GREAT WESTERN MINERALS GROUP LTD.

CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2009
(Canadian dollars)

Management's Responsibility for Consolidated Financial Statements

The accompanying consolidated financial statements of Great Western Minerals Group Ltd. are the responsibility of management and have been approved by the Board of Directors.

Management, in conformity with Canadian generally accepted accounting principles, has prepared the consolidated financial statements. The consolidated financial statements include some amounts that are based on best estimates and judgments.

The management of the Company, in furtherance of the integrity and objectivity of data in the consolidated financial statements, has developed and maintains a system of internal accounting controls. Management believes the internal accounting controls provide reasonable assurance that financial records are reliable and form a proper basis for preparation of consolidated financial statements and that assets are properly accounted for and safeguarded. The internal accounting control process includes management's communication to employees of policies that govern ethical business conduct.

The Board of Directors carries out its responsibility for the consolidated financial statements principally through its audit committee, consisting entirely of outside directors. The audit committee reviewed the Company's annual consolidated financial statements and recommended their approval to the Board of Directors. The shareholders' auditors have full access to the audit committee, with or without management being present.

The shareholders' auditors, Hergott Duval Stack LLP, Chartered Accountants, in accordance with Canadian generally accepted audit standards, have examined these consolidated financial statements and their independent professional opinion on the fairness of the consolidated financial statements is attached.

"Audrey McMillan, CA"
Chief Financial Officer

Saskatoon, Saskatchewan

Hergott Duval Stack LLP
CHARTERED ACCOUNTANTS

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AUDITORS' REPORT

To the Shareholders of
Great Western Minerals Group Ltd.

We have audited the consolidated balance sheet of Great Western Minerals Group Ltd. as at December 31, 2009 and 2008 and the consolidated statements of loss and deficit, cumulative other comprehensive loss and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2009 and 2008 and the consolidated results of its operations and cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Hergott Duval Stack LLP

SASKATOON, SASKATCHEWAN

March 22, 2010 (except for note 19 e and f, which are at April 1, 2010)

Chartered Accountants

GREAT WESTERN MINERALS GROUP LTD.

CONSOLIDATED BALANCE SHEET

DECEMBER 31, 2009
(Canadian dollars)

	2009	2008
ASSETS		
Current Assets		
Cash	$ 1,164,764	$ 646,941
Accounts receivable	1,834,675	1,485,254
Inventory	2,212,461	2,797,047
Deposits and prepaid expenses	369,174	563,783
	5,581,074	**5,493,025**
Investment in Vaaldiam Resources Ltd. (Note 4)	225,633	85,500
Mineral properties (Note 5)	19,826,547	18,241,796
Capital assets (Note 6)	3,317,060	5,270,869
Intangible assets	1,445,576	1,615,644
Goodwill	2,660,153	2,660,154
Other long-term asset	-	15,000
	$ 33,056,043	**$ 33,381,988**
LIABILITIES		
Current Liabilities		
Accounts payable	$ 2,924,280	$ 2 ,513,722
Demand loan (Note 7)	596,635	1,313,669
Corporate taxes payable	27,845	86,974
Current portion of long-term debt (Note 8)	1,215,174	6,135,011
	4,763,934	**10,049,376**
Long -term debt (Note 8)	-	837,659
Deferred gain on sale of building (Note 6)	178,051	-
Future income taxes (Note 12)	860,453	1,044,910
	5,802,438	**11,931,945**
SHAREHOLDERS' EQUITY		
Share capital (Note 9)	46,702,187	39,243,321
Special purchase warrants (Note 9)	2,510,168	-
Contributed surplus (Note 9)	5,429,928	3,172,590
Cumulative other comprehensive loss	(2,693,285)	(3,225,451)
Deficit	(24,695,393)	(17,740,417)
	27,253,606	**21,450,043**
	$ 33,056,043	**$ 33,381,988**

Approved by the Board

"Ian McNaughton" "Jim Engdahl"

GREAT WESTERN MINERALS GROUP LTD.

CONSOLIDATED STATEMENTS OF LOSS AND DEFICIT

YEAR ENDED DECEMBER 31, 2009

(Canadian dollars)

	2009	2008
Sales	$ 11,994,734	$ 6,915,250
Cost of sales	8,959,487	5,081,003
Gross margin	**3,035,247**	**1,834,247**
Expenses		
General and administration	1,438,389	2,025,832
Wages and benefits	2,887,383	2,562,363
Stock based incentives	2,175,262	214,984
Property research	30,757	93,547
Professional fees	460,809	194,087
Investor relations	224,920	367,819
Other direct overhead	1,083,524	104,616
	8,301,044	**5,563,248**
Loss before interest, taxes and depreciation	**(5,265,797)**	**(3,729,001)**
Depreciation	1,018,177	649,568
Interest expense	1,212,591	507,516
Interest income	(407,621)	(68,214)
Other income	(113,480)	(50,004)
Foreign exchange loss (gain)	62,615	(904,938)
Part XII.6 tax	500,000	-
Loss before undernoted items	**(7,538,079)**	**(3,862,929)**
Gain on disposal of assets	191,340	2,158
Impairment of goodwill	-	(500,000)
Loss on abandonment of mineral properties	(10,600)	(1,567,421)
Loss before income taxes	**(7,357,339)**	**(5,928,192)**
Income tax recovery	(8,337)	(60,467)
Future income tax recovery (Note 12)	(394,026)	(719,181)
Net loss	**(6,954,976)**	**(5,148,544)**
Deficit, beginning of year	(17,740,417)	(12,591,873)
Deficit, end of year	**$ (24,695,393)**	**$ (17,740,417)**
Basic and fully diluted loss per share	**$ (0.041)**	**$ (0.032)**
Weighted average number of shares outstanding	**164,414,152**	**162,165,385**

GREAT WESTERN MINERALS GROUP LTD.

CONSOLIDATED STATEMENT OF CUMULATIVE OTHER COMPREHENSIVE LOSS

YEAR ENDED DECEMBER 31, 2009

(Canadian dollars)

	2009	2008
Cumulative other comprehensive loss, beginning of year	**$ (3,225,451)**	**$ (1,462,180)**
Other comprehensive income (loss)		
Unrealized loss on available for sale investments	(5,941)	(2,004,500)
Translation adjustment	538,107	241,229
Cumulative other comprehensive loss, end of year	**$ (2,693,285)**	**$ (3,225,451)**

GREAT WESTERN MINERALS GROUP LTD.

CONSOLIDATED STATEMENT OF CASH FLOWS

YEAR ENDED DECEMBER 31, 2009
(Canadian dollars)

	2009	2008
Cash flows from (used in) operating activities		
Net loss	$ (6,954,976)	$ (5,148,544)
Items not affecting cash		
Depreciation	1,018,177	649,568
Future income tax recovery	(394,026)	(719,181)
Stock-based incentives	2,175,262	214,984
Gain on disposal of capital asset	(191,340)	-
Loss on abandonment of mineral properties	10,600	
Interest on convertible debenture paid with shares	17,103	-
Foreign exchange gain on debenture paid with shares	(419,081)	-
Net changes in non-cash working capital items related to operations	(92,719)	(229,085)
	(4,831,000)	**(5,232,258)**
Cash flows from (used in) investing activities		
Additions to mineral properties	(1,576,250)	(4,273,399)
Purchase of capital assets	(15,137)	(3,727,072)
Purchase of intangible assets	-	(1,700,678)
Proceeds on disposal of capital assets	1,277,945	-
Change in goodwill/intangibles	-	(1,498,092)
	(313,442)	**(11,199,241)**
Cash flows from (used in) financing activities		
Issuance of share capital	6,581,214	4,617,351
Share issue costs	(518,152)	(890,402)
Proceeds of issuance of long-term debt	816,667	6,727,368
Repayment of long-term debt	(1,217,464)	(381,872)
	5,662,265	**10,072,445**
Net increase (decrease) in cash during the year (Note 10)	**517,823**	**(6,359,054)**
Cash beginning of year	646,941	7,005,995
Cash, end of year	**$ 1,164,764**	**$ 646,941**

1. Nature of operations and going concern

Great Western Minerals Group Ltd. (the "Company") was incorporated under the Business Corporations Act of British Columbia on September 30, 1983. Effective December 12, 2007, the Company's jurisdiction was continued out of British Columbia into the federal jurisdiction. The Company is in the development stage with respect to its interests in mineral properties. Its wholly-owned subsidiary, Great Western Technologies Inc. ("GWTI"), is a manufacturer and producer of specialty alloys, powders and related value added products used in the aerospace, automobile, industrial, computer and high-tech industries. The Company's wholly-owned subsidiary, GWUS Inc., holds the interest in the Deep Sands property acquired in the third quarter of 2007. On June 27, 2008, the Company purchased all of the issued and outstanding shares of Less Common Metals Ltd. ("LCM") of Birkenhead, United Kingdom ("UK") through a newly-created wholly-owned subsidiary, LCMG Ltd. ("LCMG") of Birkenhead, UK. LCM is a leading global manufacturer and supplier of rare earth based alloys, high purity metals, and ultra-high purity indium.

