

**Forest Gate Resources Inc.**  
**Quarterly Consolidated Financial Statements**  
**September 30, 2005**  
**(unaudited)**

**Contents**

Consolidated financial statements

Balance sheet	1
Statement of earnings and deficit	2
Statement of cash flows	3
Notes to the financial statements	4-12

# Forest Gate Resources Inc.

## Consolidated Balance Sheet

At	September 30, 2005 \$ (unaudited)	December 31, 2004 \$
<b>Assets</b>		
<i>Current assets</i>		
Cash	1,712,714	-
Short-term investments <i>[note 11f]</i>	4,879,392	623,500
Accounts receivable	224,260	77,370
Prepaid expenses	35,069	34,396
Deferred financing costs	70,712	16,000
Deferred acquisition costs	513,776	119,175
	7,435,923	870,441
Mining properties and deferred exploration costs <i>[note 4]</i>	3,006,011	1,235,106
Office furniture and equipment <i>[note 5]</i>	57,189	33,533
	10,499,123	2,139,080
<b>Liabilities</b>		
<i>Current liabilities</i>		
Bank indebtedness	-	2,380
Due to broker	340,944	-
Accounts payable and accrued liabilities	603,127	173,549
	944,071	175,929
<b>Shareholders' equity</b>		
Share capital <i>[note 6]</i>	11,120,843	2,557,475
Warrants <i>[note 6]</i>	108,056	506,089
Contributed surplus <i>[note 6]</i>	1,015,654	248,768
	12,244,553	3,312,332
Deficit	(2,689,501)	(1,349,181)
	9,555,052	1,963,151
	10,499,123	2,139,080

Approved on behalf of the board:

Signed "Michael Judson" Director

Signed "John Mavridis" Director

# Forest Gate Resources Inc.

## Consolidated Statement of Earnings and Deficit (unaudited)

Period ended September 30,	Three months ended		Nine months ended	
	2005 \$	2004 \$	2005 \$	2004 \$
<b>Revenue</b>				
Interest income	23,335	3,842	74,095	12,155
<b>Expenses</b>				
Salaries and levies <i>[note 6]</i>	92,682	31,063	253,332	78,237
Value of stock options granted to directors and consultants <i>[note 6]</i>	301,982	11,475	348,555	49,792
Professional and consulting fees	127,530	20,992	229,897	112,522
Rent	11,110	3,327	33,549	10,454
Office expenses	19,289	14,787	82,053	67,994
Taxes	19,787	2,632	48,058	9,240
Registration and filing fees	13,392	5,844	62,200	34,769
Telephone	6,954	3,626	16,453	7,280
Corporate marketing and business development	100,796	13,737	229,839	85,724
Investor relations	17,800	-	60,718	-
Insurance	5,331	3,210	13,935	11,950
Financial charges <i>[note 7]</i>	436	836	4,332	3,788
Reallocation expense	2,800	-	21,913	-
Amortization of office furniture and equipment	3,753	396	9,581	569
	723,642	111,925	1,414,415	472,319
<b>Net loss</b>	(700,307)	(108,083)	(1,340,320)	(460,164)
Deficit at the beginning of the period	(1,989,194)	(1,137,282)	(1,349,181)	(785,201)
<b>Deficit at the end of the period</b>	<b>(2,689,501)</b>	<b>(1,245,365)</b>	<b>(2,689,501)</b>	<b>(1,245,365)</b>
Basic loss per share and diluted loss per share <i>[note 8]</i>	0.01133	0.00436	0.02627	0.01954
Weighted average number of shares outstanding	61,803,769	24,798,405	51,018,351	23,546,425

