company will be able to raise sufficient funds in the future.

The Company expects to finance future obligations and commitments through the exercise of options and warrants, additional equity or debt financings, or a combination thereof, all of which are subject to favorable market conditions. However, there can be no assurance that debt facilities or additional equity financings will be available or at terms that are favorable to the Company**.**

Subsequent to September 30, 2007:

(a) 452,500 stock options were exercised at prices ranging from CDN $0.50 to CDN $1.05. As a result, the Company issued 452,500 common shares and received net proceeds of $304,126 (CDN $298,244) upon the exercise of the stock options.

(b) 378,999 warrants were exercised at prices ranging from CDN $1.45 to CDN $1.60. As a result, the Company issued 378,999 common shares and received net proceeds of $600,484 (CDN $579,549) upon the exercise of warrants.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

The Company is a party to a shareholders' cost-sharing agreement with certain other public and private companies, including Ivanhoe Mines (the "Other Companies") pursuant to which the Company and the Other Companies are equal shareholders in GMM and, through GMM, share office space, furnishings and equipment and communications facilities (on a cost recovery basis) and the employment of various administrative, office and management personnel in Vancouver, British Columbia. Costs of the shared office facilities and the shared employees are recovered from the Company proportionate to the time spent by the shared employees on matters pertaining to the Company. Certain of the directors and officers of the Company are also officers and directors of GMM. Accordingly, fluctuations in the costs of administrative and personnel costs can be expected commensurate with increases or decreases in yearly corporate activity and the level of personnel employed. The Company has utilized the services of the GMM staff and office since April 1, 2003, and has incurred costs of $471,000 (2006 - $331,000) and $1,351,000 (2006 - $1,145,000) for the three and nine months ended September 30, 2007, respectively. The company paid $227,000 (2006 - $nil) and $237,000 (2006 - $nil) interest expense for the three and nine months ended September 30, 2007, respectively, to Ivanhoe Mines.

Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares without par value. As of October 31, 2007, 155,495,054 common shares were issued and outstanding, 9,320,740 share purchase options had been granted and were outstanding, and 12,610,167 common share purchase warrants had been issued and were outstanding. On a fully diluted basis, 177,425,961 common shares were outstanding.

Changes in Internal Controls over Financial Reporting

There has been no change in the Company's internal control over financial reporting that occurred during the three and nine months ended September 30, 2007, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Risk Factors

The business of mineral exploration and extraction involves a high degree of risk. Few properties that are explored are ultimately developed into a producing mine. Material risks and uncertainties affecting the Company, their potential impact, and the Company's principal risk management strategies, are as follows:

- *Servicing the Company's Debt* – The Company's ability to make payments on and to refinance its debt depends on its ability to generate cash in the future, which will be affected by the financial performance of the (217) CSH Gold Mine and by general economic, financial, competitive, legislative, regulatory and other factors beyond the Company's control. The Company cannot assure that its business will generate sufficient cash flows from operations or that future borrowings will be available to it in amounts sufficient to enable it to service its debt at maturity or otherwise, or to fund its other liquidity needs. If the Company is unable to meet its debt obligations or to fund its other liquidity needs, the Company may need to restructure or refinance its debt. The Company's ability to refinance its debt or obtain additional financing will depend on: its financial condition at the time; restrictions in agreements governing its debt; and other factors, including financial market or industry conditions. As a result, it may be difficult for the Company to obtain financing on terms that are acceptable to it, or at all. Without this financing, the Company could be forced to sell assets under unfavorable circumstances to make up for any shortfall in its payment obligations. In addition, the Company may not be able to sell assets quickly enough or for sufficient amounts to enable it to meet its obligations.
- *The repatriation of any earnings could have adverse consequences* - Chinese regulations provide that, subject to payment of applicable taxes, foreign investors may remit out of China, in foreign exchange, profits or dividends derived from a source within China. Remittance by foreign investors of any other amounts (including, for instance, proceeds of sale arising from a disposal by a foreign investor of any of its investments in China) out of China is subject to the approval of the State Administration of Exchange Control or its local branch office. No assurance can be given that such approval would be granted if Jinshan disposes of all or part of its interest in a project located in China. Further, there can be no assurance that additional restrictions on the repatriation of earnings in China will not be imposed in the future.
- *Additional Funding Requirements* – The further development and exploration of the various mineral properties in which it holds interests, particularly the CSH (217) Gold Mine, depends upon the Company's ability to obtain financing through joint ventures, debt financing, equity financing or other means. There can be no assurance that the Company will be successful in obtaining any required financing as and when needed. Depressed markets for precious and base metals may make it difficult, or impossible, for the Company to obtain debt financing or equity financing on favorable terms, or at all. The Company operates in a region of the world that is prone to economic and political upheaval, and mineral properties held by the Company are located in politically and economically unstable countries, which may make it more difficult for the Company to obtain debt financing from project lenders. Failure to obtain additional financing on a timely basis may cause the Company to postpone its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.
- *Risks pertaining to foreign countries* – China is, and for the foreseeable future is expected to remain, the country in which the Company concentrates most of its business activities and financial resources. In addition to interests in projects in China, the Company may enter into contractual arrangements in other foreign jurisdictions. The foreign legal framework for these agreements, particularly in developing countries, is often based on recent political reforms and newly enacted legislation, which may not be consistent with long-standing local conventions and customs. As a result, there may be ambiguities, inconsistencies and anomalies in the agreements or the legislation upon which they are based, which are atypical of more developed legal systems and which may affect the interpretation and enforcement of the Company's rights and obligations and those of our foreign partners. Local institutions and bureaucracies responsible for administering foreign laws may lack a proper understanding of the laws or the experience

