ATLANTA GOLD INC.

(a development stage company)

Interim Report - Second Quarter

June 30, 2010

The Company's independent auditors have not reviewed these financial statements.

These interim consolidated financial statements should be read in conjunction with the most recent audited annual consolidated financial statements included in the 2009 Annual Report.

ATLANTA GOLD INC.

(a development stage company)

These interim consolidated financial statements should be read in conjunction with the most recent audited annual consolidated financial statements included in the 2009 Annual Report.

Consolidated balance sheets

(Canadian dollars) (unaudited)

	As At June 30 2010	As At December 31 2009
Assets	$	$
Current assets		
Cash and cash equivalents	1,279,340	1,406,916
Marketable securities	21,859	25,251
Recoverable taxes	5,510	38,624
Prepaid expenses	59,760	82,260
	1,366,469	1,553,051
Mineral properties (note 4)	37,730,700	35,918,661
Property, plant and equipment (note 5)	1,539,168	490,688
Total assets	40,636,337	37,962,400
Liabilities		
Current liabilities		
Accounts payable and accrued liabilities	100,600	153,341
Future income tax liability	4,015,960	4,015,960
	4,116,560	4,169,301
Shareholders' equity		
Capital stock	81,656,144	79,303,843
Warrants	1,435,626	539,658
Contributed surplus	5,536,350	5,384,410
Accumulated other comprehensive income	7,537	10,929
	88,635,657	85,238,840
Accumulated deficit	(52,115,880)	(51,445,741)
	36,519,777	33,793,099
Total liabilities and shareholders' equity	40,636,337	37,962,400

Nature of operations and going concern (note 1)

ATLANTA GOLD INC.

(a development stage company)

These interim consolidated financial statements should be read in conjunction with the most recent audited annual consolidated financial statements included in the 2009 Annual Report.

Consolidated statements of loss, comprehensive loss and deficit

(Canadian dollars) (unaudited)

	Cumulative, since Inception (March 6, 1985) to 30-Jun-10	Three months ended June 30		Six months ended June 30	
		2010	2009	2010	2009
	$	$	$	$	$
Interest and other income	***1,926,928***	1,457	14,866	5,961	16,594
General and administrative expenses :					
Salaries and management fees	***7,400,743***	90,959	84,589	150,177	189,979
Stock based compensation	***2,243,283***	55,973	80,126	122,497	405,339
Professional fees	***5,153,984***	88,626	136,148	178,212	245,413
Investor relations	***2,451,063***	77,522	17,293	124,704	75,177
Travel	***852,052***	7,016	-	11,227	-
Interest	***344,142***	-	-	-	-
Foreign exchange loss	***197,528***	(2,748)	(9,951)	11,921	3,186
Administrative and office	***4,346,158***	43,783	77,526	67,974	106,599
Amortization	***169,891***	903	2,025	2,928	4,050
	23,158,844	362,034	387,756	669,640	1,029,743
Future income tax expense	***981,787***	-	-	-	65,110
Mineral property costs	***29,902,177***	3,173	3,272	6,460	5,024
	54,042,808	365,207	391,028	676,100	1,099,877
Loss for the period	***52,115,880***	363,750	376,162	670,139	1,083,283
Accumulated deficit, beginning of period	-	51,752,130	50,692,578	51,445,741	49,985,457
Accumulated deficit, end of period	***52,115,880***	52,115,880	51,068,740	52,115,880	51,068,740
Weighted average number of consolidated shares outstanding		104,473,811	54,876,543	104,473,811	54,876,543
Loss per share - basic and diluted		0.00	0.01	0.01	0.02
Loss for the period	***52,115,880***	363,750	376,162	670,139	1,083,283
Other comprehensive income:					
Unrealized loss (gain) on available-for-sale marketable securities	***(7,537)***	-	-	3,392	-
Comprehensive loss for the period	***52,108,343***	363,750	376,162	673,531	1,083,283

Nature of operations and going concern (note 1)

ATLANTA GOLD INC.

(a development stage company)

These interim consolidated financial statements should be read in conjunction with the most recent audited annual consolidated financial statements included in the 2009 Annual Report.

Consolidated statements of cash flow

(Canadian dollars) (unaudited)

	Cumulative, since Inception (March 6, 1985) to 30-Jun-10	Three months ended June 30		Six months ended June 30	
		2010	2009	2010	2009
CASH FLOW FROM (USED FOR):	*$*	$	$	$	$
Operating activities					
Loss for the period	***(52,115,880)***	(363,750)	(376,162)	(670,139)	(1,083,283)
Add (deduct) items not involving cash:					
Amortization	***169,891***	903	2,025	2,928	4,050
Mineral property cost written off	***29,667,525***	-	-	-	-
Future income tax expense	***981,787***	-	-	-	65,110
Stock-based compensation expense	***2,243,283***	55,973	80,126	122,497	405,339
Unrealized loss on available-for-sale marketable securities	***(3,392)***	-	-	(3,392)	-
Increase in non-cash working capital	***25,282***	(52,253)	(4,213)	6,325	(207,227)
	(19,031,504)	(359,127)	(298,224)	(541,781)	(816,011)
Financing activities					
Issuance of common shares, net of share issue costs	***74,053,561***	2,237,931	-	2,218,269	837,550
Liability to issue common shares	***-***	-	500,000	-	500,000
Issuance of flow through shares, net of share issue costs	***12,853,631***	-	-	-	-
	86,907,192	2,237,931	500,000	2,218,269	1,337,550
Investing activities					
Fixed asset additions	***(1,370,416)***	(137,226)	-	(152,166)	-
Mineral property expenditures	***(65,225,932)***	(1,260,495)	(290,119)	(1,651,898)	(559,541)
	(66,596,348)	(1,397,721)	(290,119)	(1,804,064)	(559,541)
Increase (decrease) in cash and cash equivalents	***1,279,340***	481,083	(88,343)	(127,576)	(38,002)
Cash and cash equivalents, beginning of period	***-***	798,257	468,438	1,406,916	418,097
Cash and cash equivalents, end of period	***1,279,340***	***1,279,340***	***380,095***	***1,279,340***	***380,095***

ATLANTA GOLD INC.

(a development stage company)

These interim consolidated financial statements should be read in conjunction with the most recent audited annual consolidated financial statements included in the 2009 Annual Report.

Consolidated statements of shareholders' equity

(Canadian dollars) (unaudited)

	Shares issued and subscribed						
	Number of shares	Ascribed value $	Warrants value $	Contributed Surplus value $	Accumulated other comprehensive income $	Accumulated deficit $	Total $
Balance, December 31, 2008	46,872,876	74,496,463	219,677	4,793,273	-	(49,985,457)	29,523,956
Issue shares for cash at $0.10 per common share unit, net of share issue costs (note 6)	8,676,000	622,274	213,481				835,755
Issue shares for cash at $0.12 per common share unit, net of share issue costs (note 6)	28,749,998	3,153,744	106,500				3,260,244
Issue shares at $0.18 per common share to reacquire 1% Royalty, net of share issue costs (note 6)	5,750,000	1,031,362					1,031,362
Stock-based compensation (note 7)				591,137			591,137
Unrealized market gains on available-for-sale marketable securities					10,929		10,929
Loss for the year						(1,460,284)	(1,460,284)
Balance, December 31, 2009	90,048,874	79,303,843	539,658	5,384,410	10,929	(51,445,741)	33,793,099
Issue shares at $0.22 per common share to acquire Newmont assets, net of share issue costs (note 5)	4,535,600	980,338					980,338
Issue shares for cash at $0.16 per common share unit, net of share issue costs (note 6)	14,916,100	1,367,752	897,818				2,265,570
Issue shares at $0.13 per common share on the exercise of warrants (note 6)	18,160	4,211	(1,850)				2,361
Stock-based compensation (note 7)				151,940			151,940
Unrealized market loss on available-for-sale marketable securities					(3,392)		(3,392)
Loss for the period						(670,139)	(670,139)
Balance, June 30, 2010	***109,518,734***	***81,656,144***	***1,435,626***	***5,536,350***	***7,537***	***(52,115,880)***	***36,519,777***

Notes to the Interim Consolidated Financial Statements

(Canadian dollars) (unaudited)

1. NATURE OF OPERATIONS AND GOING CONCERN

The Company's primary property is its Atlanta Gold Property ("Atlanta"), located in Idaho, U.S.A. Atlanta is in the development phase currently awaiting the beginning of mine construction. During the development phase, ongoing exploration continues to upgrade and increase its mineral inventory. The Company's other properties have been written off, including the Rocky Bar gold property, located southwest of the property of Atlanta in Idaho, and diamond properties located on Baffin Island and in Northern Québec and its Québec gold properties, which are in the exploration phase. No further work is planned in these areas. The Company's Quebec gold properties under option from Breakwater Resources Ltd. have been farmed out to others who are focused on exploration and development in this area. The success of their efforts could potentially yield positive results for the Company through earned working interests and retained royalty interests. To date, the Company has not earned generated production revenue and is therefore not considered to be in operation.