# Forest Gate Resources Inc.

## Consolidated Statement of Cash Flows (unaudited)

Period ended September 30,	<u>Three months ended</u>		<u>Nine months ended</u>	
	2005 \$	2004 \$	2005 \$	2004 \$
<b>Cash provided from (used for):</b>				
<b>Operating activities</b>				
Net loss	(700,307)	(108,083)	(1,340,320)	(460,164)
<i>Non-cash items:</i>				
Amortization of office furniture and equipment	3,753	396	9,581	569
Non-cash stock-based compensation [note 6]	301,982	11,475	348,555	49,792
Net changes in non-cash components of operating working capital	359,495	(62,600)	622,959	(106,153)
	(35,077)	(158,812)	(359,225)	(515,956)
<b>Financing activities</b>				
Net proceeds on equity issues [note 6]	1,456,927	210,711	8,583,666	563,626
Deferred financing costs	(70,712)	-	(54,712)	-
	1,386,215	210,711	8,528,954	563,626
<b>Investing activities</b>				
Acquisition of office furniture and equipment	(10,139)	(18,871)	(33,237)	(19,551)
Short-term investments, net variation	1,503,138	103,000	(4,255,892)	219,000
Deferred acquisition costs	(21,148)	-	(394,601)	-
Mining properties and deferred exploration costs [note 4]	(1,066,094)	(117,799)	(1,770,905)	(222,568)
	405,757	(33,670)	(6,454,635)	(23,119)
<b>Net increase in cash and cash equivalents</b>	<b>1,756,895</b>	<b>18,229</b>	<b>1,715,094</b>	<b>24,551</b>
Cash and cash equivalents (bank indebtedness) - beginning	(44,181)	3,740	(2,380)	(2,582)
<b>Cash and cash equivalents - ending</b>	<b>1,712,714</b>	<b>21,969</b>	<b>1,712,714</b>	<b>21,969</b>
<b>Represented by:</b>				
<b>Cash with bank</b>	<b>1,712,714</b>	<b>21,969</b>	<b>1,712,714</b>	<b>21,969</b>

# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

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September 30, 2005

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### 1. Description of operations

The Corporation's operations consist in the exploration of mineral properties, directly or through joint ventures. It is in the process of determining whether its properties contain economically recoverable reserves. Recovery of deferred exploration costs and mining properties depend on the existence of economically recoverable ore reserves, the Corporation's ability to obtain financing for its operations and future profitable commercial production.

### 2. Summary of significant accounting policies

The consolidated financial statements as at September 30, 2005 is not audited. However, in the opinion of the management, all adjustments necessary to present fairly the results of these periods have been included. The adjustments made were of a normal recurring nature. Interim results may not necessarily be indicative of results anticipated for the year.

These interim consolidated financial statements are prepared in accordance with generally accepted accounting principles in Canada for the presentation of interim financial information. All disclosures required for annual financial statements have not been included in these consolidated financial statements and therefore should be read in conjunction with the company's most recent annual financial statements. These financial statements use the same accounting policies and methods in the preparation of the company's most recent annual financial statements.

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. The interim financial statements have, in management's opinion, been properly prepared using careful judgement within reasonable limits of materiality and within the framework of the accounting policies summarized in the most recent annual audited financial statements.

*Consolidated financial statements:* The consolidated financial statements include the accounts of its wholly-owned subsidiary Blue Note Metals Inc.

### 3. Comparative figures and changes in accounting policies

- a) The Canadian Institute of Chartered accountants (the "CICA") issued revisions to section 3860 of the CICA Handbook, Financial Instruments – Disclosure and Presentation. The revisions, effective January 1, 2005, require that instruments that meet specific criteria be classified as liabilities on the balance sheet, rather than equities, as previously classified. Given we do not have any instruments with these characteristics, adopting this section on January 1, 2005 will not affect our consolidated financial statements.
- b) Certain prior year figures have been reclassified in order to conform to the presentation adopted in the current year. These changes do not affect net income and prior year amounts.

# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

September 30, 2005

### 4. Mining properties and deferred exploration costs

	Cost of Claims \$	Deferred exploration costs \$	Write-off of abandoned property \$	Government grant \$	September 30, 2005 Net \$ (unaudited)	December 31, 2004 Net \$
Saskatchewan						
East Side	209,980	1,620,639	-	72,260	1,758,359	506,892
South Side	3,264	191,915	-	-	195,179	-
New Brunswick						
Canoe Landing Lake	179,812	136,905	-	-	316,717	311,649
California Lake	141,256	173,491	-	-	314,747	314,075
Rio Road	67,027	121,969	84,835	-	104,161	102,490
Quebec						
Portage (a)	15,455	301,393	-	-	316,848	-
	616,794	2,546,312	84,835	72,260	3,006,011	1,235,106

Costs incurred during the period are as follows:

	Three months ended Sept. 30, 2005 \$ (unaudited)	Nine months ended Sept. 30, 2005 \$ (unaudited)
Cost of claims	21,535	21,535
Deferred exploration costs;		
Consulting	76,370	123,650
Travel, utilities, equipment and other rentals	105,863	142,605
Sampling	456,519	679,069
Surveying	38,689	341,322
Exploration	367,118	462,724
	1,044,559	1,749,370
<b>Total</b>	<b>1,066,094</b>	<b>1,770,905</b>

