Golden Band

RESOURCES INC

Consolidated Financial Statements
For the year ended April 30, 2009

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements of Golden Band Resources Inc. are the responsibility of management and have been approved by the Board of Directors.

Management has prepared the consolidated financial statements in accordance with Canadian generally accepted accounting principles. The consolidated financial statements reflect management's best estimates and judgments based on information currently available.

The management of the Company has developed and maintains a system of internal accounting controls in order to ensure the integrity and objectivity of the data in the consolidated financial statements. Management believes the internal accounting controls provide reasonable assurance that financial records are reliable and form a proper basis for the preparation of the consolidated financial statements and that assets are properly accounted for and safeguarded.

The Board of Directors carries out its responsibility for the consolidated financial statements principally through its audit committee. The audit committee is responsible for overseeing management's performance of its financial reporting responsibilities. The audit committee reviewed the Company's annual consolidated financial statements and annual report, and recommended their approval to the Board of Directors. The shareholders' auditors have full access to the audit committee, with and without management being present.

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

Gary Leland

Gary Leland, CA
VP of Finance and Administration,
Chief Financial Officer & Corporate Secretary

Rodney G. Orr, P. Geo
President &
Chief Executive Officer

Saskatoon, Canada
August 24, 2009

PRICEWATERHOUSECOOPERS

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August 24, 2009

Auditors' Report

To the Shareholders of Golden Band Resources Inc.

We have audited the consolidated balance sheet of **Golden Band Resources Inc.** as at April 30, 2009 and the consolidated statements of operations and comprehensive loss, shareholders' equity and cash flows for the year then ended. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated 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 consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated 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 consolidated financial statements present fairly, in all material respects, the financial position of the company as at April 30, 2009 and the results of its operations and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles.

The consolidated financial statements as at April 30, 2008 and for the year then ended, prior to the restatement described in note 15, were reported on by other auditors who expressed an opinion without reservation on those statements in their report dated July 8, 2008. We have audited the adjustments to the 2008 consolidated financial statements and in our opinion, such adjustments, in all material respects, are appropriate and have been properly applied.

PricewaterhouseCoopers LLP

Chartered Accountants

GOLDEN BAND RESOURCES INC.

CONSOLIDATED BALANCE SHEET

	April 30, 2009	April 30, 2008 (Restated - Note 15)
ASSETS		
Current		
Cash and cash equivalents	$ 242,250	$ 5,497,317
Accounts receivable	68,406	371,769
Prepaid expenses	38,120	244,185
	$ 348,776	$ 6,113,271
Reclamation bond (Note 9)	386,159	387,040
Property and equipment (Note 5)	2,590,598	1,846,834
Resource property interests (Notes 7 & Schedule)	27,545,239	25,013,190
	$ 30,870,772	$ 33,360,335
LIABILITIES		
Current		
Accounts payable and accrued liabilities	$ 530,049	$ 2,132,051
Lease and property tax payable (Note 6)	276,874	229,000
Environmental reclamation payable (Note 8)	356,330	356,330
Future income tax liability (Note 9)	2,628,907	3,373,472
	$ 3,792,160	$ 6,090,853
SHAREHOLDERS' EQUITY		
Share capital (Note 10)	36,090,123	34,636,832
Contributed surplus	1,726,392	1,085,254
Deficit	(10,737,903)	(8,452,604)
	$ 27,078,612	$ 27,269,482
	$ 30,870,772	$ 33,360,335

Going concern (Note 1)
Commitments (Note 13)
Subsequent events (Note 14)
See accompanying notes to consolidated financial statements.

Approved by the Board:

Ronald Netolitzky
Director

Robert Ingram
Director

GOLDEN BAND RESOURCES INC.

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE LOSS

FOR THE YEAR ENDED APRIL 30

	2009	**2008** (Restated - Note 15)
Administration costs		
Wages and benefits	$ 1,133,280	$ 907,737
Consulting	657,796	792,900
Stock compensation (Note 10)	360,920	332,162
Amortization	187,084	193,216
Investor communications	155,144	311,721
Professional fees	145,116	205,145
Travel and accommodation	76,900	85,531
Premises rent	64,651	68,363
Interest and other	57,509	9,805
Other costs	53,970	130,194
Property taxes and leases	43,579	127,347
Office expenses	35,506	170,949
Telephone and utilities	34,984	28,192
Insurance	31,364	43,968
	$ 3,037,803	$ 3,407,230
Interest and other income	(32,531)	(315,676)
Loss before income taxes	$ 3,005,272	$ 3,091,554
Future income tax recovery (Note 9)	(719,973)	(994,987)
Other comprehensive income (loss)	-	-
Comprehensive loss	$ 2,285,299	$ 2,096,567
Basic and diluted loss per share (Note 10)	$ (0.02)	$ (0.02)
Weighted average common shares outstanding	127,241,724	107,150,407

See accompanying notes to consolidated financial statements.