Recoverability of exploration and development expenditures is dependent upon the further development of economically recoverable reserves, the preservation of the Company's interest in the underlying mineral claims, it's ability to obtain necessary financing, obtain government approval and attain profitable production, or alternatively, upon the Company's ability to dispose of its interest on an advantageous basis. Changes in future conditions could require material write-downs of the carrying amounts of deferred exploration expenditures.

As at June 30, 2010, the Company's current assets exceeded its current liabilities by $1,265,869 and the Company recorded a second quarter loss of $363,750. Management continues to explore financing alternatives to raise capital. It is not possible to determine with any certainty, the success or adequacy of these initiatives.

The financial statements of the Company have been prepared on the basis that the Company will continue as a going concern, which presumes that it will be able to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect the adjustments to the carrying value of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary if the Company was unable to realize its assets and settle its liabilities as a going concern in the normal course of operation. Such adjustments could be material.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

These interim consolidated financial statements have been prepared by Company's management in accordance with Canadian generally accepted accounting principles ("GAAP"). The consolidated financial statements do not include all the information and disclosure required by Canadian GAAP for annual financial statements. In the opinion of management, all adjustments considered necessary for fair and consistent presentation of these interim financial statements have been included. The accounting policies and their methods of application are consistent with those used in the December 31, 2009 consolidated financial statements, except as disclosed herein. For further information, see the Company's consolidated financial statements and the accompanying notes included in the 2009 Annual Report. Results for the quarter ended June 30, 2010 are not necessarily an indication of the results that may be expected for the full fiscal year ended December 31, 2010.

3. CAPITAL MANAGEMENT

The Company's objective when managing capital is to maintain the confidence of shareholders and investors in the implementation of its business plans by: (i) maintaining sufficient levels of liquidity to fund and support its exploration and development stage properties and other corporate activities, and (ii) maintaining a strong balance sheet, to ensure ready access to debt and equity markets, to facilitate the development of major projects. Management monitors its financial position on an ongoing basis.

Since the Company is in the development stage and does not have any third party long term debt, all of the Company's capital comes from the issuance of equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The acquisition, exploration, financing and development of natural resources require the expenditure of significant funds before production commences. Historically, the Company has financed these activities through the issuance of common shares, the exercise of options and common share purchase warrants, promissory notes and extended terms from creditors. The Company has not declared or paid any dividends and does not foresee the declaration or payment of dividends in the near future. Any decision to pay dividends on its shares will be made by the board of directors on the basis of the Company's future earnings, financial requirements and other conditions existing at such future time.

4. MINERAL PROPERTIES

(Canadian dollars) (unaudited)

	Cumulative, since Inception (March 6, 1985) to 30-Jun-10	**As At June 30 2010**	**As At December 31 2009**
	$	$	$
Atlanta Gold Property			
Balance, beginning of period	***-***	35,918,661	33,100,045
Drilling, analysis, investigations and design	***28,654,171***	878,309	963,837
Project administration and general	***4,813,864***	686,230	524,167
Property acquisition and holding costs	***4,262,665***	247,500	1,330,612
Total expenditures during the period	***37,730,700***	1,812,039	2,818,616
Balance, end of period	***37,730,700***	37,730,700	35,918,661
Rocky Bar Gold Property			
Balance, beginning of period	***-***	-	144,023
Drilling, assays and related field work	***26,143***	-	-
Project administration and general	***117,880***	-	-
Project administration and general	***(144,023)***	-	(144,023)
Total expenditures during the period	***-***	-	(144,023)
Balance, end of period	***-***	-	-
	37,730,700	37,730,700	35,918,661

<u>*Atlanta Gold Property ("Atlanta")*</u>

The Company holds a 100% interest in patented mining lands and unpatented mining claims, and has paid or is expected to pay the following in 2010:

i) Pursuant to an agreement with Monarch Greenback, LLC (“Monarch”), the Company extended its lease and option to purchase the Monarch property to April 30, 2011 by making lease payments of US$50,000 per year and option payments of US$20,000 per month. During the second quarter of 2010, the Company paid US$110,000, and is expected to make monthly lease payments of US$120,000 to Monarch during the balance of 2010;

ii) Annual payment of $10,000 was paid on May 1, 2010 to a lessor as an annual advance royalty payment in respect of some of the patented lands;

iii) Approximately $22,000 is due in August 2010 to the Idaho Bureau of Land Management for annual maintenance fees on the unpatented mining claims; and

iv) Payments totalling $39,500 are due in the fourth quarter of 2010 to four lessors as annual advance royalty payments in respect of some of the patented lands plus accrued interest of $1,225.

5. PROPERTY, PLANT AND EQUIPMENT

	June 30, 2010			December 31, 2009		
	Cost	Accumulated amortization	Net	Cost	Accumulated amortization	Net
	$	$	$	$	$	$
Office furniture and equipment	158,329	158,329	-	158,329	155,401	2,928
Vehicles and field equipment	2,244,945	705,777	1,539,168	1,053,534	565,774	487,760
	2,403,274	864,106	1,539,168	1,211,863	721,175	490,688

On February 1, 2010, the Company completed the purchase from Newmont USA Limited ("Newmont"), of certain mine buildings and equipment, pursuant to an agreement dated December 1, 2010. The Company issued as consideration for the purchased assets, 4,535,600 common shares to Newmont, valued at approximately US $1 million. Relocation of the purchased assets by the Company from Newmont’s properties is required to be completed by October 31, 2010. Share issue cost incurred in respect of the shares issued for the purchased assets was $19,662.

6. CAPITAL STOCK, WARRANTS, AND CONTRIBUTED SURPLUS

a) Issued and outstanding share capital, warrants and stock options

As at June 30, 2010, the Company had 109,518,734 common shares outstanding, stock options to purchase 5,426,667 additional common shares at exercise prices ranging from $0.18 to $2.85 and warrants to purchase 29,323,788 additional common shares at an exercise prices ranging from $0.13 to $0.25. Stock options expire between February 2011 and April 2015. Warrants expire between November 2010 and April 2012, but certain warrants may expire earlier at the Company's election, if the Company's share price exceeds $0.50 for 20 consecutive trading days.

Details of the stock options, and share purchase warrants issued, exercised, forfeited and expired since December 31, 2008 are as follows:

	Share purchase warrants			*Stock options*	
	No. of shares	*Weighted average price $*	*Fair market value of warrants $*	*No. of shares*	*Weighted average price $*
Balance, December 31, 2008	8,162,000	0.25	219,677	2,016,668	0.74
Securities issued	5,321,360	0.23	319,981	2,850,000	0.34
Securities cancelled	-	-	-	(700,000)	0.53
Securities expired	-	-	-	(13,334)	4.28
Balance, December 31, 2009	13,483,360	0.24	539,658	4,153,334	0.49
Securities issued	15,858,588	0.25	897,818	1,300,000	0.19
Securities exercised	(18,160)	0.13	(1,850)	-	-
Securities expired	-	-	-	(26,667)	3.15
Balance, June 30, 2010	29,323,788	0.25	1,435,626	5,426,667	0.41

The weighted-average remaining contractual life of all stock options outstanding is 43 months as follows:

Expiry date	*No. of shares*	*Exercise price $*
February 13, 2011	13,334	2.85
June 28, 2011	10,000	1.80
September 28, 2011	50,000	1.65
November 6, 2011	13,333	1.50
December 11, 2011	10,000	1.35
February 28, 2013	1,405,000	0.63
February 11, 2014	2,125,000	0.32
April 20, 2014	250,000	0.30
April 20, 2014	250,000	0.60
March 25, 2015	1,100,000	0.18
April 21, 2015	200,000	0.23
	5,426,667	

b) Capital stock offering

On April 20, 2010, the Company completed the sale by private placement of 14,916,100 units at 0.16 per unit for gross proceeds of $2,386,576. Each unit consisted of one common share and one common share purchase warrant, exercisable at a price of $0.25 per share until April 19, 2012. The Company has the right to accelerate the expiry date of the warrants if the closing trading price of the Company's common shares exceeds $0.50 for twenty consecutive trading days. In connection with this financing, the Company paid finder's fees totaling $150,798, and issued 942,488 compensation warrants, exercisable to purchase 942,488 common shares until April 19, 2011, at a price of $0.25 per share. 825,000 units were purchased by officers and directors of the Company.