These financial statements have been prepared on the basis of generally accepted accounting principles as applicable to a going concern, which contemplates the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. For the year ended December 31, 2009, the Company reported an after-tax loss of $6,954,976, an accumulated deficit of $24,695,393, and working capital of $817,140. As at year end, the Company has not generated positive cash flow from operations.

The Company has incurred significant operating losses in its exploration and manufacturing operations, and its ability to continue as a going concern is dependent upon the discovery of economically recoverable mineral reserves, the ability of the Company to obtain necessary financing to complete their development and fund their operations until commercially successful, and future production or proceeds from the disposition thereof. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. While the Company has been successful in raising financing to date, there can be no assurances that it will be able to do so in the future.

These financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported expenses and balance sheet classifications that would be necessary if the going concern assumption was inappropriate. These adjustments could be material to the financial statements.

2. Significant accounting policies

Basis of presentation

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles. Generally accepted accounting principles require that management make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Areas of significance requiring the use of management estimates related to the determination of the recoverability of capitalized mineral exploration costs, stock-based compensation and the determination of future income tax assets and liabilities. Actual amounts could differ from those estimates.

Principles of consolidation

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, GWTI, GWUS Inc., LCM, LCMG, and inactive subsidiaries, Texoro Resources Corporation and Great Western Minerals USA Inc. Interests in joint ventures are accounted for by the proportionate consolidation method. The Company accounts for investments in which it has significant influence over under the equity method, and investments designated as available for sale are recorded at fair value.

2. Significant accounting policies (continued)

Cash
Cash consists of cash on hand, balances with banks and investments in money market funds.

Inventory
Inventory is valued at the lower of cost and net realizable value as determined on a first-in, first-out basis.

Mineral properties
Subject to compliance with Provincial Mineral Regulations, the Company holds the right to explore for and develop mineral resources on various Crown property dispositions within certain provinces in Canada. The Company also owns property in the United States of America.

The cost of mineral properties and related exploration and development costs are deferred until the properties to which they relate are placed into production, sold or abandoned. These costs will be amortized on the unit-of-production method following the commencement of production or written-off if the properties are sold or abandoned. Management periodically assesses carrying values of non-producing properties and if management determines that the carrying values cannot be recovered or the carrying values are related to properties that are allowed to lapse, the unrecoverable amounts are expensed.

The recoverability of the carried amounts of mineral properties is dependent on the existence of economically recoverable ore reserves; the ability to obtain the necessary financing to complete the development of such ore reserves and the success of future operations. The Company has not yet determined whether any of its mineral properties contain economically recoverable reserves. Amounts capitalized as mineral properties represent costs incurred to date, less write-downs and recoveries, and do not necessarily reflect present or future values.

Capital assets
Capital assets are recorded at cost. Equipment is amortized using the straight-line method. Annual amortization rates are as follows:

Building	4%
Computer equipment	30%
Furniture	20%
Leasehold improvements	20%
Motor vehicles	25%
Plant equipment	20%

Intangible assets
The customer list of LCM is being amortized over its expected useful life, which is ten years.

Goodwill
Goodwill represents the excess of the purchase price of the Company's interest in the businesses acquired over the fair value of the underlying net identifiable tangible and intangible assets arising on acquisitions. The Company determines, at least once annually, whether the fair value of the business to which goodwill has been attributed is less than the carrying value of the business's net assets including goodwill, thus indicating impairment. The Company completed the annual test to determine, whether for the year ended December 31, 2009, there was impairment in the carrying amount of goodwill. As a result of this review, no impairment was recognized.

2. Significant accounting policies (continued)

Future income taxes

The Company uses the asset and liability method of recording income taxes. This method recognizes the future income tax inflows and outflows that will result whenever the carrying amount of an asset or liability is recovered or settled.

The Company finances a portion of its exploration activities through the use of flow-through shares. The Company records the tax cost of expenditures renounced to subscribers on the date the deductions are renounced to the subscribers. Share capital is reduced and future income tax liabilities are increased by the estimated tax benefits renounced by the Company to the subscribers, except to the extent that the Company has unrecorded loss carryforwards and tax pools in excess of book value available for deduction.

Asset retirement obligations

The Company recognizes the fair value of liabilities for asset retirement obligations in the period in which they occur and/or in which a reasonable estimate of such costs can be made. The asset retirement obligation is recorded as a liability, with a corresponding increase to the carrying amount of the related long-lived asset. Subsequently, the asset retirement cost is allocated to expenses using a systematic and rational method and is also adjusted to reflect period-to-period changes in the liability resulting from passage of time and revisions to either timing or the amount of the original estimate of the undiscounted cash flow. The Company currently does not have any asset retirement obligations.

Revenue recognition

Revenue is recognized on product sales when the products are shipped. In addition, rental income and interest income is recognized as it becomes earned.

Foreign currency translation

For integrated foreign operations, foreign currency transactions are translated to Canadian dollars using the temporal method. Under this method, all monetary assets and liabilities expressed in foreign currencies are translated at quarter end exchange rates. Income statement items are translated at the average rate prevailing during the quarter. All other assets and liabilities are translated at the rates prevailing at the dates the assets were acquired or liabilities incurred. The resulting foreign currency translation gains and losses are included in the determination of loss for the quarter. For self-sustaining foreign operations, foreign currency transactions are translated to Canadian dollars using the current rate method. Under this method, all assets and liabilities expressed in foreign currency are translated at the quarter end exchange rate. Income statement items are translated at the average rate prevailing during the year. The resulting foreign currency translation amount is shown in a separate part of other comprehensive income.

Stock-based compensation plan

The Company has a share option plan that is described in Note 9. Options granted under the share option plan are accounted for using the fair-value method. Under this method, the fair-value of stock options granted is measured at estimated fair-value at the grant date and recognized over the vesting period. Consideration received on the exercise of stock options is recorded as share capital and the related contributed surplus on options granted is transferred to share capital.

Use of estimates

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. By nature, valuations are subjective and do not necessarily result in precise determinations. Should underlying assumptions change, the estimated values could change by a material amount.

2. Significant accounting policies (continued)

Adoption of new accounting standards

Section 3064, *Goodwill and Intangible Assets:*

Effective January 1, 2009, the Company prospectively adopted (CICA) Handbook Section 3064 *Goodwill and Intangible Assets* (Section 3064). This new accounting standard replaces Section 3062 *Goodwill and Other Intangible Assets* and Section 3450 *Research and Development Costs.* This new accounting standard provides guidance on the recognition of intangible assets in accordance with the definition of an asset and the criteria for asset recognition, as well as clarifying the application of the concept of matching revenues and expenses, whether these assets are separately acquired or internally developed. The adoption of this new Section did not have a significant impact on the Company's financial statements.

EIC-173 *Credit risk and the fair value of financial assets and financial liabilities:*

In January 2009, the CICA issued Emerging Issues Committee ("EIC") Abstract 173 *Credit risk and the fair value of financial assets and financial liabilities.* The EIC provides guidance on how to take into account credit risk of an entity and counterparty when determining the fair value of financial assets and financial liabilities, including derivative instruments. The Company adopted EIC-173 on January 1, 2009, and the adoption of this new section did not have a significant impact on the Company's financial statements.

EIC-174 *Mining exploration costs*:

In March 2009, the CICA issued EIC-174, *Mining exploration costs*. The EIC provides guidance on the accounting and the impairment review of exploration costs. This EIC applies to interim and annual financial statements relating to fiscal years beginning on or after January 1, 2009. Adoption of this EIC did not have any effect on the Company's financial statements.