GOLDEN BAND RESOURCES INC.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	April 30, 2009	April 30, 2008 (Restated - Note 15)
Share Capital (Note 10)		
Balance, beginning of year	$ 34,636,832	$ 26,433,150
Issued for property	-	224,000
Private placements, net of issue costs	1,733,510	11,008,107
Exercise of stock options	-	47,500
Warrants issued	(280,219)	-
Flow-through renunciation	-	(3,108,375)
Fair value allocations on options exercised	-	32,450
Balance, end of year	$ 36,090,123	$ 34,636,832
Contributed Surplus		
Balance, beginning of year	$ 1,085,254	$ 785,542
Warrants issued	280,218	
Stock compensation	360,920	332,162
Fair value allocations on options exercised		(32,450)
Balance, end of year	$ 1,726,392	$ 1,085,254
Deficit		
Balance, beginning of year	$ (8,452,604)	$ (6,356,037)
Net earnings (loss)	(2,285,299)	(2,096,567)
Balance, end of year	$ (10,737,903)	$ (8,452,604)
Total Shareholders' Equity	$ 27,078,612	$ 27,269,482

See accompanying notes to consolidated financial statements.

GOLDEN BAND RESOURCES INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEAR ENDED APRIL 30

	2009	**2008** (Restated - Note 15)
Cash flows from (used in) operating activities		
Net income (loss) for the year	$ (2,285,299)	$ (2,096,567)
Items not involving cash		
Stock compensation (Note 10)	360,920	332,162
Amortization	187,084	193,216
Future income tax recovery (Note 9)	(719,973)	(994,987)
	$ (2,457,268)	$ (2,566,176)
Change in non-cash working capital items		
Decrease (increase) in accounts receivable	303,363	(178,501)
Decrease (increase) in prepaid expenses	206,065	(232,967)
Increase (decrease) in accounts payable	(1,602,002)	2,039,728
Increase in lease and property tax payable	47,874	-
	$ (3,501,968)	$ (937,916)
Cash flows from (used in) financing activities		
Issuance of share capital, net of issue costs	$ 1,708,918	$ 10,869,050
Cash flows from (used in) investing activities		
Deferred exploration expenses	(2,532,049)	(10,900,475)
Reclamation bond	881	(12,455)
Acquisition of capital assets	(930,849)	(1,362,753)
	$ (3,462,017)	$ (12,275,683)
Increase (decrease) in cash and cash equivalents	$ (5,255,067)	$ 2,344,549
Cash and cash equivalents, beginning of year	5,497,317	7,841,866
Cash and cash equivalents, end of year	$ 242,250	$ 5,497,317
Supplementary Information		
Shares issued for acquisition of property	-	$ 224,000

See accompanying notes to consolidated financial statements.

1. Going Concern

These financial statements have been prepared using Canadian generally accepted accounting principles applicable to a going concern which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business for the foreseeable future. In the course of its operations the Company has sustained operating losses and negative cash flows from operations. As of April 30, 2009, the Company had cash and cash equivalents of $242,250, a working capital deficiency of $181,273 and an accumulated deficit of $10,737,903. The Company continues to be in the exploration and development stage of its gold mining operations. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional debt or equity financing and achieve future profitable operations. As explained in note 14, the Company raised additional equity capital to meet shorter term needs. In the longer term, there is no assurance that the Company will be successful in these actions. As a result, the above casts significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty, and these adjustments could be material.

2. Nature of Operations

The recoverability of amounts shown for mineral properties and related deferred costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, future profitable production from the properties, or proceeds from disposition.

Ownership in mineral interests may involve certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the possibly ambiguous conveyancing of the history of mineral interests. The Company has investigated ownership of its mineral interests and, to the best of its knowledge, such ownership interests are unambiguous and are in good standing.

3. Significant Accounting Policies

(a) Consolidation

The consolidated financial statements include the accounts of Golden Band Resources Inc. and its wholly owned subsidiary, Jolu Development Corporation.