7. STOCK BASED COMPENSATION

The Company issues stock options to employees, officers, directors and consultants to the Company.

In April 2010, the Company granted options to purchase 200,000 shares to various employees, exercisable at $0.23 per share until April 2015. 40% of the options vest immediately; 30% of the options vest in April 2011, and 30% of the options vest in April 2012. The fair market value of these options is $43,900.

During the second quarter of 2010, $55,973 of the fair value of all outstanding options was expensed and $25,971 was capitalized. The remaining fair value of the options will be recorded as stock-based compensation as follows: a) In 2010, $66,733 will be expensed and $16,575 will be capitalized during the year; and b) In 2011, $6,582 will be expensed in the first quarter of 2011 and $11,524 will be capitalized during the year; and c) In 2012, $1,646 will be capitalized in the first quarter.

The fair value of all stock options granted has been estimated at the date of grant using the Black-Scholes option pricing model. The current quarter's valuation was calculated with the following assumptions: weighted-average risk free interest rate of 2.37%, expected volatility of the market price of the Company's common stock of 195.6%; and weighted average expected life of the options of 5 years.

8. SEGMENTED INFORMATION

The Company operates in two geographical segments: Canada and United States.

The comparative interest and other income and loss incurred for the six months ended June 30, 2010 and 2009, and the assets identifiable to those segments as at the most recent quarterly interim period ended are as follows:

	Six months ended June 30, 2010			***Six months ended June 30, 2009***		
	Canada	***USA***	***Total***	***Canada***	***USA***	***Total***
	$	***$***	***$***	***$***	***$***	***$***
Interest and other income	5,961	-	5,961	16,594	-	16,594
Stock-based compensation	122,497	29,443	151,940	405,339	185,798	591,137
Loss and comprehensive loss for the period	670,139	-	670,139	1,083,283	-	1,083,283
Identifiable assets	1,868,436	38,767,901	40,636,337	320,626	34,658,838	34,979,464
Expenditures for additions to:						
Mineral properties	-	1,812,039	1,812,039	-	371,523	371,523
Property,plant and equipment	-	1,152,166	1,152,166	-	-	-
	Balance, December 31, 2009					
Identifiable assets	1,554,780	36,407,620	37,962,400			

9. COMPARATIVE FIGURES

Certain comparative figures may have been reclassified to conform with the presentation adopted in the current period.

Management Discussion and Analysis

This discussion and analysis of financial position and results of operations of Atlanta Gold Inc. (the "Company") and its subsidiaries for the three and six months ended June 30, 2010 has been prepared as of August 4, 2010. The discussion below should be read in conjunction with the unaudited interim consolidated financial statements of the Company and the notes thereto for the three and six months ended June 30, 2010 and the audited consolidated financial statements of the Company for the year ended December 31, 2009. The Company's consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. All amounts in financial tables, except per share amounts, are expressed in thousands of Canadian or U.S. dollars unless otherwise indicated.

Additional information relating to the Company is filed with securities regulatory authorities in Canada and is available on SEDAR at www.sedar.com.

Cautionary Statement on Forward Looking Information

This document includes "forward-looking information" and "forward-looking statements" (collectively, "forward-looking information"), within the meaning of applicable securities legislation, concerning the Company's business, operations, financial performance, condition and prospects, as well as management's objectives and strategies. Forward-looking information is based on assumptions, estimates, analysis and opinions of management made in light of its experience and its perception of trends, current conditions and expected developments, as well as other factors which the Company believes to be relevant and reasonable in the circumstances.

Forward-looking information is frequently identified by the use of words such as "may", "will", "could", "believe", "intend", "expect", "seek", "anticipate", "plan", "continue", "estimate", "predict", "potential" and similar terminology suggesting outcomes or statements regarding an outlook. Forward-looking information is included in the "Outlook" section of this MD&A as well as elsewhere in this document. Specifically, this document contains forward-looking information regarding, among other things, the effects of the Company's mining strategy on gold recovery rates and the environmental impact at its Atlanta project; the expected enhancement of the gold resource at Atlanta following completion of additional exploration; the development of a gold mine and potential gold production levels at Atlanta; the completion of additional sampling and metallurgical testing of by-products at Atlanta and the potential of such by-products to reduce the net costs of mining and processing of the gold resource; the completion of advanced scoping and pre-feasibility studies on the Atlanta project, the timing and parameters thereof, including in respect of production levels and life-of-mine estimates; the extent, nature, targets, objectives and completion of the Company's 2010 exploration program; the completion, size, timing of and use of proceeds from future financings and the adequacy thereof to complete the Company's objectives for 2010; the continuance and enhancement of environmental initiatives, including the timing to complete enhanced water treatment facilities at Atlanta and the effectiveness thereof; the continuance of developmental initiatives including securing requisite permits; the impact on the Company of the asset acquisition from and the agreements in principle with Newmont USA Limited, the subsequent completion of the transactions contemplated thereby and the time to complete the relocation of the acquired assets to the Atlanta project; the time needed prior to commencement of mining and production at Atlanta; and the timely exercise of the option on the Abitibi gold property.

Forward-looking information involves known and unknown risks, uncertainties and other factors which may cause actual events and the Company's actual results to differ materially from those predicted, expressed or implied by the forward-looking information and readers are cautioned not to unduly rely on such forward-looking information and to carefully consider the risks and uncertainties involved with respect to such forward-looking information. Such risks and uncertainties include, but are not limited to, the Company's limited financial resources and its ability to raise sufficient funds on a timely basis to fund the capital and operating expenses necessary to achieve its business objectives and to continue as a going concern; risks associated with the mining industry (including operational risks in exploration, development and production; delays or changes in plans with respect to exploration or development projects or capital expenditures; uncertainties relating to the interpretation of the geology, continuity, grade and size estimates of the mineral reserve and resource estimates; the uncertainty of estimates and projections in relation to production, costs and expenses; the uncertainty surrounding the ability of the Company to obtain and the expected time to obtain all permits, consents or authorizations required for its operations and activities; and health, safety and environmental risks), adverse weather conditions, and the risk of fluctuations in gold prices and foreign exchange rates . Further information on the risks and uncertainties is described herein under "Uncertainties and Risk Factors" and in the Company's 2009 Annual Information Form under "Risk Factors".

Such forward-looking information is based on a number of assumptions, including but not limited to, the successful and timely completion of the additional financings described herein, the expected timelines necessary to complete and the successful completion of the exploration, development, permitting and pre-production activities, the level and volatility of the price of gold, the accuracy of reserve and resource estimates (including with respect to size, grade and recoverability) and the geological, operational and price assumptions on which they are based, the ability to achieve capital and operating cost estimates and general business and economic conditions. Should one or more risks materialize or should any assumptions prove to be incorrect, then actual results could vary materially from those expressed or implied by the forward-looking information.

Readers are cautioned that the foregoing list of risks, uncertainties, assumptions and other factors is not exhaustive. The Company undertakes no obligation to update publicly or revise any forward-looking information or the foregoing list of factors, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

Overview

The Company is engaged in the exploration and development of the Atlanta Gold project ("Atlanta"), an advanced-stage gold property near Atlanta, Idaho, U.S.A.