Future accounting pronouncements

International financial reporting standards

In October 2009, Accounting Standards Board (AcSB) issued a third and final IFRS Omnibus Exposure Draft confirming that Canadian GAAP for publicly accountable enterprises will be converged with IFRS effective in calendar year 2011. The Company's first financial statements presented in accordance with IFRS will therefore be the year ended December 31, 2011. Though IFRS uses a conceptual framework similar to Canadian GAAP, there are some significant differences on recognition, measurement and disclosure requirements. In the period leading up to the changeover, the AcSB will continue to issue accounting standards that are converged with IFRS, thus mitigating some of the impact of adopting IFRS at the changeover date. The International Accounting Standard Board (IASB) will, however, also continue to issue new accounting standards during the conversion period. As a result, the final impact of IFRS on the Company's financial statements will only be measureable once all IFRS applicable at the conversion date are known. As a result of this convergence, the Company has developed a plan to convert its financial statements to IFRS. Management has not yet completed its quantification of the effects of adopting IFRS. The financial performance and financial position as presented in the Company's Canadian GAAP financial statements may be significantly different when presented in accordance with IFRS.

Business Combinations (Section 1582), Consolidated Financial Statements (Section 1601), and Non-controlling Interests (Section 1602)

In January 2009, the CICA issued Handbook Sections 1582 Business Combinations (Section 1582), 1601 Consolidated Financial Statements (Section 1601), and 1602 Non-Controlling Interests (Section 1602) which replace CICA Handbook Sections 1581 Business Combinations and 1600 Consolidated Financial Statements Section 1582 establishes standards for accounting for business combinations that is equivalent to the business combination accounting standard under IFRS and will be applicable to business combinations with acquisition dates on or after January 1, 2011. Early adoption of this Section is permitted. Section 1601, together with Section 1602, establishes standards for the preparation of consolidated financial statements,

(Canadian dollars)

2. Significant accounting policies (continued)
Future accounting pronouncements (continued)
Business Combinations (Section 1582), Consolidated Financial Statements (Section 1601), and Non-controlling Interests (Section 1602) (continued)
consolidated financial statements, and will be applicable to the Company's interim and annual consolidated financial statements for the fiscal year beginning January 1, 2011. Early adoption of this Section is permitted. If the Company chooses to early adopt any one of these Sections, the other two sections must also be adopted at the same time. The company is evaluating the impact of the adoption of these sections on its consolidated financial statements.

3. Investment in LCM and LCMG Ltd.
On June 27, 2008, the Company, through a newly-incorporated, wholly-owned United Kingdom subsidiary, LCMG, acquired all of the issued and outstanding shares of common stock of LCM, a corporation domiciled in Birkenhead, United Kingdom (the "LCM Shares"). The purchase price of $9,660,433 was funded as follows:

(i) $3,882,214 in cash of which £1,500,000 ($3,041,400) was funded with a loan secured against the assets of LCM. LCM then lent the money to LCMG who used it to pay the vendors a portion of the purchase price. See Notes 7 and 8 for further details on the loan.
(ii) The Company issued a £2,800,000 ($5,677,280) convertible debenture (the Convertible Debenture), which included a $608,280 completion fee and 750,000 common share purchase warrants (the Warrants) valued at $100,939 to the Vendors.

As part of the acquisition of the LCM Shares, the Company entered into a series of commitments as described in Note 14. The acquisition was accounted for using the purchase method and the following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition, as at June 27, 2008:

Current assets	$ 7,378,354
Property, plant and equipment	3,194,155
Intangible assets	1,700,678
Goodwill	3,160,154
Total assets acquired	**15,433,341**
Current liabilities	4,610,846
Future income tax liability	1,162,062
Net assets acquired	**$ 9,660,433**

4. Investment in Vaaldiam Resources Ltd.
The Company owns 7,521,092 (2008- 9,500,001) common shares of Vaaldiam Resources Ltd. (Vaaldiam). The Company does not have significant influence over Vaaldiam, and as such accounted for the investment using the cost method, with it being classified as an available-for-sale investment. Vaaldiam is publicly-traded on the TSX Venture Exchange (TSX V). The market value of the Company's common share interest in Vaaldiam at December 31, 2009 is $225,633 (December 31, 2008 - $85,500).

(Canadian dollars)

5. Mineral properties

	Douglas River	Hoidas Lake	Knee Lake	Deep Sands	Rareco	Benjamin River	Other	Total
Balance, 2008	**$17,375**	**$11,426,273**	**$10,600**	**$6,644,228**	**$99,634**	**$43,686**	**$ -**	**$ 18,241,796**
Expenditures during the year	-	-	-	-	-	-	-	-
Acquisition	9,840	-	-	-	76,373	36,691	-	**122,904**
Assays/metallurgy	36,974	149,125	-	19,751	-	35,436	-	**241,286**
Camp operations	19,685	1,184	-	168,687	-	25	-	**189,581**
Drilling	-	-	-	(15,436)	-	390,798	-	**375,362**
GeoChem	-	9,177	-	25,337	-	58,095	-	**92,609**
Labor	-	27,401	-	25,491	27,656	-	-	**80,548**
Management fees	28,146	13,800	-	21,300	1,200	42,126	2,100	**108,672**
Pre-feasibility	-	109,504	-	-	-	-	-	**109,504**
Survey/mapping	8,780	9,949	-	43,512	-	147,718	-	**209,959**
Travel	34,538	27,831	-	2,557	-	-	-	**64,926**
Loss on abandonment	-	-	(10,600)	-	-	-	-	**(10,600)**
Balance Dec 31, 2009	**155,338**	**$11,774,244**	**$0**	**$6,935,427**	**$204,863**	**$754,575**	**$2,100**	**$ 19,826,547**

	C.B. Project	Chuck-walla	Copper Hill	Crescent	Douglas River	Hoidas Lake	Knee Lake	Deep Sands	Rareco	Benjamin River	Total
Balance, 2007	**$7,112**	**$642,729**	**$697,787**	**$ 92,241**	**$6,676**	**$7,253,884**	**$10,600**	**$5,192,369**	**$ -**	**$ -**	**$ 13,903,398**
Expenditures during the year	-	-	-	-	-	-	-	-	-	-	**-**
Acquisition	894	24,030	88,136	7,516	9,708	-	-	35,424	62,750	29,160	**257,618**
Assays/Metallurgy	-	-	-	-	-	281,136	-	137,249	-	-	**418,385**
Camp operations	-	-	-	-	-	505,637	-	90,065	-	-	**595,702**
Drilling	-	-	-	-	-	1,981,766	-	409,001	-	-	**2,390,767**
Environmental	-	-	-	-	-	68,839	-	-	-	-	**68,839**
Feasibility	-	-	-	-	-	453	-	-	-	-	**453**
Field supplies	-	-	-	-	-	-	-	64,556	-	-	**64,556**
Freight	-	-	-	-	-	206,353	-	1,462	-	-	**207,815**
GeoChem	-	-	1,063	-	-	76,919	-	82,337	-	-	**160,319**
Geophysics	-	-	-	-	-	3,524	-	-	-	-	**3,524**
Labor	-	166	356	-	391	332,814	-	292,348	10,615	3,831	**640,521**
Management fees	-	1,800	300	300	600	94,856	-	150,476	1,200	10,695	**260,227**
Permit reporting	-	-	-	-	-	298	-	5,065	-	-	**5,363**
Pre-feasibility	-	-	-	-	-	415,159	-	-	-	-	**415,159**
Surveys/mapping	-	-	-	-	-	4,945	-	89,099	-	-	**94,044**
Transportation	-	-	-	-	-	190,112	-	-	-	-	**190,112**
Travel	24	2,651	316	-	-	9,578	-	94,777	25,069	-	**132,415**
Loss on abandonment	(8,030)	(671,376)	(787,958)	(100,057)	-	-	-		-	-	**(1,567,421)**
Balance Dec 31, 2008	**$ -**	**$ -**	**$ -**	**$ -**	**$17,375**	**$11,426,273**	**$10,600**	**$6,644,228**	**$99,634**	**$43,686**	**$ 18,241,796**

5. Mineral properties (continued)

Hoidas Lake

The Company holds a 100% interest in the Hoidas Lake rare earth property. The property consists of 14 claims totalling 12,522ha. The property is subject to a 1.8% net smelter returns royalty, to a maximum of $1,000,000.

