

MID-NORTH RESOURCES LIMITED

FINANCIAL STATEMENTS

SEPTEMBER 30, 2005

(Unaudited - See Notice to Reader)

NOTICE TO READER

We have compiled the balance sheet of Mid-North Resources Limited as at September 30, 2005 and the statements of loss and deficit and cash flows for the period then ended from information provided by management. We have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information. Readers are cautioned that these statements may not be appropriate for their purposes.

Calgary, Alberta
November 17, 2005

PROACT CHARTERED ACCOUNTANTS

MID-NORTH RESOURCES LIMITED
BALANCE SHEET
SEPTEMBER 30, 2005
(Unaudited - See Notice to Reader)

	Sept. 30, 2005 \$	Dec. 31, 2004 \$
ASSETS		
CURRENT		
Cash	20,672	14,157
Taxes recoverable	4,099	1,391
	24,771	15,548
EQUIPMENT	-	2,876
MINING CLAIMS AND DEFERRED EXPENSES (Note 3)	1,411,557	1,411,557
	1,436,328	1,429,981
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	67,115	43,273
Accrued interest payable (Note 4)	164,900	149,860
Notes payable (Note 4)	250,660	250,660
Loan payable (Note 5)	52,140	-
Due to related parties (Note 6)	290,912	251,434
	825,727	695,227
SHAREHOLDERS' EQUITY		
SHARE CAPITAL		
Authorized - unlimited number of common shares without par value		
Issued (Note 7)	3,594,069	3,594,069
CONTRIBUTED SURPLUS (Note 2)	40,250	40,250
DEFICIT (Note 2)	(3,023,718)	(2,899,565)
	610,601	734,754
	1,436,328	1,429,981

See accompanying Notes to the Financial Statements.

MID-NORTH RESOURCES LIMITED
STATEMENT OF LOSS AND DEFICIT
FOR THE PERIOD ENDED SEPTEMBER 30, 2005
(Unaudited - See Notice to Reader)

	Three months ended September 30,		Nine months ended September 30,	
	2005	2004	2005	2004
	\$	\$	\$	\$
EXPENSES				
Professional fees	35,712	3,742	54,408	24,800
Filing and registration fees & shareholder services	14,162	1,661	26,670	17,810
Interest on promissory notes	5,013	5,013	15,039	15,039
Travel	2,893	-	6,612	-
Write off of equipment	2,536	-	2,536	-
Mining claims maintenance	500	-	500	-
Bank charges	32	49	111	140
Consulting fees (Note 5)	-	8,400	17,937	25,815
Amortization	-	240	340	721
Office	-	10	-	104
Stock option compensation (Note 2)	-	-	-	29,250
	<u>61,848</u>	<u>19,115</u>	<u>124,153</u>	<u>113,679</u>
NET LOSS FOR THE PERIOD	(61,848)	(19,115)	(124,153)	(113,679)
DEFICIT, Beginning of period	(2,961,870)	(2,860,029)	(2,899,565)	(2,754,465)
ADJUSTMENT (Note 2)	-	-	-	(11,000)
DEFICIT, Beginning of period - restated (Note 2)	<u>(2,961,870)</u>	<u>(2,860,029)</u>	<u>(2,899,565)</u>	<u>(2,765,465)</u>
DEFICIT, End of period	<u>(3,023,718)</u>	<u>(2,879,144)</u>	<u>(3,023,718)</u>	<u>(2,879,144)</u>
BASIC AND DILUTED WEIGHTED AVERAGE				
Number of common shares outstanding	<u>13,389,894</u>	<u>13,680,847</u>	<u>13,389,894</u>	<u>13,082,307</u>
BASIC AND DILUTED LOSS PER SHARE	<u>(0.005)</u>	<u>(0.001)</u>	<u>(0.009)</u>	<u>(0.009)</u>

See accompanying Notes to the Financial Statements.