In early 2008, the Company changed the mining strategy for Atlanta from bulk mining and cyanide heap leaching, to a combined shallow open-pit and underground operation with an on-site milling facility with no cyanide circuit. This new mining strategy will produce both a gravity concentrate and a precious metal rich sulphide concentrate to be custom smelted. It will also reduce the environmental footprint by 95% and increase expected metal recovery rates from 63% to 90%. Each of these improvements is critical to the sustainable development of the Atlanta gold mine.

This more selective method of ore extraction positively addresses environmental concerns identified during previous permitting efforts. Management is confident that by continuing to work closely with environmental groups, the town of Atlanta and surrounding communities, federal, state and local agencies as well as other stakeholders, it will be successful in obtaining the regulatory approvals necessary to develop a combined shallow open pit mine and an underground mine at Atlanta in a timely manner.

The Company continues to hold other lower priority exploration properties including the Abitibi gold property in northwestern Quebec ("Abitibi"), the Jackson Inlet diamond property on the Brodeur peninsula of Baffin Island ("Brodeur") and the Torngat diamond property located in Northern Québec ("Torngat"). Details and a discussion of the Abitibi and Brodeur properties are included in the "*Capital Expenditures*" section below.

Plan for Operations - 2010:

The Company commenced a major exploration program at Atlanta in May 2010. Positive results from exploration programs to date demonstrate the presence of a significant gold mineralized system which remains open in all directions. An aggressive follow-up exploration program is warranted. The Company intends to finance the $2.2 million exploration program with cash on hand and proceeds from future equity financings. The timing and the extent of drilling, exploration and other activities for 2010 are dependent upon availability of additional funding.

In March 2009 the Company completed an internal NI 43-101 Technical Report and Resource Estimate which estimated the total Measured and Indicated resource for Atlanta to be 3.0 million tons above cut-off grades of 0.05 ounces per ton (opt) gold for the mini-pit resource and 0.10 opt gold for the underground resource with an average grade of 0.154 opt gold and 0.357 opt silver, that contain 460,338 ounces of gold and 1,069,900 ounces of silver, respectively, or approximately 474,900 equivalent ounces of gold (including silver resources as a gold equivalent).

The Company's exploration objective is to increase the gold mineral resource inventory at Atlanta by 125,000 ounces (4,285,700 grams) from the current 475,000 to approximately 600,000 equivalent ounces (16,285,700 to 20,571,400 grams) of gold by the end of 2010 by:

a. increasing the size of the near-surface, shallow open-pit resource which can be mined at a relatively low cost;

b. completing infill drilling to upgrade the resource status of the sparsely-drilled higher-grade (0.35+ ounce-per-ton) (12.0+ gram per ton) zones found between the Monarch and Idaho areas in the west and the East Extension area in the east at the 900-1,200 foot horizon; and

c. increasing the confidence in the continuity between these higher-grade zones.

To complete all of its planned expenditures for the year ending December 31, 2010, the Company estimates that its total funding requirement will be approximately $8.0 million of which the Company has raised approximately $2.4 million. Subject to completion of additional funding of $5.6 million, the following planned exploration program will include up to 55,000 feet (17,000 metres) of diamond drilling (which commenced in May 2010 with the mobilization of two drills working seven days per week on 12-hour rotating shifts).

Atlanta Shear Zone

- complete up to 33,000 feet (10,000 metres) of core drilling to an intermediate depth of 1,200 feet (400 metres) on the East Extension and Monarch areas to seek extensions to the higher grade drill intercepts in the Newmont and Glaspey zones. The 1,500 to 2,000 foot (450 to 600 metre) distance between these highly prospective zones is underexplored as previous programs focused on shallower, potentially open-pitable mineralization;

- complete 20,000 feet (3,000 metres) of shallow infill core drilling to a depth of 400 feet (122 metres) on the East Extension and West Monarch zones to confirm the surface findings and delineate continuity and grade of the gold-silver mineralization;

- survey, sample and assay 1,400 feet (427 metres) of trenches and assay approximately 1,000 soil samples to further evaluate the near surface potential of the Atlanta Shear Zone. The 2008 and 2009 trenching programs exposed and identified significant gold-bearing mineralization in 95% of the returned samples; and

- continue to evaluate the economic potential of mining and processing by-products from the Atlanta Shear Zone.

The Company had completed 20,000 feet of its 55,000-foot 2010 surface drilling program by July 31, 2010.

Tahoma Structure

- complete 2,000 feet (300 metres) of shallow core drilling to a depth of 400 feet (122 metres)

Drilling completed prior to 2010 has extended the length of the Atlanta Shear Zone to 11,400 feet (3.5 kilometres) and the zone remains open to the east and west. The majority of the current Measured and Indicated 474,900-gold equivalent ounce resource (including silver resources as a gold equivalent), as estimated by the Company’s March 2009 NI 43-101 Technical Report and Resource Estimate, is located between the surface and the 6,400-foot elevation (a vertical depth of 800 feet from the top of Atlanta Hill).

In July 2010, the Company received the assay results from its 2009 6-hole 3,040-foot surface diamond core drilling program in the East Extension. Definition drilling was conducted with infill holes to better define open pit and underground potential by increasing the density of drilling in mineralized zones which increases confidence in, and confirms continuity of, higher grade portions of the resource, and with step-out holes which test areas outside previously interpreted limits.

Assay results for the six drill holes in the 2009 surface drilling program are provided below with four assays above 0.10 ounces per ton, or opt (3.429 grams per tonne, or gpt) Au shown in bold italics. One hole intersected 5 feet of 0.549 ounces per ton (18.8 grams per tonne) Au.

Hole Identification	From (Feet)	To (Feet)	Width (Feet)	True Width (Feet)*	Assay (opt Au) **	True Width (Meters)*	Assay (gpt Au)
D09130E01 [(1)]	336.0	341.0	5.0	3.5	0.024	1.1	0.823
	377.0	***382.0***	***5.0***	***3.5***	***0.549***	***1.1***	***18.823***
	488.0	***490.0***	***2.0***	***1.4***	***0.111***	***0.4***	***3.806***
	533.0	***543.0***	***10.0***	***7.0***	***0.172***	***2.1***	***5.897***
D09140E02	263.0	273.0	10.0	7.0	0.035	2.1	1.200
	303.0	308.0	5.0	3.5	0.021	1.1	0.720
	343.0	348.0	5.0	3.5	0.031	1.1	1.063
	468.0	488.0	20.0	14.0	0.035	4.3	1.183
D09145E03	123.0	128.0	5.0	3.5	0.047	1.1	1.611
	133.0	138.0	5.0	3.5	0.027	1.1	0.926
	148.0	153.0	5.0	3.5	0.023	1.1	0.789
	163.0	173.0	10.0	7.0	0.062	2.1	2.126
D09125E04 [(2)]	323.0	333.0	10.0	7.0	0.026	2.1	0.874
	383.0	388.0	5.0	3.5	0.028	1.1	0.960
	393.0	398.0	5.0	3.5	0.031	1.1	1.063
	448.0	***453.0***	***5.0***	***3.5***	***0.287***	***1.1***	***9.840***
	498.0	508.0	10.0	7.0	0.028	2.1	0.960
D09085E05	248.0	273.0	25.0	17.5	0.041	5.3	1.413
	288.0	293.0	5.0	3.5	0.061	1.1	2.091
D09075E06	299.0	344.0	45.0	31.5	0.024	9.6	0.809
	344.0	368.0	24.0	16.8	0.038	5.1	1.29

* *True widths are estimates based on current available data and may be subject to change.*

** *Assays of less than 0.02 opt Au have not been reported.*

(1) *Includes 5.0 feet of 0.549 opt (18.823 gpt) Au*
Includes 2.0 feet of 0.111 opt (3.806 gpt) Au
Includes 10.0 feet of 0.172 opt (5.897 gpt) Au
(2) *Includes 5.0 feet of 0.287 opt (9.840 gpt) Au*

The 2010 exploration program is currently focused on the Atlanta Shear Zone which has a surface expression that is 11,400 feet (3,475 metres) long, 30 to 120 feet (9 to 37 metres) wide and extends from surface to a known vertical depth of 1,850 feet (564 metres) with numerous splays branching off to the northwest and southeast of the main Shear. The Company is also investigating possible satellite mineralization systems in areas surrounding the main Shear, including the Tahoma structure which is located approximately half a mile north of the main Shear and half a mile south of the town of Atlanta.