All significant inter-company transactions and balances have been eliminated.

(b) Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Areas of significance requiring the use of management estimates relate to the determination of the recoverability of capitalized mineral exploration costs, the determination of environmental reclamation payable and future income tax assets and liabilities. Actual results may differ from those estimates.

(c) Resource Property Interests

The Company follows the accepted accounting practice of capitalizing acquisition, exploration, and development costs applicable to properties held. If the properties become productive, the costs will be amortized over the anticipated production of the property. If the property is abandoned, the applicable costs will be written off as the claims lapse.

Depletion of costs capitalized to properties will be recorded using the unit of production method based on estimated proven and probable reserves as determined by independent engineers.

Management has determined each property or project to be a cost centre.

(c) Resource Property Interests (continued)

The costs capitalized represent those costs incurred to date and do not necessarily reflect present or future values.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as resource property costs or recoveries when the payments are made or received.

Resource property interests are tested for impairment whenever events or changes in circumstances indicate their carrying amount may not be recoverable. When events or circumstances indicate that the carrying amount of resource property interests are not recoverable, the estimated undiscounted future cash flows anticipated to be generating during the remaining life of the asset or group of assets are compared to the net carrying value of the asset or group of assets. Where the net carrying amount of the asset or the group of assets is less than the undiscounted future cash flows, an impairment loss is recognized to the extent of the difference between the carrying value of the asset or group of assets and the related fair value.

(d) Property and Equipment

Property and equipment consists of office, computer, and exploration equipment within the Company, and a gold mill under care and maintenance within its wholly owned subsidiary.

The property and equipment is recorded at cost and the equipment is amortized on a straight-line basis over three years.

The gold mill will be amortized if the asset becomes productive, over the anticipated production life of the property.

Property and equipment are tested for impairment whenever events or changes in circumstances indicate their carrying amount may not be recoverable. When events or circumstances indicate that the carrying amount of property and equipment are not recoverable, the estimated undiscounted future cash flows anticipated to be generated during the remaining life of the asset or group of assets are compared to the net carrying value of the asset or group of assets. Where the net carrying amount of the asset or the group of assets is more than the undiscounted future cash flows, an impairment loss is recognized to the extent of the difference between the carrying value of the asset or group of assets and the related fair value.

(e) Cash Equivalents

Cash equivalents consist of highly liquid investments which are readily convertible into cash with maturities of three months or less when purchased.

(f) Income Taxes

Income taxes are accounted for using the assets and liability method pursuant to Section 3465 of the Handbook of the Canadian Institute of Chartered Accountants (“CICA”). Future taxes are recognized for the tax consequences of “temporary differences” by applying enacted or substantively enacted statutory tax rates applicable to future years to differences between the financial statement carrying

amounts and tax basis of existing assets and liabilities. The effect on future taxes for a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. In addition, Section 3465 requires the recognition of future tax benefits to the extent that realization of such benefits is more likely than not.

Future income tax liabilities that may arise from these timing differences are recorded in the period they arise (see Note 10).

(g) Stock Option Plan

The Company has a stock option plan that is described in Note 11.

For stock option awards granted and all direct awards of stock, the Company applies the fair value method. The fair value of stock options is calculated using the Black-Scholes Option Pricing Model with assumptions for: weighted average risk-free interest rates; dividend yields; weighted-average volatility factors of the expected market price of the Company’s Common Shares; and a weighted average expected life of the options. The fair value of direct awards of stocks is determined based on the quoted market price of the Company’s stock.

(h) Basic and Diluted Loss Per Share

Basic loss per share is computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted loss per share reflects the potential dilution that could occur if potentially dilutive securities were exercised or converted to Common Shares. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the “if converted” method. Fully diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred.

(i) Share Capital – Flow Through Shares

The Company finances a portion of its exploration activities through the issue of flow-through shares.

The Company provides certain share subscribers with a flow-through component for tax incentives available on qualifying Canadian exploration expenditures. The Company renounces the qualifying expenditures upon issuance of the respective flow-through common shares and accordingly is not entitled to the related taxable income deductions for such expenditures.

The shares issued require that the Company make certain qualifying expenditures for tax purposes on or before December 31, 2008, the deduction of which flow through to the shareholders.