necessary to apply them in a modern business context. Foreign laws may be applied in an inconsistent, arbitrary and unfair manner and legal remedies may be uncertain, delayed or unavailable.

- *There are title risks with respect to the Company's mineral properties* – The acquisition of title to resource properties or interests therein is a very detailed and time-consuming process. Title to and the area of resource concessions may be disputed. The Company has conducted an internal investigation of title to the CSH (217) Gold Mine. Based on a review of records maintained by the relevant government agencies in China, the CSH (217) Gold Mine interests are registered in the name of the applicable joint venture company. There is no guarantee of title to any of the Company's properties. The properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. Title may be based upon interpretation of laws, which may be ambiguous, inconsistently applied and subject to reinterpretation or change. The Company has not surveyed the boundaries of any of its mineral properties and consequently the boundaries of the properties may be disputed.
- *There are specific risks associated with the ongoing development and operation of the CSH (217) Gold Mine* – The Company's current and future development and operation of the CSH (217) Gold Mine are being undertaken on the basis of management's understanding of the prevailing legal and regulatory framework in China relating to, among other things, permitting requirements and taxation rates. Based on this understanding, management believes that the joint venture company possesses substantially all the permits required in order for the CSH (217) Gold Mine to commence commercial production. However, the laws of China governing such matters as the establishment of joint venture companies, permitting matters, taxation matters and other laws relevant to mining operations are ambiguous, inconsistently applied and subject to arbitrary reinterpretation or change. Accordingly, an unexpected change to, or reinterpretation of, the legal and regulatory framework in China as it pertains the CSH (217) Gold Mine could materially affect some or all the assumptions and understandings, such as assumptions regarding taxation rates and other economic inputs and understandings relating to permitting requirements, that now form the basis for the Company's current and future development and operation of the CSH (217) Gold Mine and could have a material adverse effect on the Company's ability to develop and operate the CSH (217) Gold Mine on the basis currently contemplated or at all.
- *Permits and licenses are required* – The further development and exploration of the various mineral properties in which the Company holds interests depends upon the Company's ability to obtain permits and licenses from various governmental authorities in China. There can be no assurance that the Company will be successful in obtaining any required permits and licenses when needed. The licensing and permitting process in China is more bureaucratic and less transparent than in more economically developed Western countries, which may make it more difficult and time-consuming for the Company to obtain mining permits and licenses from various governmental authorities. Failure to obtain permits and licenses on a timely basis may cause the Company to postpone its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.
- *Environmental and other regulatory requirements could have a materially adverse affect on the Company* - The Company's operations are subject to environmental regulations in the various jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Government approvals and permits are required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral properties.

  Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities, and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reductions in levels of production at producing properties or require abandonment or delays in development of new mining properties.

- *Uncertainties related to mineral resource estimates* – There is a degree of uncertainty attributable to the calculation of mineral resources and corresponding grades being mined or dedicated to future production. Until resources are actually mined and processed, the quantity of resources and grades must be considered as estimates only. In addition, the quantity and value of reserves or resources may vary, depending on metals prices. Any material change in the quantity of resources, grades or stripping ratio may affect the economic viability of the Company's properties. In addition, there can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger-scale tests under on-site conditions, or during production.