MID-NORTH RESOURCES LIMITED
STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED SEPTEMBER 30, 2005
(Unaudited - See Notice to Reader)

	Three months ended September 30,		Nine months ended September 30,	
	2005 \$	2004 \$	2005 \$	2004 \$
CASH PROVIDED BY (USED FOR):				
OPERATING ACTIVITIES				
Cash payments to suppliers	(34,363)	(26,644)	(85,103)	(75,848)
Cash flows used for operating activities	(34,363)	(26,644)	(85,103)	(75,848)
FINANCING ACTIVITIES				
Cash from loan advances	52,140	-	52,140	-
Cash from short-term financing	-	10	-	65
Share issuance costs paid (Note 7)	-	(3,500)	-	(10,650)
Proceeds from private placement (Note 7)	-	-	-	200,000
Cash flows from (used for) financing activities	52,140	(3,490)	52,140	189,415
INVESTMENT ACTIVITIES				
Cash advances from (to) related parties	-	-	39,478	(2,615)
Deferred expenses	-	-	-	(78,983)
Cash flows from (used for) investment	-	-	39,478	(81,598)
NET INCREASE (DECREASE) IN CASH DURING THE PERIOD	17,777	(30,134)	6,515	31,969
CASH, Beginning of period	2,895	65,382	14,157	3,279
CASH, End of period	20,672	35,248	20,672	35,248

See accompanying Notes to the Financial Statements.

MID-NORTH RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(Unaudited - See Notice to Reader)

1. NATURE OF OPERATION AND FINANCIAL CONDITION OF THE COMPANY

Mid-North Resources Limited (“The Company”) is a CNQ Exchange listed public company. The Company has interests in mining claims situated in the Provinces of Manitoba, Saskatchewan and the State of Nevada and intends to maintain and explore its mining claims directly and indirectly through joint ventures.

These interim unaudited financial statements do not include all the disclosure required by Canadian generally accepted accounting principles for annual statements and should be read in conjunction with the annual audited financial statements for the year ended December 31, 2004. These statements are prepared in accordance with recommendations for interim financial statements in conformity with Canadian generally accepted accounting principles applicable to a going concern. The ability of the Company to continue as a going concern is dependent on its ability to raise the required capital to proceed with its operations plans and subsequently obtain profitable operations. These financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern and have been prepared using the same accounting policies and methods as those used in the December 31, 2004 accounts, except as disclosed below.

2. ACCOUNTING CHANGES

At January 1, 2004, the Company adopted the fair value based method of accounting for stock-based compensation as required by the CICA Handbook. The fair value of the options were determined on the date of the grant using the Black-Scholes option pricing model with the following weighted average:

Risk free interest rate	5.1%
Expected life	5 years
Expected volatility	63%
Expected dividends	\$ Nil

The accounting change has been applied retroactively and the financial statements for the year ended December 31, 2003 and three months ended March 31, 2004 have been restated. The effect of this change was to:

- i. increase the contributed surplus at December 31, 2003 by \$11,000, and
- ii. increase the net loss for the three months ended March 31, 2004 by \$29,250 for a net loss of \$61,590 and a decrease of loss per share to \$0.005.

The contributed surplus balance at December 31, 2003 was \$11,000 and at December 31, 2004 and September 30, 2005 was \$40,250.

MID-NORTH RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(Unaudited - See Notice to Reader)

3. MINING CLAIMS AND DEFERRED EXPENSES

	Sept 30, 2005 \$	Dec. 31, 2004 \$
Mining claims	268,017	268,017
Deferred expenses (Schedule 1)	1,143,540	1,143,540
	<u>1,411,557</u>	<u>1,411,557</u>

4. NOTES PAYABLE

The notes payable bear interest at 8% per annum, are unsecured and no terms of repayment have been negotiated. Notes payable include \$100,000 due to a shareholder of the Company. Interest accrued on this note for the period ended September 30, 2005 totaled \$6,000 (2004 - \$6,000). Interest due to the shareholder at period ended September 30, 2005 totaled \$63,688 (2004 - \$55,688).

5. LOAN PAYABLE

The loan balance is unsecured, non-interest bearing and has no fixed terms of repayment.

6. RELATED PARTY TRANSACTIONS

Amounts due to related parties consist primarily of advances from shareholders and directors. The balances are non-interest bearing, unsecured and have no fixed terms of repayment. During the period ended September 30, 2005 and September 30, 2004, \$nil and \$10,000 in consulting fees were paid to the president of the Company, respectively. The prior year fee was recorded at the exchange amount, which is the amount agreed by both parties.