Deep Sands Project

The Company holds a 25% interest in rare earth elements ("REE") contained in a heavy mineral sands project in Utah acquired for total consideration of US $4.3 million. The vendor holds the remaining 75% interest in the rare earth minerals contained in the Property, and has exclusive rights to deal with 100% of the non-rare earth-bearing minerals. Following the completion of the agreed to drilling and evaluation program, the Company has the right to negotiate with the vendor either the acquisition of the remaining 75% of the REE mineral rights or the participation in a joint venture. In the event that the Company and the vendor cannot agree to the terms of a participation agreement regarding the commercial exploitation of REE, each party has a right of first refusal to match any bona fide offer the other party receives from a third party. In the event that the Company does not exercise its right of first refusal and a third party commences mining of any mineral at the property or if the Vendor sells its interest in the property, the Vendor or such third party will be required to pay the Company an amount equal to two times all documented expenses the Company has incurred under the agreement in connection with the work program.

The parties are currently reviewing the 2008 drilling program results to determine the appropriate program for 2010. It is anticipated that the process to gain sufficient data to complete a 43-101 compliant resource estimate, suitable for a Preliminary Economic Assessment Report and move toward a feasibility study will require three phases of drilling, permitting and extensive metallurgical testing requiring two to four years to complete.

Copper Hill

On September 1, 2005, the Company entered into an Option Agreement to acquire 12 claims at the Copper Hill property located in Clark County, Nevada. Under the terms of the Option Agreement, the Company paid US$35,000 and issued 100,000 common shares upon execution of this agreement. The Company also paid to the optionor, US$50,000 on the first anniversary of the date of the agreement, US$100,000 on the second anniversary, and was scheduled to pay US$250,000 by the third anniversary. The Company issued to the optionor 150,000 common shares on January 1, 2007, and 200,000 common shares on January 1, 2008, and was scheduled to issue 250,000 common shares by January 1, 2009 and 500,000 common shares upon the completion of a positive feasibility study. On December 31, 2008, management decided to abandon the Copper Hill Option Agreement, which resulted in the total write off of acquisition costs and exploration costs incurred to December 31, 2008 on the property. Since management decided to let this option agreement lapse, the September 1, 2008 scheduled payment of US$250,000 was not made.

C.B. Project

The Company held a 100% interest in 32 claims in California. On December 31, 2008, management decided to abandon its mineral claims on the C.B. Project, which resulted in the total write off of acquisition costs and exploration costs incurred to December 31, 2008 on the property.

5. **Mineral properties** (continued)

Chuckwalla

In 2005, the Company signed a formal Option Agreement to replace the original Memorandum of Understanding signed in 2002. Under the terms of the Option Agreement, the Company could earn its 100% interest by making a cash payment to the optionor of US$25,000 and then making annual payments totalling the greater of 3% Net Production Royalty or US$100,000. The Company has issued the optionor a total of 250,000 common shares of the Company. Upon completion of a feasibility study and a positive production decision, the Company was scheduled to issue 500,000 common shares to the optionor. On December 31, 2008, management decided to abandon the Chuckwalla Option Agreement which resulted in the total write off of acquisition costs and exploration costs incurred to December 31, 2008 on the property. Since management decided to let this option agreement lapse, the annual payment of US$100,000 was not made.

Crescent Project

The Company held a 100% interest in 56 mineral claims located Curry County, Oregon. On December 31, 2008, management decided to abandon its mineral claims on the Crescent Project which resulted in the total write off of acquisition costs and exploration costs incurred to December 31, 2008 on the property.

Douglas River

The Company owns 100% interests in three mineral dispositions in the Douglas River area of Saskatchewan, which it acquired by staking.

Knee Lake

The Company acquired the Knee Lake project, a northern Saskatchewan property, in the third quarter of 2007 as a potential source of high purity calcium carbonate. Management has decided to abandon its mineral claims on Knee Lake.

Benjamin River

The Company entered into an Option Agreement with a third party to acquire a 100% working interest in a Rare Earth Elements property (the "Benjamin River Property") in the Province of New Brunswick, approximately 53 km east-northeast of the city of Bathurst. The Benjamin River Property covers 55 claims totalling 880 hectares (ha) and hosts an apatite-diopside-magnetite vein that has been traced on surface for 800 metres along strike, with an apparent width of up to 50 metres. As part of the agreement, GWMG has staked an additional 436 claims (approximately 9500 ha). Under the terms of the agreement, GWMG must pay to the vendor $5,000 cash (paid) plus issue 100,000 common shares of GWMG in January 2009 (issued); $10,000 cash (paid) plus issue 50,000 common shares on the first anniversary (issued), $30,000 cash on the second anniversary; $50,000 cash on the third anniversary; $100,000 cash on the fourth anniversary, with a final payment of $300,000 cash on the fifth anniversary date. Upon completion of the prescribed payments, GWMG will own 100% of the property, subject to a 2% NSR payable to the vendor.

Rareco Project

On December 22nd, 2008, the Company entered into an Option Agreement with Rare Earth Extraction Co. Ltd. ("Rareco") of Stellenbosch, South Africa, to refurbish, re-commission, and operate the currently abandoned Steenkampskraal underground REE mine in the Western Cape, South Africa. In addition, GWMG can acquire exclusive access to 100% of the REE mined there ("Supply Agreement").

Under the terms of the agreement, GWMG has paid to Rareco an amount of ZAR 1 Million (approximately C$125,000) in two tranches for the option. The first payment of ZAR 500,000 was paid on signing the agreement and the second payment of ZAR 500,000 was paid during the third quarter of 2009. As amended, GWMG and Rareco will, after the issuance of a "new order" mining license by the South African Department of Mineral Resources ("DMR"), negotiate the terms of a Supply Agreement under which GWMG will be able to obtain from Rareco 100% of the REE concentrate production from the Steenkampskraal mine for a ten-year period, after which a new Supply Agreement can be negotiated. It is expected that the DMR will issue

(Canadian dollars)

5. Mineral properties (continued)

Rareco Project (continued)

the new order mining lease early in the second quarter of 2010.

On January 1, 2010, GWMG and Rareco entered into an Exclusivity Agreement whereby GWMG will pay to Rareco R75,000 monthly in return for specific undertakings which include, but are not limited to: working with the DMR to expedite the conversion of the old order mining right; obtaining all necessary governmental and regulatory approvals required to operate the Steenkampskraal mine once the "new order" mining license is issued; financing the rehabilitation guarantee required by the DMR in respect of the Steenkampskraal mine; and facilitating the receipt of all necessary governmental and regulatory approvals for GWMG's involvement in the ownership structure of the project.

Subject to GWMG's completion of satisfactory due diligence, the issuance of the "new order" mining license by the DMR and other conditions, in addition to entering into the Supply Agreement, GWMG intends to procure the financing necessary for Rareco to further evaluate and, if warranted, re-commence operations at the Steenkampskraal mine. As part of its efforts to secure production from the Steenkampskraal mine, GWMG intends to consider one or more transactions which may result in the acquisition of an equity interest in Rareco.

6. Capital assets

	2009			2008
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Building	$ -	$ -	$ -	$ 935,193
Computer equipment	150,567	106,609	43,958	68,013
Furniture	55,950	29,496	26,454	37,253
Motor vehicles	36,744	33,869	2,875	7,187
Plant equipment	6,662,567	3,687,916	2,974,651	3,911,485
Leasehold improvements	455,172	186,050	269,122	311,738
	$ 7,361,000	**$ 4,043,940**	**$ 3,317,060**	**$ 5,270,869**

On June 1, 2009, the Company sold its head office building and leased it back for a five-year term. According to EIC-25, the Company has deferred a gain on the sale of $178,051, which will be amortized over the remaining life of the lease.

7. Demand loan

LCM has $553,958 outstanding on an operating line of credit, which is composed of two separate facilities. The first facility is a receivables finance facility, whereby approximately 30% of approved receivables are advanced to LCM. The value of the loan fluctuates monthly depending on the balance of accounts receivable. There are no principal repayments and the monthly interest payments are based on the UK Base Rate plus 2.5%. The facility service fee is £2,000 per month payable in advance. Security for the loan is placed on the assets of the company. The second facility is a revolving inventory facility, whereby funds are advanced against eligible inventory calculated monthly. The value of the loan is approximately 30% of the total inventory of LCM and it fluctuates monthly. There are no principal repayments and the monthly interest payments are based on the UK Base Rate plus 2.5%. The facility service fee is £10,000 per annum payable quarterly in advance. Security for the loan is placed on the assets of the company.