The Company has adopted recommendations by the Emerging Issues Committee (“EIC”) of the CICA relating to the recording of flow-through shares. EIC 146 stipulates that future income tax liabilities resulting from the renunciation of qualified mineral expenditures by the Company from the issuance of flow-through shares are recorded as a reduction in share capital. Any corresponding realization of future income tax benefits resulting in the utilization of prior year losses available to the Company not previously recorded, whereby the Company did not previously meet the criteria for recognition, are reflected as part of the Company’s operating results during the year the expenses are renounced to the share subscribers.

(j) Contributed Surplus

The fair values of certain stock options 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 as they vest. Upon exercise, the corresponding amount of contributed surplus related to the security is removed from contributed surplus and added to share capital.

(k) Financial Instruments

Cash, cash equivalents, and reclamation bonds are classified as held-for-trading and accordingly carried at their fair values. Accounts receivable are classified as loans and receivables, and accordingly carried at amortized cost. Accounts payable and accrued liabilities and long-term debt are classified as other financial liabilities and are currently carried at amortized cost.

Transaction costs that are directly attributable to the issuance of financial assets or liabilities are accounted for as part of the carrying value at inception, and are recognized over the term of the assets or liabilities using the effective interest rate method.

(l) Environmental Reclamation Payable

The Company recognizes the fair value of a liability for an environmental reclamation when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability.

Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or decrease to the carrying amount of the liability and the related long-lived asset.

4. Changes in Accounting Policies

Effective May 1, 2008 the Company adopted, on a prospective basis, the following new accounting standards issued by the Canadian Institute of Chartered Accountants (CICA):

(a) Capital Disclosures

Effective May 1, 2008, the Company adopted the CICA handbook section relating to Capital Disclosures. This section requires disclosure of information that enables users to evaluate the Company's objectives, policies, and processes for managing capital.

The Company's objectives for managing capital are to ensure the Company's ability to continue as a going concern so that it can move towards the short term goal of production and long term goal of continued successful exploration efforts.

The Company considers the items included in shareholders' equity to be capital. The Company relies on equity financing in order to fund future exploration and development and makes adjustments to the Company's capital structure based on financing needs, as well as in response to economic conditions and the risk characteristics of the underlying assets. Management makes adjustments to its capital structure by issuing new shares or acquiring or disposing of assets.

The Company facilitates the management of capital through the preparation of annual expenditure budgets and cash forecasts that are updated as necessary.

The Company currently has sufficient capital resources to meet its planned exploration activities. Additional funding will be required in order to undertake planned development and production activities, however management believes it will be able to raise the necessary funds. Management acknowledges that there are inherent risks in obtaining financing that may be beyond their control.

The Company currently does not have any externally imposed capital requirements.

(b) Financial Instruments – Disclosure and Presentation

Effective May 1, 2008, the Company adopted the CICA handbook sections relating to financial instruments disclosure and presentation. These sections establish standards that enhance the users' ability to evaluate the significance of financial instruments to the Company, and the nature and extent of risks, and the management of these risks.

(i) Financial Assets

The Company has designated its cash and cash equivalents and reclamation bond as held-for-trading, which are measured at fair value. Accounts receivable are classified as loans and receivables which are carried at amortized cost. Due to the short term maturity of accounts receivable, carrying amounts approximate fair value.

The Company has not entered into any hedging relationships and does not hold any other available-for-sale securities that would result in the recognition of other comprehensive income or loss.

(ii) Financial Liabilities

Accounts payable and accrued liabilities are classified as other financial liabilities and are carried at amortized cost. Due to the short term nature of accounts payable and accrued liabilities, carrying amounts approximate fair value.

(iii) Management of Financial Risk

Credit Risk

Credit risk is the risk that counterparties will not be able to satisfy their contractual obligations to the Company.

The Company's cash is held through a large Canadian financial institution. Receivables largely consist of GST due from the federal government as well as cash calls receivable from Santoy Resources Ltd. The Company considers this risk to be very remote.

The Company has provided irrevocable standby letters of credit issued by a Canadian financial institution. The Company has pledged $492,078 in term deposits as security for the letters of credit. These amounts are secured by a combination of cash and cash equivalents and reclamation bond on the balance sheet.

Liquidity Risk

Liquidity risk is the risk that the Company will not have the resources to meet its financial obligations as they fall due. The Company manages this risk by closely monitoring cash forecasts and managing resources to ensure it will have sufficient liquidity to meet its obligations.

Accounts payable and accrued liabilities are due within the current operating period. The Company has sufficient resources to meet these obligations as they become due. As of April 30, 2009 the Company has current assets of $348,776 to settle current liabilities of $530,049. To address this deficiency, the Company raised additional monies through the issuance of shares after year end as explained in note 14.