- a) In July 2005, Forest Gate signed a memorandum of understanding ("MOU") with Majescor Resources Inc. of Montreal, to earn up to a 55% participating interest in Majescor's Portage property located north of Quebec's Otish Mountains. Under the terms of the MOU, Forest Gate must spend \$5 million over five years to earn a 50% working interest and can earn an additional 5% by funding a 200-tonne bulk sample from a kimberlite body. Forest Gate must spend \$500,000 on claim renewals and exploration by November 1, 2005, \$800,000 by November 1, 2006, \$1,000,000 by November 1, 2007, \$1,200,000 by November 1, 2008 and \$1,500,000 by November 1, 2009. Majescor will remain operator of the project, until \$5 million is invested, but Forest Gate will have a final say on the content and form of the exploration program on Portage. A formal joint venture between the two companies will be entered into when Forest Gate has earned its 50% working interest. As at September 30, 2005, Forest Gate had advanced \$300,000 for the Portage property.

# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

September 30, 2005

### 5. Office furniture and equipment

	Cost \$	Accumulated Depreciation and Amortization \$	September 30, 2005 Net \$ (unaudited)	December 31, 2004 Net \$
Furniture and office equipment	27,049	3,847	23,202	14,217
Computer equipment	36,709	7,767	28,942	12,515
Leasehold improvements	7,019	1,974	5,045	6,801
	70,777	13,588	57,189	33,533

### 6. Share capital

The company is incorporated by the Canada Business Corporations Act.

*Authorized:* An unlimited number of common shares with no par value.

	Share capital		Warrants		Options		Contributed Surplus	Total
	Number	\$	Number	\$	Number	\$	\$	\$
<b>Balance-December 31, 2004</b>	<b>26,844,634</b>	<b>2,557,475</b>	<b>10,921,847</b>	<b>506,089</b>	<b>2,813,600</b>	<b>-</b>	<b>248,768</b>	<b>3,312,332</b>
Equity issued (a)	25,000,000	5,181,793	12,500,000	-	-	-	-	5,181,793
Stock-based compensation paid on equity issues (a)	-	-	-	-	2,500,000 *	-	482,500	482,500
Warrants exercised (a)	8,410,098	1,753,775	(8,410,098)	(368,601)	-	-	(30,326)	1,354,848
Warrants forfeited	-	-	(139,124)	(3,007)	-	-	3,007	-
Options exercised (a)	396,000	100,308	-	-	(396,000)	-	(40,908)	59,400
Broker options exercised (a)	383,805	74,842	191,902	-	(383,805)	-	(17,271)	57,571
Options issued and Stock-based compensation charged to operations (b)	-	-	-	-	400,000	-	29,127	29,127
<b>Balance-March 31, 2005</b>	<b>61,034,537</b>	<b>9,668,193</b>	<b>15,064,527</b>	<b>134,481</b>	<b>4,933,795</b>	<b>-</b>	<b>674,897</b>	<b>10,477,571</b>
Equity issued (a) **	-	(115,098)	-	-	-	-	-	(115,098)
Stock-based compensation paid on equity issues (a)	-	-	-	-	-	-	17,446	17,446
Warrants exercised (a)	237,000	61,950	(237,000)	(12,975)	-	-	-	48,975
Warrants forfeited	-	-	-	-	-	-	-	-
Options exercised (a)	75,000	19,500	-	-	(75,000)	-	(7,750)	11,750
Broker options exercised (a)	300,000	58,500	150,000	-	(300,000) ***	-	(13,500)	45,000
Options issued and Stock-based compensation charged to operations (b)	-	-	-	-	-	-	-	-
<b>Balance-June 30, 2005</b>	<b>61,646,537</b>	<b>9,693,045</b>	<b>14,977,527</b>	<b>121,506</b>	<b>4,558,795</b>	<b>-</b>	<b>671,093</b>	<b>10,485,644</b>
Equity issued (a)	3,947,368	1,250,127	-	-	-	-	-	1,250,127
Stock-based compensation paid on equity issues (a)	-	-	-	-	355,363 *	-	60,750	60,750
Warrants exercised (a)	450,000	104,950	(450,000)	(13,450)	-	-	-	91,500
Warrants forfeited	-	-	-	-	-	-	-	-
Options exercised (a)	64,500	14,384	-	-	(64,500)	-	(4,709)	9,675
Broker options exercised (a)	299,165	58,337	149,583	-	(299,165) ***	-	(13,462)	44,875
Options issued and Stock-based compensation charged to operations (b)	-	-	-	-	3,300,000	-	301,982	301,982
<b>Balance-September 30, 2005</b>	<b>66,407,570</b>	<b>11,120,843</b>	<b>14,677,110</b>	<b>108,056</b>	<b>7,850,493</b>	<b>-</b>	<b>1,015,654</b>	<b>12,244,553</b>

\* Broker warrants issued to the agent on the issue of common shares. See note 6(a).