(Canadian dollars)

8. Long-term debt

	2009	2008
Canadian Western Bank loan, matures July 1 2012, secured by a first mortgage in related land and building, bears interest at 6.36% per annum, paid in monthly instalments of $3,298 principal and interest	$ -	$ 433,416
Convertible debenture, due May 2012, secured by a second collateral mortgage in related land and building, bears interest at 8.00% per annum, paid semi-annually and $60,000 principal paid annually	-	300,000
Convertible debenture, due June 27, 2010, secured by Vaaldiam shares and GWTI shares held in trust at Computershare, bears interest at 10% paid quarterly with principal of £2,500,000 plus a completion fee of £300,000 due at the end of the term of the debenture	-	5,010,880
Convertible debenture (Pope & Co), matures May 25, 2010; no cash interest component	799,005	-
Venture Structured Finance cash flow loan, due June 27, 2010; bears interest at the UK Base rate plus 3.5%, paid in monthly instalments of £21,000 ($35,528) principal plus interest	208,854	672,868
Venture Structured Finance plant and machinery loan, due June 27, 2010; secured by plant and machinery of LCM, bears interest at the UK Base rate plus 2.75%; paid in monthly instalments of £22,000 ($37,220) principal plus interest for the second year	207,315	555,506
	1,215,174	**6,972,670**
Less current portion	1,215,174	6,135,011
	$ -	**$ 837,659**

On May 31, 2007, GWMG purchased the office building it occupies from its landlord. The purchase price of $800,000 was financed with a first mortgage to Canadian Western Bank and a convertible debenture to the property seller. The Company sold the building on June 1, 2009 and the mortgage and debenture were repaid in full.

8. Long-term debt (continued)

On June 27, 2008, GWMG purchased the common shares of LCM as described in Note 3. A portion of the purchase price (£2,500,000) was funded by GWMG issuing a convertible debenture to the vendors. GWMG also granted the vendors a £300,000 completion fee payable at the end of the term. On September 10, 2009, the Company consented to the sale to third party purchasers of its existing secured convertible debentures having an aggregate principal amount of £2,500,000, plus an accrued and unpaid £300,000 completion fee plus accrued interest. Furthermore, the Company consented to allow for the immediate conversion of the entire principal amount, accrued and unpaid completion fee and outstanding interest of the debentures into 20,720,425 common shares in the capital of the Company in accordance with the pricing set forth in the debentures. An advisory fee of C$346,653 was paid to Pope & Company Limited, which amount was satisfied by the issuance of 1,216,325 common shares.

The remaining portion of the purchase price of LCM was funded by Venture Structured Finance. The first long term loan consists of £500,000 ($845,900) borrowed against the cash flows of LCM. This loan is due June 27, 2010 and consists of principal payments of £21,000($35,528) per month for the first 23 months and a 24th month principal payment of £17,000 ($28,760). The loan bears interest at the UK Base Rate plus 3.5%. Interest is payable monthly. The second long-term loan consists of £375,000 ($634,425) borrowed against the plant and machinery of LCM. This loan is due June 27, 2010 and consists of principal payments of £11,000 ($15,310) per month for the first 12 months, £22,000 ($37,220) per month for the next 11 months and a 24th month principal payment of £1,000 ($1,692). The loan bears interest at the UK Base Rate plus 2.75%. Interest is payable monthly.

On August 25, 2009, the Company closed a private placement of USD$760,235 (approximately C$799,005) (Face Amount) of secured convertible debentures of the Company. The debentures were sold at a price of approximately C$857 per C$1000 of the Face Amount of each debenture, raising aggregate proceeds of approximately USD$651,630 (C$700,000). The debentures mature on May 25, 2010, and the face amount of the debentures is convertible into common shares in the capital of the Company at a price of C$0.20 per common share, in whole or in part, at the option of the holder at any time while the debentures are outstanding. The Company has the ability to repay the debentures without penalty at any time and the debentures have no cash interest component. The real and personal property of the Company is security for the debentures. In addition, an aggregate of 560,000 common shares were issued to the subscribers as a commitment fee. A cash finder's fee of C$35,000 was paid to Pope & Company Ltd. In addition, Pope & Company received an aggregate of 200,000 broker warrants, with each such broker warrant entitling Pope & Company to purchase one common share at a price of C$0.175 for a period of 24 months from the closing date of this transaction.

(Canadian dollars)

9. Share capital

Authorized unlimited common shares, without par value:

Issued	Common Shares	Share Capital
Balance, December 31, 2007	**112,110,293**	**$ 36,905,871**
Issued for mineral properties	200,000	65,000
Private placements	30,887,864	3,858,903
Exercise of warrants	2,613,200	718,630
Renunciation of Canadian exploration expenses	-	(1,161,000)
Cash issue costs	-	(991,341)
Non-cash issue costs	-	(152,742)
Balance, December 31, 2008	**145,811,357**	**39,243,321**
Issued for mineral properties	150,000	23,000
Private placements	2,155,443	241,590
Conversion of debentures	21,936,750	5,298,834
Exercise of warrants	30,656,568	3,812,878
Exercise of options	450,000	81,000
Renunciation of Canadian exploration expenses	-	(972,630)
Cash issue costs	-	(499,075)
Non-cash issue costs	-	(526,731)
Balance December 31, 2009	**201,160,118**	**$ 46,702,187**

During January 2008, the Company issued 200,000 common shares at a deemed price of $0.32 per share, as part of the Copper Hill Option Agreement.

During August 2008, existing holders of common share purchase warrants, exercised 2,613,200 warrants at a price of $0.275 per warrant for aggregate proceeds of $718,630, as part of an early warrant exercise program offered to warrant holders. Exercising warrant holders received one common share in the capital of the company and one-half of one common share purchase warrant exercisable for $0.35, for each warrant exercised pursuant to the program.

During September 2008, the Company issued 8,790,000 flow-through units at $0.25 per share for gross proceeds of $2,197,500. No warrants were attached. As part of this private placement, the Company issued 172,471 shares at $0.25 per share as compensation to Agent's involved in the transaction.

During October 2008, the Company issued 7,831,445 flow-through units at $0.09 per share for gross proceeds of $704,830. No warrants were attached. The Company also issued 920,656 non flow-through units at $0.09 per share for gross proceeds of $82,859. Each unit consists of one share and one-half of one share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one share at an exercise price of $0.20 for a two-year period from the closing date.

During November 2008, the Company issued 1,339,961 non flow-through shares at $0.09 per share in exchange for $120,597 of debt being settled.

9. Share capital (continued)

During December 2008, the Company issued 11,666,665 flow-through units at $0.06 per share for gross proceeds of $700,000. Each unit consists of one share and one-half of one share purchase warrant. Each whole share purchase warrant entitles the holder to acquire one share at an exercise price of $0.20 for a two-year period from the closing date. As part of this private placement, the Company issued 166,666 shares as compensation to Agent's involved in the transaction. The Company also issued 666,666 broker options at an exercise price of $0.06, for a two-year period from the closing date.

During January 2009, the Company issued 100,000 common shares at a deemed price of $0.085 per share as part of the Benjamin River option agreement.

During March 2009, the Company issued 1,595,443 non-flow through units at $0.09 per unit for gross proceeds of $143,590. Each unit consists of one share and one share purchase warrant. Each share purchase warrant entitles the holder to acquire one share at an exercise price of $0.15, for a two year period from the closing date.

During the second quarter, the Company issued 2,191,666 shares due to warrant conversions for gross proceeds of $260,833.

During the third quarter, the Company issued 19,424,334 shares due to warrant conversions for gross proceeds of $2,235,335, and 756,666 shares due to broker warrant conversions for gross proceeds of $58,000.

During the third quarter, the Company issued 20,720,425 shares in relation to the conversion of the LCM convertible debenture. The Company issued 1,216,325 common shares to settle debt of $346,653.

During the third quarter, the Company issued 560,000 shares at $0.175 per share in conjunction with the issuance of the convertible debentures.

During the fourth quarter, the Company issued 8,283,902 shares due to warrant conversions for gross proceeds of $1,258,710, and exercised 450,000 options for gross proceeds of $81,000.

During November 2009, the Company issued 50,000 common shares at a deemed price of $0.29 per share as part of the Benjamin River option agreement.