5. Property and Equipment

Property and equipment consists of the following:

	2009			2008
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Leasehold improvements	$ 12,500	8,333	4,167	$ 8,333
Office equipment	72,124	61,905	10,219	28,963
Computer equipment	122,302	104,359	17,943	88,087
Computer software	46,615	15,538	31,077	-
Field equipment	290,721	112,812	177,909	130,980
Automotive	94,264	52,846	41,418	72,840
Gold mill and equipment	719,443	-	719,443	562,836
Assets under construction	1,588,422	-	1,588,422	954,795
	$2,946,391	355,793	2,590,598	$1,846,834

The gold mill and equipment and assets under construction will be amortized if the assets become productive over the anticipated production life of the property.

The Company has capitalized $nil (2008 – $36,795) as assets under capital lease. Amortization expense related to assets under capital lease is $24,530 (2007 – 12,265).

6. Lease and Property Tax Payable

The Company's wholly owned subsidiary acquired the surface and mineral leases for the Jolu Mill from CDG Investments Inc. by assuming the liability to the Province of Saskatchewan for leases and property taxes outstanding in the amount of $276,874. The amount becomes due over a period of time based on various future conditions and events. Interest is payable on the outstanding amounts based on prescribed legislative rates.

7. Resource Property Interests

Subject to compliance with the Provincial Mineral Disposition Regulations, the Company holds the rights to explore for and to develop mineral resources on various Crown property dispositions. These rights are classified as resource property interests for financial statement purposes.

The Company has acquired certain mineral properties, interests and rights through direct ownership or under option, the costs of which are as follows:

	Surface and Mining Leases	Property Costs	Deferred Exploration Costs	Total April 30, 2009	Total April 30, 2008
Greater Waddy Lake (SK)	$ -	3,254,345	10,575,195	$ 13,829,540	$ 13,419,401
Churchill River (SK)	-	357,218	540,666	897,884	897,177
Bingo (SK)	-	-	10,490,033	10,490,033	8,681,004
Iskut River (BC)	-	1	-	1	1
Greywacke (SK)	-	524,000	343,751	867,751	859,672
Alimak-Decade (SK)	-	-	346,116	346,116	321,143
RKN (SK)	-	-	464,931	464,931	414,238
Birch Crossing (SK)	-	-	195,851	195,851	180,270
Jolu Mill (SK)	240,284	-	-	240,284	240,284
Komis (SK)	-	-	212,848	212,848	-
	$ 240,284	4,135,564	23,169,391	$ 27,545,239,	$ 25,013,190

Greater Waddy Lake, Churchill River, Bingo Project, and Greywacke, Saskatchewan

In November 2002, the Company acquired approximately 37,000 hectares in the La Ronge area of Saskatchewan. This land package, which complemented the Company's existing holdings, has been reclassified into six project areas: Greater Waddy Lake, Churchill River, Bingo, Decade, RKN and Birch Crossing. The total area held under disposition by the Company is now 75,105 hectares. Golden Band is the operator and owns 100% interests in these projects.

During August, 2006 the Company acquired the 50.1% interest held by Tyler Resources Inc. in the Golden Heart gold deposit. The Company purchased the interest for $1,000,000 cash and 500,000 common share purchase warrants exercisable for one common share for a period of two years at a price of $0.55 per warrant share. This property is recorded as part of Greater Waddy Lake.

During the 2006 fiscal year, the Company acquired three contiguous claims totaling 319 hectares of the Greywacke gold deposit for $40,000 cash and 150,000 shares of the Company on closing and 150,000 shares of the Company on the first anniversary of closing.

Also during the 2006 fiscal year, the Company acquired a 49% interest in the Greywacke gold deposit consisting of ten additional claims totaling 4,276 hectares. The Company acquired the 49% interest for $100,000 cash and 250,000 shares of the Company on closing and 250,000 shares of the Company on the first anniversary of closing. Fifty-one percent of the property was previously optioned to Masuparia Gold Corporation who was to spend $850,000 on exploration of the property.

During the fiscal 2008 year, the Company issued the additional 400,000 shares pursuant to the Greywacke acquisition agreements at a fair value of $224,000.

Iskut River Joint Venture, British Columbia

The Company has had an interest (34.13% at December 1996) in ten claims (4,250 hectares) situated in the Liard Mining Division, B.C. since 1987. These claims have been inactive since 1996 and there are no plans at present to undertake work or expenditures on them. Exploration costs on these claims were written off in prior years. The claims are held in a joint venture with Barrick Gold Corp. (35%). Golden Band is awaiting response from Barrick with respect to ongoing activity on the property.