In July 2010 the Company received assay results from the first ten holes of its 2010 surface diamond core drilling program in the Monarch and East Extension areas at its Atlanta gold property in Idaho.

The highlight of these initial drill results was hole D10231E04 which averaged 0.476 ounces of gold per ton (opt) (16.32 gpt) over 10 feet (3 metres) of core within the main mineralized zone at a vertical depth of approximately 350 feet (107 metres) below surface. This composite intersection included an intercept of 0.729 opt (24.99 gpt) Au over 3.3 feet (1 metre) of core width.

Assay results for the first ten drill holes in the 2010 surface drilling program are provided below with four assays above 0.10 opt (3.43 gpt) Au shown in bold italics.

Hole Identification	From (Feet)	To (Feet)	Width (Feet)	True Width (Feet)*	Assay (opt Au) **	True Width (Metres)*	Assay (gpt Au)
D10241E01	220.0	225.0	5.0	3.5	0.060	1.1	2.06
	320.0	325.0	5.0	3.5	0.048	1.1	1.65
D10248E02	Less Than 0.020 opt Au						
D10248E03	Less Than 0.020 opt Au						
D10231E04(1)	280.0	290.0	10.0	6.5	0.051	2.1	1.73
	395.0	***405.0***	***10.0***	***6.5***	***0.476***	***2.1***	***16.32***
D1014E05	Less Than 0.020 opt Au						
D10221E06	***295.0***		***5.0***	***3.5***	***0.113***	***1.1***	***3.87***
D10101W01(2)	***745.0***		***10.0***	***6.5***	***0.152***	***2.0***	***5.21***
	770.0	780.0	10.0	6.5	0.024	2.0	0.82
	785.0	***795.0***	***10.0***	***6.5***	***0.136***	***2.0***	***4.66***
	810.0	820.0	10.0	6.5	0.021	2.0	0.72
	835.0	840.0	5.0	3.3	0.022	1.0	0.75
	870.0			6.5	0.029	1.7	0.99
D10101W02	628.0		5.0	3.0	0.033	0.9	1.13
	815.0			24.0	0.039	7.3	1.34
	895.0	900.0	5.0	3.0	0.025	0.9	0.86
	910.0	930.0	20.0	12.0	0.052	3.7	1.78
	950.0	960.0	10.0	6.0	0.047	1.8	1.61
	975.0	985.0	10.0	6.0	0.032	1.8	1.10
	995.0			9.0	0.062	2.7	2.13
D10085W03(3)	600.0			14.0	0.087	4.3	2.99
	955.0		5.0	3.5	0.040	1.1	1.37
	975.0		15.0	10.5	0.031	3.2	1.07
	1000.0		10.0	7.0	0.035	2.1	1.19
D10085W04	645.0		5.0	3.3	0.039	1.0	1.34
	1005.0	1030.0	25.0	16.3	0.041	5.0	1.40
	1115.0	1125.0	10.0	6.5	0.026	2.0	0.89
	1140.0	1170.0	30.0	19.5	0.054	5.9	1.86
D10078W05	580.0			6.0	0.022	1.8	0.75
	995.0	1005.0	10.0	6.0	0.054	1.8	1.85
	1020.0	1065.0	45.0	27.0	0.049	8.2	1.68
	1075.0	1100.0	25.0	15.0	0.036	4.6	1.23
	1130.0	1135.0	5.0	3.0	0.027	0.9	0.93

* *True widths are estimates based on current available data and may be subject to change.*

** *Assays of less than 0.02 opt Au have not been reported.*

(1) *Includes 3.3 feet of 0.729 opt (24.99 gpt) Au*
(2) *Includes 3.3 feet of 0.247 opt (8.47 gpt) Au*
Includes 3.3 feet of 0.138 opt (4.73 gpt) Au
(3) *Includes 3.5 feet of 0.214 opt (7.34 gpt) Au*

The Company is embarking on its most aggressive exploration program to date and management is encouraged by the results of this first round of drilling from the planned 55,000 feet of surface drilling at Atlanta. While the distribution of high-grade values within the Atlanta Shear Zone is not fully understood, the intercepts in holes D10231E04, D10221E06 and D10101W01 show that the mineralized system contains attractive grades and widths for a combined open pit and underground mining operation. Of particular interest on the main Shear is the relatively unexplored area in the 900 to 1,200 foot horizon between the Newmont Zone in the west (below the Monarch area) and the Glaspey Zone in the east (below the East Extension). The 1,500 to 2,000 foot (450 to 600 metre) distance between these highly prospective zones is underexplored as previous programs focused on shallower, potentially open-pitable mineralization. There are also numerous other prospective zones and areas to drill test throughout this large mineralized system. With each set of drill results, we will learn more and be able to more effectively focus subsequent rounds of drilling on these targets.

The Company's fund raising initiatives in 2010 have taken longer to complete than anticipated and this has resulted in some delays in completing some planned programs and expenditures. Specifically, the Company's planned continued rehabilitation of the first 800 feet (244 metres) of the historic 900 Adit and, if warranted, the rehabilitation of the next 1,475 feet (450 metres) of the 900 Adit is expected to occur in 2011. This will be followed by a 12,000-foot (3,658-metre) underground drilling program from the rehabilitated 900 level drift to expand the Glaspey zone (below the East Extension) in at least two directions.

The Company has continued to act in the best interests of the surrounding communities and environment by voluntarily continuing to improve the health of the Boise River through treating 2 to 2.5 million gallons of discharge water per month (46 to 58 gallons per minute) through the pilot water treatment facility ("PWTF#1") constructed and operated by the Company's wholly-owned subsidiary, Atlanta Gold Corporation ("AGC") near the portal of the 900 Adit.

In February, 2010 the United States Environmental Protection Agency ("EPA") advised AGC that discharge monitoring reports received from AGC since August 2009 indicated certain effluent limit violations and expressed concern that arsenic and iron concentrations could continue to exceed effluent limitations until additional treatment or other corrective actions are implemented. The EPA conducted an audit of AGC's records in order to evaluate AGC's compliance with the United States Clean Water Act. The EPA acknowledged AGC's plan, submitted in October 2009, to install a complete water treatment plant, which was then contemplated to be initiated sometime in the spring or summer of 2011. Upon securing all required water rights, permits and authorizations and completion of a milling facility, the plant would be fully commissioned in 2012. The water treatment plant would be an integral part of the mill design.

AGC has also submitted a draft Plan of Operations (POO) for an enhanced / expanded PWTF#1 to the U.S. Forest Service. The POO proposes an addition / enhancement to the existing PWTF#1 consisting of the construction of two additional water treatment storage basins east of the two existing PVC-lined water treatment ponds. Each basin has a design volume of approximately 100,000 gallons and the combined volume will double the capacity of the existing PWTF#1. Sediment control is the primary tool for the control of water quality and the final containment and treatment prior to discharge. Discharge water is captured inside the portal and piped to a chemical treatment process where it then flows through a series of settlement ponds allowing suspended solids to precipitate. The addition / expansion of PWTF#1 will greatly increase sediment control and is expected to result in the meeting of effluent limits for suspended solids.

Proposed environmental and development-related initiatives for 2010 include:

- expand the capability of PWTF#1 to allow additional residence time and reduce discharges of both iron and arsenic to the surface water system in 2010. The Company plans to redesign, excavate and expand the capacity of the reclamation ponds at the 900 Adit to enhance environmental performance;

- continue enhancement of Atlanta's environmental performance, including ongoing removal of naturally-occurring arsenic from historic water effluents;

- continue collaboration with local communities, environmental, regulatory and other stakeholders;

- secure economic, environmental and technical studies and water rights and permits required to advance the project to production;

- evaluate alternative sites to accommodate infrastructure related to the Atlanta project; and

- dismantle and relocate the property, plant and equipment purchased from Newmont to Idaho.