During November 2009, the Company issued 8,964,886 special warrants for gross proceeds of $2,510,168. Each special warrant was issued pursuant to the terms of a special warrant indenture entered into between GWMG and Computershare Trust Company of Canada. Each special warrant is exchangeable, for no additional consideration, for 1.1 common share and one-half of one common share purchase warrant. When issued, each whole warrant will entitle its holder to purchase one additional common share for $0.50 and will expire on November 6, 2014, subject to acceleration of the exercise period in certain circumstances. If following the closing of the offering, the Company's daily volume weighted average share price is $1.00 or more per common share for 10 consecutive trading days on the TSX Venture Exchange, the expiry date of the warrants will be automatically amended to the date that is 60 days after the accelerating event, and if not exercised within such period the warrants shall be deemed expired. The agents received aggregate cash commission of $165,646 in connection with the offering and 591,592 broker warrants. Each broker warrant will entitle its holder to purchase one common share for $0.28 until November 6, 2011.

Share option plan

The Company has established a share option plan under which options may be granted to directors, officers and members of the technical advisory committee. Options granted have an exercise price of not less than the market price of the common shares on the stock exchange on which the shares are traded and are exercisable into one common share.

(Canadian dollars)

9. Share capital (continued)

Options outstanding as of December 31, 2009 are as follows:

Expiry Date	Price	Outstanding 2008	Granted	Exercised	Relinquished / Lapsed	Outstanding 2009
April 1, 2009	0.18	1,100,000			1,100,000	-
May 5, 2010	0.18	750,000		100,000		650,000
June 29, 2010	0.18	375,000				375,000
December 16, 2010	0.18	250,000				250,000
April 18, 2011	0.18	950,000			350,000	600,000
September 20, 2011	0.18	685,000			435,000	250,000
August 3, 2012	0.18	1,710,000			585,000	1,125,000
October 5, 2012	0.18	1,650,000		350,000	200,000	1,100,000
December 4, 2012	0.18	200,000				200,000
April 2, 2013	0.18	350,000			100,000	250,000
October 31, 2013	0.20	3,675,000			375,000	3,300,000
October 5, 2010	0.235		150,000			150,000
July 27, 2014	0.18		1,200,000			1,200,000
November 9, 2014	0.35		7,625,000		75,000	7,550,000
		11,695,000	**8,975,000**	**450,000**	**3,220,000**	**17,000,000**

For options outstanding at December 31, 2009 and December 31, 2008, weighted average exercise prices are as follows:

	2009 Options	2009 Average Price	2008 Options	2008 Average Price
Beginning of year	11,695,000	$ 0.36	8,595,000	$ 0.39
Options granted	8,975,000	0.34	4,075,000	.21
Options exercised	(450,000)	0.18		-
Options lapsed	(3,220,000)	0.36	(975,000)	.39
	17,000,000	**$ 0.29**	**11,695,000**	**$ 0.36**

Options Price Per Share	Number	Weighted Average Exercise Price	Weighted Average Remaining Life
0.18	6,000,000	$ 0.18	2.45
0.20	3,300,000	0.20	3.83
0.235	150,000	0.235	0.75
0.35	7,550,000	0.35	4.88
	17,000,000	**$ 0.29**	**3.92**

The fair value of stock options issued in the year is estimated using the Black-Scholes option pricing model, with assumptions being made for each of the following variables: risk-free rate, volatility factor, dividend yield, weighted-average expected option life and expected forfeiture rate.

(Canadian dollars)

9. Share capital (continued)

Warrants

On certain issues of common shares, the Company has attached warrants entitling the holder to acquire additional common shares of the Company. A summary of the outstanding warrants is as follows:

	Warrants		Average Price
Balance, December 31, 2007	**39,292,551**	**$**	**0.57**
Granted	8,350,258		0.25
Exercised	(2,613,200)		0.28
Expired	(6,435,378)		0.66
Balance, December 31, 2008	**38,594,231**		**0.52**
Granted **	10,560,329		0.18
Exercised	(29,899,902)		0.13
Expired	(2,732,473)		0.53
Balance, December 31, 2009	**16,522,185**	**$**	**0.26**

** On June 23, 2009, the Company reissued 35, 400,603 warrants with TSXV Exchange approval for $0.10 and $0.15

Broker warrants

On certain issuances of common shares, the Company granted either broker unit warrants or broker warrants as partial consideration to the agent for services associated to such share issues.

A summary of the outstanding broker warrants is as follows:

	Warrants		Average Price		Fair Value
Balance, December 31, 2007	**4,489,535**	**$**	**0.48**	**$**	**508,640**
Granted	1,631,965		0.21		99,624
Exercised					
Expired	(438,160)		0.69		
Balance, December 31, 2008	**5,683,340**		**0.42**		**608,264**
Granted	1,124,925		0.25		223,628
Exercised	(756,666)		0.10		(28,032)
Expired	(4,051,375)		0.48		
Balance, December 31, 2009	**2,000,224**	**$**	**0.24**	**$**	**803,860**

Contributed surplus

The fair value of certain stock options, warrants and broker warrants have been valued using the Black-Scholes option pricing model. The fair value on the grant of these securities is added to contributed surplus. Upon exercise, the corresponding amount of contributed surplus related to the security is removed from contributed surplus and added to share capital.

9. Share capital (continued)

Contributed surplus (continued)

On July 27, 2009, the Company granted 1,200,000 stock options to employees and consultants. The strike price for the options issued was $0.18 exercisable for a period of five years. The value of the options calculated using the Black-Scholes option pricing model described above was $170,733 and was expensed with a corresponding increase to contributed surplus. Assumptions used in the pricing model were: risk free rate of 0.56%, an expected life of the options of three years, an annualized volatility rate of 187% and a dividend rate of nil.

On September 2, 2009, the Company granted 150,000 stock options to a consultant. The strike price for the options issued was $0.235 with an October 5, 2010 expiry date. The value of the options calculated using the Black-Scholes option pricing model described above was $23,973, and was expensed with a corresponding increase to contributed surplus. Assumptions used in the pricing model were: risk free rate of 0.56%, an expected life of the options of 1.08 years, an annualized volatility rate of 191% and a dividend rate of nil.

On August 24, 2009, the Company granted 250,000 broker warrants. The strike price for the warrants issued was $0.20 exercisable for a period of 1.25 years. The value of the warrants calculated using the Black-Scholes warrant pricing model described above was $43,233 and was expensed with a corresponding increase to contributed surplus. Assumptions used in the pricing model were: risk free rate of 0.56%, an expected life of the warrants of 1.25 years, an annualized volatility rate of 190% and a dividend rate of nil.

On August 25, 2009, Company granted 200,000 broker warrants. The strike price for the warrants issued was $0.175 exercisable for a period of 2 years. The value of the warrants calculated using the Black-Scholes warrant pricing model described above was $33,356 and was expensed with a corresponding increase to contributed surplus. Assumptions used in the pricing model were: risk free rate of 0.56%, an expected life of the warrants of 2 years, an annualized volatility rate of 190% and a dividend rate of nil.

On August 26, 2009, the Company granted 83,333 broker warrants. The strike price for the warrants issued was $0.20 exercisable for a period of 1.25 years. The value of the warrants calculated using the Black-Scholes warrant pricing model described above was $14,443 and was expensed with a corresponding increase to contributed surplus. Assumptions used in the pricing model were: risk free rate of 0.56%, an expected life of the warrants of 1.25 years, an annualized volatility rate of 191% and a dividend rate of nil.

On November 6, 2009, the Company granted 591,592 broker warrants. The strike price for the warrants issued was $0.28 exercisable for a period of 2 years. The value of the warrants calculated using the Black-Scholes warrant pricing model described above was $132,596 and was expensed with a corresponding increase to contributed surplus. Assumptions used in the pricing model were: risk free rate of 1.28%, an expected life of the warrants of 2 years, an annualized volatility rate of 174% and a dividend rate of nil.

During the fourth quarter, the Company granted 7,825,000 stock options to employees and consultants. The strike price for the options issued was $0.35 exercisable for a period of 5 years. The value of the options calculated using the Black-Scholes option pricing model described above was $1,980,556 and was expensed with a corresponding increase to contributed surplus. Assumptions used in the pricing model were: risk free rate of 1.28%, an expected life of the options of 3 years, an annualized volatility rate of 174% and a dividend rate of nil.