- *Metal price volatility* – Metal prices are subject to volatile price changes from a variety of factors, including international economic and political trends, expectations of inflation, global and regional demand, currency-exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods.

- *Lack of infrastructure could adversely affect mining feasibility* – With the exception of the CSH (217) Gold Mine, the Company's mining properties are located in remote areas, which currently lack basic infrastructure, including sources of electric power, water, housing, food, and transport necessary to develop and operate a major mining project. While the Company is establishing infrastructure necessary to conduct its current exploration and development activities, substantially greater sources of power, water, physical plant, and transport infrastructure in the area may need to be established before the Company can conduct mining operations. Lack of availability of the means and inputs necessary to establish such infrastructure may adversely affect mining feasibility. Establishing such infrastructure will, in any event, require significant financing, identification of adequate sources of raw materials and supplies and necessary approvals from national and regional governments, none of which can be assured.

- *Currency risks* – The bulk of the Company's activities are denominated in U.S. currency with other minor activities denominated in Chinese Renminbi and Canadian dollars. In addition, the Company's notes payable and interest thereon are payable in Canadian dollars. During 2006 and the nine months ended September 30, 2007, the Company maintained some of its surplus funds in Canadian dollars and Chinese Renminbi, which amounts expose the Company to risks associated with foreign exchange fluctuations.

- *Limited operating history* – The Company has paid no dividends on its common shares since incorporation and does not anticipate doing so in the foreseeable future. To date, the Company has not received any cash flow generated from planned commercial operations. All exploration projects of the Company will need funding from the Company. The Company has a limited operating history and there can be no assurance of its ability to operate its projects profitably. While the Company may in the future generate additional working capital through the operation, development, sale or possible syndication of its properties, there is no assurance that the Company will be capable of producing positive cash flow on a consistent basis or that any such funds will be available for exploration and development programs.

- *Mining operations are subject to numerous hazards that could have a materially adverse effect on the financial position of the Company* - Mining operations are subject to hazards normally encountered in exploration, development and production. These include unexpected geological formations, rock falls, flooding, dam wall failure and other incidents or conditions which could result in damage to plant or equipment or the environment and which could impact production throughput. Although the Company takes adequate precautions to minimize risk, there is a possibility of a material adverse impact on the Company's operations and its financial results.

- *Uninsurable risks or self-insured risks* – Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts or slides, fires, floods, earthquakes or other environmental occurrences, and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company. The Company does not maintain insurance against political or environmental risks.
- *The Company's prospects depend on its ability to attract and retain key personnel* - Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Qualified Persons

Calvin McKee, P.Geo., the Company's COO, a qualified person as defined by National Instrument 43-101 supervised the preparation of the technical and scientific information relating to the CSH 217 Gold Mine in this MD&A. Keith Patterson, P.Geo., the Company's Vice President of Exploration, a qualified person as defined by National Instrument 43-101 supervised the preparation of the technical and scientific information relating to the Dadiangou project, Xinjiang project, and generative activities in this MD&A.

Outlook

The company started up gold production in July 2007 and is in the pre-commercial production stage. As of October 31, 2007, pre-commercial production consisted of 13,117 ounces of gold and 4,268 ounces of silver. The Company commenced drilling and further engineering studies on the CSH 217 Gold Mine during 2007 to determine the expansion potential of the mine.

The process of establishing the necessary internal management and operational capacity and of establishing the physical and operational infrastructure to conduct commercial mining operations on the CSH 217 Gold Mine has transitioned the Company from a junior exploration company to an operating mining company. The Company believes that operating the CSH 217 gold mine and the generation of positive cash flow will result in a maturing of its business profile and will support its long-term growth strategy to become a significant gold producer in Asia. In this regard, the Company also continues to evaluate strategic acquisition prospects on a selective basis, focussing on businesses that have potential synergies with the Company's existing Chinese operations.

The Company continues to operate a separate office and has a team of employees and consultants to conduct exploration on the Company's other exploration projects in China. While these efforts are ancillary to the Company's main focus on the CSH 217 Gold Mine, the Company intends to continue active exploration efforts to support medium-term and long-term growth of the Company.

November 5, 2007