MID-NORTH RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(Unaudited - See Notice to Reader)

7. SHARE CAPITAL

The changes in issued common shares from December 31, 2003 to September 30, 2005 are as follows:

	Number of Shares	\$
Issued:		
Balance December 31, 2003	11,680,847	3,404,719
For cash pursuant to private placement net of share issue costs of \$10,650	2,000,000	189,350
Cancellation of shares in escrow	(290,953)	-
Balance, December 31, 2004	13,389,894	3,594,069
Balance, September 30, 2005	13,389,894	3,594,069

i. Private Placement

On March 23, 2004, the Company closed a private placement for the issue of 2,000,000 units at \$0.10 per unit for gross proceeds of \$200,000. A unit consists of one common share and one share purchase warrant exercisable at \$0.13 on or before March 24, 2005.

ii. Cancellation on shares in Escrow

On December 10, 2004, the Trustee cancelled the 290,953 shares in escrow in accordance to a performance based escrow agreement dated December 15, 1995.

iii. Stock Options

The Company has a Stock Option Plan which permits the issuance of options up to 10% of the Company's common shares outstanding. At September 30, 2005, 10% of the issued and outstanding common shares is 1,338,989. The Stock Option Plan provides that the terms of the options, vesting period and the option shall be fixed by the directors subject to the price restrictions imposed by the CNQ Exchange. Stock options granted may be for a maximum term of 5 years and vest immediately. The Stock Option Plan of the Company and the granting of stock options are also subject to the additional restrictions and requirements pursuant to all applicable policies of the CNQ Exchange including that the Stock Option Plan receive annual approval. During the period ended September 30, 2005, nil (2004 - 450,000) stock options were issued, 640,000 (2004- nil) stock options expired and no options were exercised.

MID-NORTH RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
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7. SHARE CAPITAL CONT'D

iii. The following table presents the outstanding stock options as at September 30, 2005 and the changes since December 31, 2003:

Fixed Options	Number of Options	Weighted Average Exercise Price \$
Outstanding at December 31, 2003	825,000	0.26
Granted to directors at March 24, 2004	450,000	0.10
Outstanding and exercisable at December 31, 2004	1,275,000	0.20
Expired on June 21, 2005	(640,000)	0.30
Options outstanding and exercisable at September 30, 2005	635,000	0.10

The following table summarizes information about the stock options outstanding at September 30, 2005:

Number of Stock Options	Weighted Average Life Remaining (Years)	Expiry Date	Exercise Price \$
150,000	0.23	December 23, 2005	0.10
185,000	1.54	April 17, 2007	0.10
300,000	3.48	March 24, 2009	0.10
635,000	2.15		

Each option entitles the holder to purchase one common share at the price identified above. The weighted average grant date fair value assigned to stock options granted was \$0.06. The fair value of these options were determined on the date of the grant using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk free interest rate	3.2%
Expected life	5 years
Expected volatility	57%
Expected dividends	\$ Nil

iv. Warrants

At September 30, 2005, there are nil (2004 - 2,000,000) warrants outstanding. The 2,000,000 warrants issued in the private placement dated March 23, 2004 expired on March 24, 2005 and none were exercised.

MID-NORTH RESOURCES LIMITED
NOTES TO THE FINANCIAL STATEMENTS
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8. SIGNIFICANT EVENTS

On May 27, 2005, the Company entered into a letter of intent to merge with Bison Gold Exploration Inc. ("Bison"), a private Ontario corporation. The transaction is subject to regulatory approvals including the CNQ Exchange, approvals of the shareholders of the Company and "Bison" and a satisfactory due diligence review by "Bison".

The letter of intent contemplates that the common shares of the Company will be consolidated on a 4 for 1 basis immediately prior to the merger and following the merger, it is expected there will be approximately 20,000,000 shares outstanding of the merged entity. All outstanding stock options will be canceled immediately prior to the merger.

MID-NORTH RESOURCES LIMITED
DEFERRED EXPENSES - SCHEDULE 1
PERIOD ENDED SEPTEMBER 30, 2005 AND
YEAR ENDED DECEMBER 31, 2004
(Unaudited - See Notice to Reader)

	Burntwood River	Gunman Property	Central Manitoba Bissett	Bomber Lake	Beaucage Lake	Apex/ Miner	Total
	\$	\$	\$	\$	\$	\$	\$
Balance, December 31, 2003	547,137	219,533	235,403	35,921	19,871	12,174	1,070,039
2004 drill program	-	78,983	-	-	-	-	78,983
2004 joint interest adjustment	-	(5,482)	-	-	-	-	(5,482)
Balance, December 31, 2004 and September 30, 2005	<u>547,137</u>	<u>293,034</u>	<u>235,403</u>	<u>35,921</u>	<u>19,871</u>	<u>12,174</u>	<u>1,143,540</u>

See accompanying notes to the financial statements