(Canadian dollars)

9. Share capital (continued)

A summary of the contributed surplus activity is as follows:

	2009	2008
Balance, December 31, 2008	**$ 3,172,590**	**$ 2,757,041**
Fair value of options granted	2,175,261	214,985
Fair value of broker warrants granted	223,628	99,625
Fair value of warrants granted	-	100,939
Adjustment to contributed surplus related to options exercised	(113,519)	-
Adjustment to contributed surplus related to broker warrants exercised	(28,032)	-
Balance, December 31, 2009	**$ 5,429,928**	**$ 3,172,590**

10. Note to the statement of cash flows

During the year, non-cash financing and investing activities were as follows:

	2009	2008
Common shares issued for Benjamin River acquisition	$ 23,000	$ -
Common shares issued for Copper Hill acquisition	-	65,000
Common shares issued for issuance of debentures	98,000	-
Common shares issued for finder's fees on debenture conversion	346,653	-
Common shares issued for interest on LCM debenture	17,103	-
Common shares issued for gain on LCM debenture conversion	(419,081)	-
Warrants issued in LCM purchase	-	100,939
Broker Warrants issued	-	99,624
Common shares for debt issued	-	53,118

11. Lease commitments

The Company's subsidiary, GWTI, leases office and warehouse space at two facilities in Troy, Michigan under operating leases, with monthly lease payments totalling approximately US$12,199, expiring in December 2012. Future minimum lease payments under the above non-cancellable leases are approximately US$146,390 in 2009. The Company's subsidiary, LCM, leases office and warehouse space in Birkenhead, UK. The buildings were leased in two stages; 2,000 sq meters were leased for 25 years from 1997, the further 1,600 sq meters were leased in 2001 for 21 years. Both leases expire on June 20, 2022. Future minimum lease payments under the above non-cancellable leases are approximately £149,712 in 2009-2012. The lease rate will be reviewed and adjusted to market on June 30, 2012. During the year, the Company sold and leased back the office building it occupies in Saskatoon. The Company entered into a five-year lease, with monthly base lease payments of $10,666. Future minimum lease payments under the above non-cancellable lease are approximately $128,000 per year.

(Canadian dollars)

12. Income taxes

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

	2009	2008
Future income tax liability		
Non-capital loss carry forwards	$ 4,302,124	$ 2,836,549
Deferred share issue costs	412,211	430,540
Intangible assets	(404,761)	(452,350)
Mineral properties	(3,382,452)	(2,691,808)
Valuation allowance	(1,787,575)	(1,167,841)
	$ (860,453)	**$ (1,044,910)**

The valuation allowance offsets the net future tax assets for which there is no assurance of recovery and is evaluated considering positive and negative evidence about whether the future income tax assets will be recognized. At the time of the evaluation, the allowance is either increased or decreased. A reduction could result in the complete elimination of the allowance if positive evidence indicated that the value of the future income tax assets is no longer impaired and the allowance is no longer required. A reconciliation of income taxes at Canadian statutory rates with the reported income tax is as follows:

	2009	2008
Loss for the year before taxes	**$ (7,537,339)**	**$ (5,928,192)**
Expected income tax recovery	**(2,132,881)**	**(1,897,021)**
Non-deductible stock-based compensation	652,579	191,454
Effect of change in tax rate on temporary difference	(31,538)	(89,094)
Other non-deductible amounts	3,082	160,000
Capital asset differences	123,617	59,186
Share issue costs	(194,258)	-
Valuation allowance	1,177,036	795,827
Actual income tax recovery	**$ (402,363)**	**$ (779,648)**

At December 31, 2009, the Company had non-capital losses for tax purposes of $12,101,085, which may be carried forward to reduce income for tax purposes in future periods. The future tax benefit has not been totally recognized in these financial statements as a result of the valuation allowance. The non-capital losses will begin to expire in 2010.

13. Related party transactions

During the twelve months, salaries, bonuses, management and consulting fees of $1,188,985 (2008 - $961,305) were paid to directors, officers and companies controlled by common directors. $174,905 (2008 - $154,839) was included in mineral properties, $49,153 (2008 - $33,000) was included in management fees, and $964,927 (2008 - $592,759) was included in salaries. During the twelve months, $174,081 was incurred for legal services rendered by a law firm, of which a director of the Company is a partner. These transactions are in the normal course of operations and are measured at the exchange amount and is the amount of consideration established and agreed to by the related parties.

14. Commitments

The Company entered into the following commitments with regard to the purchase of the shares of LCM on June 27, 2008:

The Company signed a guarantee with the HSBC Bank in the UK to secure the soft banking facilities of LCM. The soft facilities include BACS and CHAPS overnight clearing facilities and payroll facilities. The potential liability for overdraft may arise if the overnight clearing facility cleared cheques or transfers up to the maximum daily limit of the facility and there were no current funds in the account to cover those cheques or transfers. There is no overdraft facility at HSBC. The guarantee is limited to £ 850,000.

Venture Structured Finance required the President of LCM, in his capacity as Director of LCM, to sign a personal indemnity guarantee indemnifying Venture Structured Finance for any losses that they may suffer as a result of any fraudulent, deceitful or dishonest act on the President's part. The Company's UK consul has indicated that the indemnity is consistent with current UK common law practices. As a result of the personal indemnity guarantee required by Venture Structure Finance, the Company granted the President of LCM a Warranty and Indemnity holding the President harmless from and against any and all expenses, costs, damages, losses, liabilities and claims against him or incurred by him as a result of or in connection with the personal indemnity signed with Venture Structured Finance, provided that the Company would have no liability where any such expense, loss, liability or claim arises as a result of any act of fraud, dishonesty, deceit or deception by the President of LCM.

(Canadian dollars)

15. Segmented information

The Company has two reportable segments: exploration and manufacturing. The exploration segment involves the exploration and development of strategic metals, including rare earth elements, base metals and precious metals, for future development of mining operations. The manufacturing services segment involves the manufacturing and supply of rare earth based alloys, high purity metals, and ultra-high purity indium.

a) Business segments
For the year ended December 31, 2009

	Exploration	Manufacturing Services	Total
Sales	$ -	$ 11,994,734	$ 11,994,734
Cost of sales	-	8,959,487	8,959,487
Gross margin	**-**	**3,035,247**	**3,035,247**
General and administration	897,307	541,082	1,438,389
Wages and benefits	1,264,735	1,622,648	2,887,383
Stock based incentives	2,175,262	-	2,175,262
Property research	30,757	-	30,757
Professional fees	413,412	47,397	460,809
Investor relations	224,920	-	224,920
Other direct overhead	112,540	970,983	1,083,523
	5,118,933	**3,182,110**	**8,301,043**
Loss before interest, taxes, depreciation	**(5,118,933)**	**(146,863)**	**(5,265,796)**
Depreciation	72,399	945,778	1,018,177
Interest expense	577,509	635,082	1,212,591
Interest income	(111,601)	(296,019)	(407,621)
Other income	(113,424)	(56)	(113,480)
Exchange (gain) loss	(115,408)	178,023	62,615
Part XII.6 tax	500,000	-	500,000
Loss before undernoted items	**(5,928,408)**	**(1,609,671)**	**(7,538,079)**
Gain on disposal of assets	191,340	-	191,340
Loss on abandonment - mineral properties	(10,600)	-	(10,600)
Loss before income taxes	**(5,747.668)**	**(1,609,671)**	**(7,357,339)**
Income tax expense		(8,337)	(8,337)
Future income tax recovery	(394,026)	-	(394,026)
Net loss	**$ (5,353,642)**	**$ (1,601,334)**	**$ (6,954,976)**

(Canadian dollars)

15. Segmented information

b) Geographic segments

	December 31, 2009	December 31, 2008
Revenue detail		
Canada		
Interest	$ 111,601	$ 67,400
Rental	113,424	50,004
Service	-	990
United States		
Interest	(1)	814
Rental	-	-
Service	483,230	544,342
United Kingdom		
Interest	296,019	-
Rental	-	-
Service	11,511,560	6,369,918
	12,515,833	**7,033,468**
Assets		
Canada		
Cash and other equivalents	1,132,438	474,582
Capital assets	81,275	1,048,725
Mineral properties	12,891,119	11,597,568
Investment in Vaaldiam Resource Ltd.	225,633	85,500
Goodwill and intangibles	385,690	385,690
	14,716,156	**13,592,065**
United States		
Cash and other equivalents	247,925	138,705
Capital assets	1,150,290	1,472,798
Mineral properties	6,935,428	6,644,228
	8,333,643	**8,255,731**
United Kingdom		
Cash and other equivalents	4,200,710	4,894,739
Capital assets	2,085,495	2,749,346
Goodwill	2,274,463	2,274,463
Intangibles	1,445,576	1,615,644
	10,006,244	**11,534,192**
	$ 33,056,043	**$ 33,381,988**

16. Financial instruments

Financial risk management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's financial instruments consist of cash, receivables, investment in Vaaldiam, accounts payable and accrued liabilities.