During the first quarter of 2010, the Company engaged P&E Mining Consultants Inc. ("P&E") of Brampton, Ontario to complete an independent National Instrument 43-101 Technical Report and Pre-Feasibility Study for the Atlanta Gold Project. To facilitate the transition to a Pre-Feasibility Study, P&E will also complete an independent Advanced Scoping Study for a combined open pit and underground operation at Atlanta. This Scoping Study will include preliminary mine and plant design, capital and operating cost estimates, metallurgy, environmental studies and permitting in detail. P&E will also provide a detailed analysis of historic exploration data including a comprehensive 3-Dimensional model of the Atlanta Shear Zone.

The Scoping and Pre-Feasibility Studies, which are expected to be completed by mid-2011, will be based on a pilot-scale mining operation which assumes that the Company will mine only the Measured and Indicated resource identified in the NI 43-101 Technical Report. The Company plans to continue expanding and upgrading this resource in 2010. The Studies will be based on a combined shallow open pit (2 shallow open pits) and underground mining operation expected to produce approximately 272,000 tons of ore per year, and envisions production and sale of smelter-grade gold and silver concentrate to a smelter in Nevada. In conjunction with the Studies, the Company is developing a business plan which contemplates initial annual production estimated to be 40,000 ounces (1,134,000 grams) of gold through the use of an 800 to 1,200 ton per day dual circuit mining and gravity-flotation milling operation. The Studies are designed to review and confirm the existing mineral resource estimate, determine preliminary designs, estimate capital and operating costs for a shallow open pit and underground mine with different ore and waste production rates. The Studies will include a financial analysis based on reasonable assumptions about each of the foregoing factors and other technical and economic factors. The Studies will be the first ones to apply current economics to a combined shallow open pit and underground mine operation at Atlanta.

Based on a nominal production rate of 800 tons of ore per day or 272,000 tons of ore per year, average annual production over the 12-year mine life is forecast to be 40,000 ounces of gold contained in 11,000 tons of concentrate. Subject to timely receipt of adequate funding, and requisite permits, the Company plans to begin mining at Atlanta and produce concentrates in late 2011 or early 2012. If the Company experiences delays in obtaining sufficient funding or the requisite permits, the Company's timeline for completion of the Studies and the commencement of mining operations and production may be adversely affected.

The Company continues to pursue several alternative sources of funding which may include equity and/or debt components. Assuming that additional financing of $5.6 million is obtained in a timely manner, the Company expects to increase the mineral resource inventory at Atlanta to 600,000 equivalent ounces of gold by December 31, 2010, and subject to receipt of requisite permits, to remain on schedule to commence mining at Atlanta in the third quarter of 2011, and to produce concentrates in late 2011 or early 2012.

Like all similar mining projects, Atlanta has its challenges but the combination of a proven record of historical production, a Shear Zone with an 11,400-foot (3,475-metre) strike length, a 30 to 120 foot (9 to 37 metre) width, a known vertical depth of 1,850 feet and numerous splays branching off to the northwest and southeast of the main Shear, significant depth and multi-million ounce potential, presents what management believes to be an outstanding value proposition.

AGREEMENTS WITH NEWMONT USA LIMITED

In December 2009, AGC entered into a definitive agreement with Newmont USA Limited ("Newmont"), a wholly owned subsidiary of Newmont Mining Corporation, to purchase certain fixed assets, including a building, four 2,200-horsepower diesel-powered generators, two water treatment plants and other equipment. The transaction was completed on February 1, 2010 and the Company issued 4,535,600 common shares in satisfaction of the US$1 million purchase price. The acquired assets were located at three Newmont sites in Nevada. In July 2010, Atlanta Gold completed the dismantling and shipment of the buildings and equipment from two of the Newmont sites to Idaho and commenced dismantling buildings and equipment at the third Newmont site. All of the acquired assets must be removed from Newmont's sites by October 31, 2010. The Company has removed and relocated to Idaho all of the acquired assets except for four 2,200 horsepower natural gas powered generators which are expected to be relocated by September 2010. These generators are expected to provide sufficient electricity to operate the Atlanta gold mine.

In the second quarter of 2009, Newmont also agreed in principle to sell up to an additional US$500,000 in plant and equipment to be agreed upon. Newmont also agreed in principle to purchase and process the gold-silver concentrate to be produced from Atlanta on terms to be negotiated. At the pilot-scale Atlanta mill, ore containing gold and silver will be crushed to a coarse size and then transported from the mine to an on-site concentrator, where it will be finely ground and then treated by successive stages of flotation, resulting in a filter concentrate expected to contain approximately 2 to 3 ounces of gold per ton of concentrate. Gold recovery is expected to be 90%, using conventional milling, gravity separation and flotation techniques to produce the concentrate. The gold-silver concentrate will be delivered for final treatment to Newmont's concentrate autoclave plant in Nevada which is within a one-day return trucking distance from Atlanta, Idaho.

The Company believes that completion of these transactions with Newmont represents a very important milestone for the Company as they will secure a market for the Company's concentrate, provide necessary infrastructure on favourable terms to advance development of Atlanta, allow the Company to conserve cash, significantly reduce the Company's future capital costs and support the Company's on-going financing efforts.

Overview of Financial Results

Equity Financing

The Company raised gross proceeds of approximately $2,386,600 in April 2010 by completing a non-brokered private placement of 14,916,100 common share units ("Units") at $0.16 per Unit. Each Unit consisted of one common share of the Company and one common share purchase warrant, exercisable at $0.25 per share for up to 24 months, with the Company having the right to accelerate the expiry date of the warrants if the closing price of the Company's common shares on the TSX Venture Exchange ("TSXV") exceeds $0.50 for twenty consecutive trading days. In comparison, the Company received gross proceeds of $867,600 in the first half of 2009 in respect of a private placement completed in January and February 2009, by issuing 8,676,000 common share units at $0.10 per unit, with each unit consisting of one common share and one-half of one warrant, exercisable at $0.25 per share for up to 24 months.

During the second half of 2010, the Company intends to raise additional gross proceeds of up to $5.6 million by completing an equity private placement. Timely completion of this financing will enable the Company to substantially achieve its objectives for 2010 and remain on track for commencement of production at Atlanta in late 2011 or early in 2012.

Proceeds from the placement will principally be used for permitting and exploration expenditures in respect of the Company's Atlanta gold project, and for general working capital purposes.

Liquidity and Capital Resources

Cash as at June 30, 2010 was $1,279,000 compared to $1,407,000 as at December 31, 2009, and $380,000 as at June 30, 2009. The modest declines of $128,000 in cash for the first six months of 2010 and $38,000 for the first six months of 2009 are reflective of the budgeting efforts made by the Company, as well as completion of an equity financing in April of 2010 and in the first quarter of 2009.

Working capital surplus as at June 30, 2010 was $1,266,000, compared to a surplus of $199,000 as at June 30, 2009. Cash used in operations for the first six months of 2010 was $542,000 compared to $816,000 for the comparative period ended June 30, 2009, reflecting lower head office expenses and cash payments to Atlanta suppliers during the first half of 2010. Cash generated from financing activities was $2,218,000 for the first half of 2010 compared to $1,338,000 for the comparative period ended June 30, 2009. Cash used for investing activities for the first half of 2010 was $1,804,000 compared to $560,000 for the comparative period ended June 30, 2009.

The Company's fund raising initiatives in 2010 have taken longer to complete than anticipated. Management has initiated discussions with prospective investors and expects to complete a financing in the third quarter of 2010.

Shareholders' Equity

As at June 30, 2010, the Company had (a) 109,518,734 common shares issued and outstanding (December 31, 2009 – 90,048,874); (b) stock options outstanding to purchase 5,426,667 common shares (December 31, 2009 – 4,153,334) at exercise prices ranging from $0.18 to $2.85 per share and expiring between February 2011 and April 2015; and (c) warrants to purchase 28,323,788 common shares of the Company at exercise prices between $0.13 and $0.25 per share, expiring between December 2010 and April 2012. In certain instances, the expiry dates of certain of the warrants may be accelerated by the Company. Shareholders' equity as at June 30, 2010 was $88,628,000 compared to $85,228,000 as at December 31, 2009. Stock options outstanding as at June 30, 2010 had a weighted average exercise price of $0.41 per share (December 31, 2009 - $0.49 per share) and a weighted average life of 43 months (December 31, 2009 – 45 months).