\*\* Additional expenses incurred for equity issues of the March quarter

\*\*\* Broker warrants exercised allowing for the purchase of a unit of one common share and ½ a warrant to purchase ½ of a common share.

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# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

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September 30, 2005

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### 6. Share capital (continued)

(a) In 2005, the following equity issues occurred:

1) Quarter ended March 31, 2005

- i) A total of 8,410,098 warrants, 396,000 options issued under the stock option plan and 383,805 options issued to brokers were exercised for cash proceeds of \$1,471,819 resulting in the issue of 9,189,903 common shares.
- ii) The company closed a private placement of 20,000,000 units at \$0.25 per unit and 5,000,000 units at \$0.30 per unit. Each unit issued at \$0.25 consists of one common share and a half warrant, whereby one full warrant is exercisable to buy one common share at \$0.35 per share over a period of two years. The units issued at \$0.30 consists of one flow-through common share and a half warrant, whereby one full warrant is exercisable to buy one non-flow through common share at \$0.40 per share over a period of two years. The issue generated total gross proceeds of \$6,500,000 and net proceeds credited to share capital of \$5,066,695 after payment of shares issue costs of \$835,707 in the March 2005 quarter and \$115,098 paid in the June 2005 quarter, and a stock-based compensation of \$482,500 to the agent paid in the form of 2,500,000 warrants to acquire at \$0.25 per unit, a unit of one common share and a half warrant, whereby one full warrant is exercisable to buy one common share at \$0.35 per share over a period of two years. The fair value of these warrants was estimated at \$0.193 and is calculated as described in note 6(e).

2) Quarter ended June 30, 2005

- i) A total of 237,000 warrants, 75,000 options issued under the stock option plan and 300,000 options issued to brokers were exercised for cash proceeds of \$105,725 resulting in the issue of 612,000 common shares and 150,000 warrants.

3) Quarter ended September 30, 2005

- i) A total of 450,000 warrants, 64,500 options issued under the stock option plan and 299,165 options issued to brokers were exercised for cash proceeds of \$146,050 resulting in the issue of 813,665 common shares and 149,583 warrants.
- ii) The company closed a private placement of 3,947,368 flow-through shares at \$0.38 per share. The issue generated total gross proceeds of \$1,500,000 and net proceeds credited to share capital of \$1,250,127 after payment of shares issue costs of \$189,123 and a stock-based compensation of \$60,750 to the agent paid in the form of 355,363 warrants to acquire a non-flow-through common share at \$0.38 over a period of two years. The fair value of these warrants was estimated at \$0.171 and is calculated as described in note 6(e).

(b) Stock option plan

The company has a stock option plan authorizing the Board of Directors to grant options to directors, officers, employees and consultants to acquire common shares of the company at a price computed by reference to the closing market price of the shares of the company on the business day before the company notifies the stock exchanges of the grant of the option. The number of shares which may be granted to any one person shall not exceed 5% (2% for consultants) over a twelve month period. The options will vest from the date of the grant to 18 months and expire within 5 years, as determined by the board, with exceptions to death, employment, etc. The company is authorized to issue a maximum of 12,321,000 common shares. This is an increase from the previous maximum of 4,786,940 after board approval was obtained in May 2005.

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# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

September 30, 2005

### 6. Share Capital (continued)

#### (b) Stock option plan (continued)

The option activity, under the share option plan and information concerning outstanding and exercisable options, is as follows:

	Three months ended September 30, 2005		September 30, 2004	
	Granted	Weighted Average Exercise Price \$	Granted	Weighted Average Exercise Price \$
Balance - beginning of period	1,705,000	0.15	1,726,000	0.15
Options granted under the stock option plan	3,300,000	0.25	300,000	0.15
Options exercised	(64,500)	0.15	-	-
Options cancelled	-	0.15	-	-
<b>Balance - end of period</b>	<b>4,940,500</b>	<b>0.22</b>	<b>2,026,000</b>	<b>0.15</b>

The fair value of the options issued is estimated at \$0.219, for a total of \$722,700 (\$45,900 in 2004), calculated as described in note 6(e). The stock-based compensation for the quarter, resulting from all issues, amounts to \$301,982, of which an amount of \$272,653 (\$11,475 for the same quarter in 2004) relates to management compensation and the balance consists of compensation to consultants.