The fair values of cash, amounts receivable, accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments. The investment in Vaaldiam is classified as available-for-sale and accounted for at fair value. Unrealized holding gains and losses on this investment are included in other comprehensive income.

Financial instrument risk exposure

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management processes.

Credit Risk

The Company's credit risk is primarily attributable to cash. The Company reduces its credit risk by maintaining its bank accounts at large reputable financial institutions. The maximum exposure to credit risk is equal to the fair value or carry value of the financial assets.

Liquidity Risk

The Company ensures that there are sufficient cash resources in order to meet short-term business requirements. The Company's cash is invested in business accounts, which are available on demand.

Market Risk

a) Interest Rate Risk – The Company is exposed to some interest rate risk. The Company's bank account earns interest income at variable rates. The fair value of its marketable securities portfolio is relatively unaffected by changes in short-term rates. The Company's future interest income is exposed to short-term rates and fluctuations.

b) Foreign Currency Risk – The Company has foreign currency risk due to fluctuations in foreign currency rates as it has significant transactions in foreign currencies, primarily UK Pound Sterling and US dollars. The Company closely monitors foreign currency balances to minimize the risk of foreign currency losses.

c) Price Risk – The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

17. Capital disclosure

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders.

17. Capital disclosure (contined)

The Company considers the items included in shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in response to changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may issue new shares, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments. In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary. The annual budgets are approved by the Board of Directors. In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to invest its cash in highly liquid, short-term interest-bearing investments with an initial term to maturity of twelve months or less.

18. Contingent liability

The Company has provided an indemnification to subscribers of flow-through shares in an amount equal to the income tax that would be payable by subscribers in the event, and as a consequence, of the Company not incurring and renouncing qualifying CEE as required under the subscription agreement. Companies must pay Part XII.6 tax in respect of each month in the year of renunciation equal to the balance of funds in respect of the renunciation that have not been spent on qualifying CEE times the current prescribed interest rate. If funds remain unspent at the end of the year, there is an extra tax levy of 1/10 of the unspent balance.

The Company has accrued Part XII.6 of approximately $500,000 for 2009. In addition, the Company is contingently liable for any tax that will be payable by subscribers as a result of not incurring $3,569,574 of qualifying CEE by December 31, 2009. The amount of the liability to the subscribers is undeterminable at this time.

During 2009, a former employee of GWTI served the Company with a lawsuit to enforce an alleged employment contract. The employee was released from employment in November 2008 and is claiming a maximum amount of $210,000 USD payable under the contract. The Company is vigorously defending this claim and feels that it is unlikely to result in a material judgment. As such, no liability has been recorded.

19. Subsequent events

(a) Unit Offering

On January 25, 2010 the Company closed its short form prospectus offering, raising gross proceeds of $8,050,000 for the Company. Pope & Company Limited of Toronto acted as exclusive agent for the Company with respect to the sale of 28,750,000 units at a price of $0.28 per Unit. In connection with the Unit Offering, the Company granted Pope & Company an over-allotment option to require the Company to issue up to an additional 15% of the Units actually sold at the closing of the Unit Offering, which Pope & Company exercised in order to increase the number of Units sold from 25,000,000 to 28,750,000.

Each Unit consists of one common share and one-half of one Common Share purchase warrant. Each whole Unit Warrant entitles the holder thereof to purchase one Common Share for a price of $0.50 per Common Share until January 25, 2015, subject to acceleration of the exercise period in certain circumstances. If following the closing of the Unit Offering, the Company's daily volume weighted average share price is $1.00 or more per common share for ten consecutive trading days on the TSX Venture Exchange, or an equivalent stock exchange, the exercise period of the Unit Warrants shall be reduced to the date that is sixty days following the Accelerating Event without any further action on the part of the Company or the holder of the Unit Warrants. In the event that the Unit Warrants are not exercised within such period, the Unit Warrants so amended shall be deemed to be expired.

19. Subsequent events (continued)

(a) Unit Offering (continued)

Pope & Company was paid a cash commission of $563,500 in connection with the Unit Offering and received an aggregate of 2,012,500 broker warrants to acquire up to 2,012,500 Common Shares at a price of $0.28 per Common Share until January 25, 2012.

On January 25, 2010 the Company announced that as a result of the filing of the Company's short form prospectus, the outstanding special warrants of the Company were deemed to be exercised on January 28, 2010. Certificates representing the Common Shares and warrants issuable upon the deemed exercise of the Special Warrants were sent to the former holders of the Special Warrants in accordance with the terms of the special warrant indenture dated November 6, 2009.

(b) Stone Communications

On January 27, 2010 the Company announced that it has entered into an investor relations agreement with Stone Communication Services Limited of Toronto, Ontario.

The Agreement has an initial term of one year, pursuant to which SCS will provide investor relations services to the Company including the development of investor relations strategies relating to advertising programs and investor awareness and fostering broker and analyst interest in the Company's activities. As compensation for its services, SCS will receive a retainer fee of $3,500 per month, reimbursement for related expenses and an aggregate of 600,000 options to purchase common shares in the capital of the Company pursuant to the terms of the Company's stock option plan. 150,000 Options will vest immediately and an additional 150,000 Options will vest every three months thereafter with an exercise price of $0.35, $0.40, $0.65 and $0.80 respectively.

(c) Conversion of Debenture

On February 2, 2010, the Company converted an outstanding debenture of $499,582 USD into 2,658,715 common shares pursuant to terms of the August 2009 convertible debenture agreement.

(d) Rare Earth Extraction Co. Ltd

On March 4, 2010, the Company and Rare Earth Extraction Co. Ltd. of Stellenbosch ("Rareco"), South Africa a announced that they have entered into an exclusivity agreement that allows both companies to continue to move forward on their plans to jointly bring the former operating Steenkampskraal Mine back into production.

Subject to the Company's satisfaction with the results of its due diligence and certain other conditions, the Company intends to consider one or more transactions which may result in the acquisition of an equity interest in Rareco and/or the negotiation of a supply agreement.

The Agreement is also intended to assist Rareco in its efforts to obtain a new order mining right from South Africa's Department of Mineral Resources, to assist Rareco in preparation for full site development and to provide added certainty and flexibility with respect to the Company's negotiation of an appropriate transaction structure. Under the terms of the Agreement, the Company will pay to Rareco the sum of ZAR 75,000 (approximately C$10,275) per month for up to 12 months for certain standstill provisions and undertakings.

19. Subsequent events (continued)

(e) True North Gems Inc ("TGX")

On March 31, 2010, the Company announced that it entered into an option agreement with TGX whereby it can acquire up to 65% working interest in TGX's True Blue property in the Yukon. The True Blue property is located 55 kilometers south of Ross River, Yukon.

Under the terms of the Agreement, the Company can earn a 51% interest in the property (the "First Option") with an initial cash payment of C$50,000 on signing, followed by additional cash payments totaling C$350,000 on or before January 30, 2013. In addition, to exercise the First Option, the Company will be required to issue TGX 300,000 common shares on signing the agreement, followed by an additional 900,000 common shares on or before January 30, 2012.

In addition, to exercise the First Option the Company will be required to complete a total of C$5.0 million in exploration costs on or before December 31, 2013 with a commitment to incur C$1.0 million of such exploration costs during 2010. Once the Company earns its 51% interest, the Company may exercise a second option (the "Second Option") that will grant the Company a further 14% interest (total 65%) by completing all expenditures in connection with the completion of a bankable feasibility study. The Company will be the operator of the True Blue property during the term of the First and Second Option. The Company will also have the right to market TGX's share of REE production with TGX having the option to renew such marketing agreement every three years.

(f) Toyota Tsusho Corporation ("TTC")

On April 1, 2010, the Company announced that TTC will not be proceeding with further exploration activities at the Douglas River and Benjamin River properties at this time. The Letter of Intent, originally announced in the Company's news release of July 21, 2009, has been allowed to expire on March 31, 2010. Under the terms of the original Letter of Intent, the Company and TTC discussed possibilities for the joint exploration and development of the Douglas River and Benjamin River exploration projects.