In connection with the financing completed in April 2010 (details are provided in the "*Equity Financing*" section above), the Company paid a cash finders' fees totaling $150,798 and issued 942,488 compensation options to registrants. Each compensation option entitles the holder to purchase one common share of the Company at a price of $0.25 per share for one year.

General and Administrative Expenses

Corporate overhead expenses incurred during the first six months of 2010 were $670,000, compared to $1,030,000 incurred during the first six months of 2009. The decline by $360,000 in the first half of 2010 when compared to the first half of 2009 is primarily due to lower stock-based compensation expense, and also reflects the Company's continued cost reduction program which reduced salaries, professional fees and head office administration expenses. This reduction was partially offset by a $50,000 increase in investor relations expense for the first six months of 2010 over that incurred in the comparable period of 2009, reflecting the engagement of additional investor relations firms.

A $12,000 loss was realized from foreign exchange transactions during the first six months of 2010, compared to a loss of $3,000 incurred during the first six months in 2009, reflecting a weakening of the Canadian dollar relative to the U.S. dollar. The Company's equity financings are completed in Canadian dollars and its expenses are primarily incurred in U.S. dollars and accordingly, the Company is exposed to foreign exchange risk. The Company does not use derivative instruments to reduce its exposure to such risks.

Capital Expenditures

Atlanta gold property, Idaho, USA:

Expenditures in the second quarter of 2010 of $1,260,000 were focused on mobilization of two drills, commencement of the 2010 surface drilling program, dismantling, removal and relocation of purchased buildings and equipment from Nevada to Idaho, property lease payments, environmental and permitting expenditures, instalment payments on purchase of a royalty interest and the audit of the assay database. By comparison, expenditures in the second quarter of 2009 of $290,000 were focused on preparations to secure the portal at the historic 900 Adit and to rehabilitate the Adit, establishing a baseline and grid system, excavating and sampling trenches down to the C Zone and securing permits required to proceed with work on site.

Brodeur diamond property, Baffin Island, Canada:

Brodeur consists of 52 mineral claims located on the Brodeur Peninsula of Baffin Island covering approximately 126,900 acres (513.5 square kilometres). The Company continues to hold a total of 51.1 carats of diamonds which were recovered at Brodeur in 2001 and 2002 from 12 samples weighing a total of 248.4 tonnes.

Abitibi gold property, Quebec, Canada:

Pursuant to the terms of an agreement entered into with Breakwater Resources and Niogold Mining Corp. ("Niogold") in September 2008, the Company holds an option, exercisable until September 2010, to acquire a 60% interest on a portion of the Abitibi property comprised of the Normar and Mouskor claims. The Company's option will be exercisable at no cost to the Company upon Niogold completing $1.2 million in exploration expenditures on the Malartic portion of the Abitibi property. If the option is exercised, the Company may, in certain circumstances, have the opportunity to increase its interest to up to 80% in the Normar and Mouskor claims and to also acquire a 2% royalty interest in the Malartic claims. The Company wrote off the remaining carrying value of Abitibi in 2007. Niogold has advised that it intends to complete the $1.2 million in expenditures and thereby exercise the Company's and its option by September 2010. The Company also has a 100% interest in an additional 13 mining claims in the Abitibi area.

Contingencies and Commitments

All amounts in this section are expressed in thousands of Canadian dollars, except in respect of Atlanta, which are expressed in thousands of U.S. dollars).

The Company has made commitments in respect of its head office leases and mineral properties as follows:

	Years 1-2	Years 3-4	Beyond Year 4
Head office	13	11	-
Atlanta *(1)(2)(3)*	310	20	10

1. *Pursuant to an amendment to one of the Atlanta lease-purchase option agreements, US$29,500 of a final option payment will be repaid in December 2010, plus accrued simple interest of 5% per year.*
2. *Pursuant to an amending agreement dated April 30, 2009 with Monarch Greenback, LLC, the Company renewed its Mining Lease and Option to purchase a 658.9-acre property adjacent to the Atlanta project for a further two years until April 30, 2011.Under the terms of the agreement, the Company has the right to acquire a 100% interest in the property subject to a floating rate net smelter return royalty with a maximum rate of 3.5%. The agreement requires optional annual and optional monthly payments totaling US$580,000 over a two-year period to maintain the Option in good standing. The Company paid US$210,000 in 2009, and US$170,000 in 2010 (including US$110,000 during the second quarter of 2010) and the remaining US$200,000 balance is payable in monthly installments to April 2011.*
3. *Pursuant to an agreement signed on September 23, 2009 with Canadian American Mining Company, the Company purchased a 1% net smelter return (NSR) royalty in exchange for 5.75 million common shares of the Company plus a payment of US$200,000. US$70,000 was paid in 2009 and US$60,000 was paid in the first six months of 2010. The remaining balance of US$70,000 is payable in monthly installments to January 2011.*

Summary of Quarterly Results

Head office expenses of $362,000 incurred during the second quarter of 2010 were marginally lower than expenses of $388,000 incurred during the same quarter in 2009. Interest and other income earned in the second quarter of 2010 was lower compared to the same period in 2009, reflecting both lower cash levels and lower interest rates in the second quarter of 2010. The Canadian dollar weakened slightly relative to the U.S. dollar resulting in the Company realizing a $3,000 foreign exchange gain during the second quarter of 2010, as compared to a gain of $10,000 realized during the second quarter of 2009.

The following table discloses certain financial data for the eight most recently completed quarters, expressed in thousands of Canadian dollars (except per share data - basic and fully diluted)

Quarter ended	**Total Revenues** ***(4)***	**General and Administrative Expenses**	**Net Loss** ***(3)***	**Loss per share**
June 30, 2010	-	362	364 *(1)(2)*	0.01
March 31, 2010	-	308	306 *(1)(2)*	0.00
December 31, 2009	-	310	(101)*(1)(2)*	(0.01)
September 30, 2009	-	331	478*(1)(2)*	0.01
June 30, 2009	-	388	376 *(1)(2)*	0.01
March 31, 2009	-	642	707 *(1)(2)*	0.01
December 31, 2008	-	338	(380) *(1)(2)*	(0.02)
September 30, 2008	-	465	499 *(1)(2)*	0.02

1. *Includes: (a) mineral property costs written off or expensed as follows: $3 during the second quarter of 2010, $3 during the first quarter of 2010, $14 during the fourth quarter of 2009, $133 during the third quarter of 2009, $3 during the second quarter of 2009, and $2 during the first quarter of 2009; and (b) future income tax provisions (recoveries) taken as follows: ($422) during the fourth quarter of 2009, $65 during the first quarter of 2009; ($688) during the fourth quarter of 2008; and $48 during the third quarter of 2008.*
2. *Includes stock based compensation expense charged as follows: $56 during the second quarter of 2010, $66 during the first quarter of 2010, $38 during the fourth quarter of 2009, $49 during the third quarter of 2009, $80 during the second quarter of 2009; $325 during first quarter of 2009; $38 during the fourth quarter of 2008; and $116 during the third quarter of 2008.*
3. *The Company has not incurred any losses arising from discontinued operations or extraordinary items in the last eight quarters.*
4. *Since the Company is a development-stage company, it does not generate any revenue.*

The Company presently operates in two countries, Canada and the United States. Although the Company has an interest in two gold properties and two diamond properties, it has focused its activities since early 2008 on Atlanta.

The level of the Company's development activities at Atlanta is impacted by winter weather conditions. These factors result in lower overall levels of activity on the Company's properties during these seasons. However, as Atlanta advances toward the production stage and permanent facilities are constructed, the impact of adverse weather conditions is expected to be reduced as the Company expects to conduct exploration, development, mining and milling activities on a year-round basis.

The Company assesses, on a regular basis, whether any impairment has occurred in the carrying value of its mineral properties. If such impairment has occurred, a write-down is charged in the period that the impairment took place. In 2007, the Company wrote off the carrying value of its projects other than Atlanta. The Company has determined that no charges had to be taken against Atlanta during the second quarter of 2010.