As at September 30, 2005, the outstanding options, as issued under the stock option plan to directors and shareholders for the purchase of one common share per option, are as follows:

Option description	Granted	Exercisable	Weighted average Exercise price \$	Expiry date
	1,040,500	1,040,500	0.15	March 2008
	25,000	25,000	0.21	March 2009
	150,000	75,000	0.15	June 2009
	25,000	12,500	0.17	September 2009
	400,000	200,000	0.15	January 2010
	3,300,000	825,000	0.25	July 2010
	<b>4,940,500</b>	<b>2,178,000</b>	<b>0.15</b>	

...continued

# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

September 30, 2005

### 6. Share Capital (continued)

#### (c) Options and warrants to brokers

During the quarter ended September 30, 2005, the company issued warrants to the broker having completed the issue described in Note 6(a). The activity and information concerning outstanding and exercisable warrants and options is as follows:

	quantity	Weighted average exercise price \$
Balance – beginning of period	2,853,795	0.24
Options/warrants granted	355,363	0.38
Options/warrants exercised	(299,165)	0.15
Balance – September 30, 2005	2,909,993	0.26

As at September 30, 2005, the company had the following options/warrants outstanding:

Option description	Granted and exercisable	Weighted average exercise price to purchase unit \$	Exercise price of warrant included in unit	Expiry date
Options to buy units of 1 common share and ½ a warrant to purchase ½ a share	54,630	0.15	0.20	November 2005
Options to buy units of 1 common share and ½ a warrant to purchase ½ a share	2,500,000	0.25	0.35	March 2007
Warrants to buy one common share	355,363	0.38	0.38	September 2007
	2,909,993	0.26		

...continued

# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

September 30, 2005

### 6. Share capital (continued)

#### (d) Share purchase warrants

The company has, as at September 30, 2005, share purchase warrants outstanding entitling the holders to acquire common shares as follows:

Number of warrants	Exercise price \$	Expiry date
1,425,625	0.20	October 2005
40,860	0.20	November 2005
125,000	0.32	May 2006
550,625	0.23 in year 1/ 0.26 in year 2	October 2006
35,000	0.18	October 2006
10,000,000	0.35	March 2007
2,500,000	0.40	March 2007
<b>14,677,110</b>		

#### (e) Fair value

The fair value of warrants and options issued were estimated at their respective grant dates using the Black-Scholes pricing model using the following assumptions:

	March 2005	March 2005
	Stock plan issues	Warrants to Agent
Risk-free interest rate	3.52%	3.38%
Expected life (years)	5	2
Expected volatility	110%	110%
Expected dividend yield	nil	nil
Weighted average grant date fair value	\$0.138	\$0.193

	September 2005	September 2005
	Stock plan issues	Warrants to Agent
Risk-free interest rate	3.27%	3.31%
Expected life (years)	4	1
Expected volatility	100%	100%
Expected dividend yield	nil	nil
Weighted average grant date fair value	\$0.219	\$0.171

# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

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September 30, 2005

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### 7. Supplemental disclosures of expenses and cash flow information

#### i) Interest paid and received

Interest paid during the nine month period amounts to \$2,665 (September 2004 quarter – \$2,658). Interest received during the period amounts to \$13,242 (September 2004 quarter - \$3,998).

#### ii) Non cash-transactions

Non-cash transactions have been incurred in relation to stock-based compensation for the issue of stock options and warrants as partial payment of share issue costs and other services. See note 6 for further details.

### 8. Loss per share

Due to a loss for the fiscal year, no incremental shares are included in calculating the dilutive loss per share because the effect would be anti-dilutive.

### 9. Segmented information

The company has only one reportable segment. All of the company's operations are in one geographic location, Canada, and relate to mining exploration.

### 10. Commitments

The company has entered into long-term leases for premises. The lease for office premises ends on November 30, 2007 and has a five year option renewal. The minimum annual rentals, excluding property taxes and operating expenses, are as follows:

Fiscal 2006	\$38,800
Fiscal 2007	\$22,625

### 11. Subsequent events

- a) On October 3, 2004 the company signed a Letter of Intent to acquire, subject to various conditions, the Caribou and Restigouche Mines located near Bathurst, New Brunswick, from Breakwater Resources Ltd. through its wholly-owned subsidiary, Blue Note Metals Inc. In July 2005, Forest Gate Resources Inc. entered into a revised letter of intent ("LOI") between its wholly-owned subsidiary, Blue Note Metals, Breakwater Resources and Breakwater's wholly-owned subsidiary, CanZinco Ltd., regarding the acquisition of the Caribou and Restigouche Mines. The LOI sets out the provisions that will form the basis of a definitive agreement to be entered into between the two companies; the LOI replaces all other previously announced agreements and understandings between the parties.

Under the terms of the LOI, after raising sufficient funds, Blue Note will acquire the Caribou and Restigouche mines by (i) replacing the reclamation deposits with the New Brunswick government for environmental rehabilitation of approximately \$7 million, and (ii) issuing to CanZinco a C\$15 million convertible debenture with a maturity of five years. The debenture is repayable in shares at CanZinco's option or in cash or shares at maturity at Blue Note's option. Additionally, CanZinco has the right to convert the debenture in return for a direct 20% ownership of the mines; this must be exercised within one year from the commencement of commercial production. Blue Note has also agreed to spend \$1.5 million on exploration on the properties before the 12-month anniversary of the commencement of commercial production. CanZinco will also receive a royalty on zinc metal production in the event the price of zinc reaches US\$0.65 per pound or more as determined by the London Metals Exchange.

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# Forest Gate Resources Inc.

## Notes to the Consolidated Financial Statements (unaudited)

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September 30, 2005

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- b) By way of distribution, a plan of arrangement under the Canada Business Corporations Act (the "CBCA"), of the shares of Blue Note to the shareholders of the Company and further to the arrangement resolution adopted by the shareholders of Forest Gate and Blue Note on May 25, 2005, Forest Gate will transfer to Blue Note a 100% interest of:

- (i) the Canoe Landing Lake polymetallic deposit,
- (ii) the California Lake silver property and
- (iii) the Rio Road gold property,

As well, it proposes to transfer, by way of an assignment, the LOI that the Company has entered into with Breakwater to acquire the Caribou and Restigouche Mines. The Company will also transfer cash of up to \$1 million to Blue Note.

Concurrently, with this transfer of assets and the completion of the arrangement under the CBCA, the Company proposes to subsequently cause the shares of Blue Note to be listed on a recognized stock exchange.

- c) In October 2005, Forest Gate acquired 100% interest of a property known as the West-Side Property, a diamond property on the central-western border of Fort a la Corne forest, new Prince Albert, Saskatchewan. The West-Side property was acquired for 1.7 million shares and 1.5 million share purchase warrants of Forest Gate. The warrants are exercisable at \$0.60 at any time for the next two years. This transaction is subject to the obtaining of regulatory approvals and other contractual conditions.
- d) In November 2005, Blue Note Metals Inc. ("Blue Note"), the wholly-owned subsidiary of the Company, has closed a private placement agreement with a Toronto-based investment bank that raised \$1,000,000 on a private placement basis, in exchange for up to 4,000,000 Units at a price of \$0.25 per Unit. Each Unit consists of one common share and one share purchase warrant, with each whole warrant being exercised at a price of \$0.30 per share for a period of two years following the public listing of Blue Note.
- e) Forest Gate and Blue Note Metals announced that effective at the close of market on November 10, 2005, the Effective Date, holders of Forest Gate common shares at that time will receive 0.1168 Blue Note shares for each Forest Gate share according to the Plan of Arrangement. Upon the Effective Date, the Company will take the necessary measures to transfer \$1,000,000 and the New Brunswick Properties and the shareholders of Forest Gate will become the shareholders of Blue Note in accordance with the Plan of Arrangement.
- f) Subsequent to period end, a proposed business combination between URSA Major Minerals Inc. and Blue Note, a wholly-owned subsidiary of the Company, was not accepted. Due to this, the investment in URSA Major Minerals Inc. has been reclassified as a short term investment. The investment is presented at cost and amounts to \$675,392 for 1,061,205 common shares, representing a share ownership of less than 20%. As at September 30, 2005, the aggregate closing market price of the shares is \$689,783.