Outlook

Atlanta Gold Property

Over the past five years, gold has been unique as a commodity which has consistently increased in value year over year. In the current period of economic recession, as governments worldwide utilize deficit financing to provide economic stimulus, there is a consensus building that the price of gold will continue to increase over the long term. Major gold mining companies are having difficulty maintaining their resource / reserve base. This is expected not only to have a positive upward pressure on the gold price, but also on the value of existing measured and indicated resources not currently in production.

As the Company continues to make progress building its resource base, and the associated environmental and economic framework at Atlanta, it expects that industry interest in this project will continue to develop. Support for this view may be found in the completion of the asset acquisition from and additional agreements in principle with Newmont USA. The worldwide economic downturn has significantly increased the availability of new and used equipment and skilled personnel. By investing now to acquire necessary infrastructure on favourable terms, the Company will reduce future capital and operating expenses at Atlanta and further advance the Atlanta Project.

Management expects that the job creation potential for projects, such as Atlanta, which embrace the highest standards of environmental and social responsibility, will be recognized by the various governmental regulatory agencies.

The Atlanta project is important because it has a measured and indicated resource and significant potential for additional gold deposits that will provide substantial long-term economic and environmental benefits to the town of Atlanta, the surrounding communities and the State of Idaho, as well as to the Company and its shareholders.

Between November 2009 and April 2010, the Company completed equity financings for gross proceeds of $5,850,000. Proceeds from these financings are being used to provide short-term funding for permitting, exploration and development expenditures at Atlanta, and for general working capital purposes. Additional financing will be required to be completed in the third quarter of 2010. Successful completion of such financing is expected to allow the Company to remain on track to commence mining at Atlanta in late 2011 or early 2012. Management is confident that these financings will be completed. However, if delays occur in raising such funds, achievement of the Company's objectives for 2010 and 2011 may also be delayed.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements.

Transactions with Related Parties

The Company does not have any amounts owing to or from related parties as at June 30, 2010, and 2009. Two officers of the Company participated in the financing completed by the Company in April 2010, purchasing a total of 825,000 units for an aggregate subscription price of $132,000.

International Financial Reporting Standards

In January 2006, the CICA's Accounting Standards Board ("AcSB") formally adopted the strategy of replacing Canadian GAAP with International Financial Reporting Standards ("IFRS") for Canadian enterprises with public accountability. On February 13, 2008, the AcSB and the CICA confirmed that the use of IFRS will be required in 2011 for publicly accountable profit-oriented enterprises. The current conversion timetable calls for financial reporting under IFRS for accounting periods commencing on or after January 1, 2011 with appropriate comparative data from the preceding year. For these entities, IFRS will be required for interim and annual financial statements relating to fiscal years commencing on or after January 1, 2011.

Consequently, the Company will continue to present its results for the 2010 interim periods and for the year ended December 31, 2010 using Canadian GAAP. In 2011, the Company will be required to restate for comparative purposes amounts reported for 2010 using Canadian GAAP to reflect contemporary IFRS. To accomplish this, commencing in fiscal 2010, the Company intends to maintain accounting records in accordance with both Canadian GAAP and IFRS in order to have comparative financial statements on full implementation of IFRS in 2011.

The Company initiated its IFRS transition project in 2008. The project consists of three principal phases: preliminary study and diagnostic, detailed component evaluation, and embedding. The plan addresses the impact of the IFRS transition on accounting policies, implementation decisions, infrastructure, and control activities.

IFRS 1 – "First-time Adoption of International Financial Reporting Standards" sets out the guidelines for the initial adoption of IFRS. Under IFRS, the standards are applied retroactively at the transitional balance sheet date with all adjustment to assets and liabilities taken to accumulated deficit, unless certain exemptions are applied. The Company is currently assessing these exemptions to full restatement that are permitted under IFRS.

The areas of IFRS that may have the most potential impact to the Company are those that deal with property, plant and equipment, foreign exchange translation, asset impairment, borrowing costs and asset retirement obligation. The International Accounting Standards Board continues to make revisions to or replace existing IFRS standards that address certain of these areas. Some of the anticipated changes may have come into effect prior to the Company's transition date, such that IFRS may differ at the transition date from its current form. However, it is likely that the majority of the changes may occur subsequent to the Company's date of transition.

At June 30, 2010, the Company is in the second phase of the IFRS transition project which is the detailed component evaluation phase. In this phase, further evaluation of the financial statement areas impacted by IFRS will be completed involving a more detailed, systematic gap analysis of the accounting and disclosure differences between Canadian GAAP and IFRS. This detailed assessment will facilitate decisions around accounting policies and overall conversion strategy. The Company has and will continue to invest in training and resources throughout the transition period. Management expects to quantify the impact of these differences on the Company's consolidated financial statements in its 2010 third quarter interim report. Specifically:

1. Working papers on the impact on property, plant and equipment, foreign exchange translation, asset impairment, borrowing costs, asset retirement obligation, non-financial liabilities, revenue recognition, tax, leasing and consolidation are being finalized.

2. Work has continued on refining existing financial reporting systems to enable reporting in both Canadian GAAP and IFRS. The system is planned for completion in the 2010 third quarter interim report.

3. IFRS 1, "First-Time Adoption of International Financial Reporting Standards", provides companies adopting IFRS for the first time with a number of optional exemptions and certain mandatory exceptions to facilitate the preparation of their opening balance sheet. A determination of which of the optional exemptions that will be relied upon has yet to be made by management but is expected to be completed by the 2010 third quarter interim report.

The Company expects to determine the full accounting impact of adopting IFRS in its 2010 third quarter interim report.

The Company expects to schedule a special audit committee meeting in the fourth quarter of 2010 to discuss the impact of adopting IFRS as at the transition date and to approve the changes to the accounting policies.

The Company's first financial statements completed under IFRS will be the interim financial statements for the three months ending March 31, 2011, which will include notes disclosing extensive transitional information and full disclosure of all new IFRS policies.

Changes to Internal Controls Over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the second quarter of 2010 that have affected or which are reasonably likely to materially affect the Company's internal control over financial reporting.

Share Capital

As at August 4, 2010, the Company had 109,518,734 common shares outstanding, incentive stock options outstanding to purchase 5,426,667 common shares at prices ranging from $0.18 to $2.85 per share and expiring between February 2011 and April 2015. The Company also has warrants outstanding to purchase 29,323,788 common shares at prices between $0.13 and $0.25 per share, exercisable between December 2010 and April 2012.

Uncertainties and Risk Factors

The Company does not currently hold any interest in a mining property in production and its future success depends upon its ability to find, develop, exploit and generate revenue from mineral deposits. Exploration and development of mineral deposits involve significant financial risks, which even a combination of careful evaluation, experience and knowledge may not eliminate and there can be no assurance that any of the Company's current projects will ultimately be developed into a profitable mining operation. A number of factors beyond the control of the Company may affect the marketability of any diamonds, gold or any other minerals discovered. Resource prices have fluctuated widely and are beyond the Company's control. Revenue and profitability will be determined by the relationship of the Company's production costs and in respect of diamonds, the relative quality of the diamonds extracted and in respect of gold, the recovered grade of gold, to resource prices. The effect of these factors cannot accurately be predicted. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further exploration and development of its projects or to fulfill its obligations under applicable agreements. Although the Company has been successful in the past in obtaining financing through the sale of equity securities, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties with the possible dilution or loss of such interests. The operations of the Company require licenses and permits from various governmental authorities and while the Company currently holds all necessary licenses and permits required to carry on its activities and believes it is complying with such licenses, permits and all applicable laws and regulations, such licenses, permits and laws are subject to change and there can be no assurance that the Company will in future be able to obtain all necessary licenses and permits. Furthermore, the cost of complying with changes in governmental laws and regulations has the potential to reduce the profitability of future operations. The acquisition of title to mineral projects is a very detailed and time-consuming process and although the Company has taken precautions to ensure that legal title and interest to its properties are properly recorded, there can be no assurance that the interests of the Company in any of its properties may not be challenged or impugned. In management's view, there has been no material change in the nature or magnitude of any of the risks faced by the Company during the second quarter of 2010.

August 4, 2010