Bingo, Alimak-Decade and RKN Properties

On August 6, 2008 the Company entered into an Option Agreement with Santoy Resources Ltd. ("Santoy"), a company related by way of two common directors and officers, whereby Santoy can acquire an 8% interest in the Bingo, Alimak-Decade and RKN properties. Other terms of the agreement are as follows:

a. Santoy must incur $3,000,000 in expenditures on the properties by December 31, 2008.

b. If the expenditures are not incurred by December 31, 2008 Santoy may elect to pay to the Company, in cash, the amount of expenditures not incurred.

c. Upon earning the 8% interest, a Joint Venture Agreement may be negotiated.

d. After March 31, 2009 the Company has the right to buy back Santoy's equity interest for the purchase price of $3,500,000 from April 1, 2009 to June 30, 2009, $3,750,000 from July 1, 2009 to announcement of commencement of commercial production, and $4,000,000 at any time after less specified returns to Santoy to a maximum of $3,000,000. To date, the Company has not exercised this right.

As at April 30, 2009 Santoy has spent $2,450,564 on the properties pursuant to the option agreement. In order to earn the 8% interest, Santoy has elected to pay the remaining amount of $494,492 ($549,436 less a 10% discount) which has been recorded as a reduction of resource property interests. Of this amount, $44,610 was outstanding at year end and is included in accounts receivable. In addition, the Company earned administrative fees of $112,691 and other related fees of $231,197 as part of this agreement. This was also recorded as a reduction of resource property interests.

8. Environmental Reclamation Payable

In accordance with the Saskatchewan Mineral Industry Environment Protection Regulation, 1993, the Company's wholly owned subsidiary assumed the financial liability to cover all existing and future costs for decommissioning and reclamation of the lands leased under the surface lease. The Company's estimate of the fair value of its environmental reclamation is $356,300 based on the total undiscounted amount of the cash flows required to settle the obligations and expected timing of payment of the cash flows required to settle the obligations using a credit-adjusted risk-free interest rate at which the estimated cash flows have been discounted. The Company's estimate is based on a variety of assumptions regarding estimated amount of cash flows, related timing of cash flows and discount rates, as a result, the actual obligation may vary from the estimate due to the uncertainties in these assumptions.

With regards the environmental reclamation payable, a term deposit of $386,159 has been pledged as security to TD Canada Trust for their irrevocable letter of credit in favour of the Province of Saskatchewan. The letter of credit is to provide financial assurance for the decommissioning costs of the mill.

9. Income Taxes

The Company has incurred expenditures on its mineral exploration properties which are identified as Canadian Exploration Expenses (CEE) and Canadian Development Expenses (CDE) for income tax purposes. The cumulative CEE and CDE expenditures and loss carry forwards may be used to reduce future years' taxable income earned by the Company.

In the prior period the Company reduced share capital by $3,108,375 and recognized the $3,108,375 as a future tax liability; this amount approximates the tax effect on the temporary difference resulting from renouncing exploration expenditures using currently enacted tax rates and laws. In addition, share capital was increased by $186,557 as a result of share issue costs, and a corresponding future tax asset was recognized for that amount.

In the current period the Company recognized $719,973, (2008 - $994,987) as a future income tax recovery from the utilization of available tax losses and CEE of the current period to offset the future tax liability recognized above.

The exploration and development expenses totaling $8,227,033 can be carried forward indefinitely. The non-capital loss totaling $8,535,925 are carried forward for tax purposes and are available to reduce taxable income of future years. These losses expire as follows:

Year	Non-Capital Losses
2010	256,480
2014	447,272
2015	589,255
2026	575,964
2027	927,032
2028	2,920,745
2029	2,819,177
Balance, April 30, 2009	$8,535,925

The detail of the future income tax liability is as follows:

Balance, April 30, 2008	$ 3,373,472
Tax benefits recognized in current period	(719,973)
Future income tax recognized on share issue costs	(24,592)
Balance, April 30, 2009	$ 2,628,907

The effective income tax rate differs from the statutory rate as follows:

	2009	2008
Loss before income taxes	$3,005,272	$3,091,554
Income tax rate	31.33%	34.25%
Expected tax recovery	941,652	1,058,754
Stock compensation and other non-deductible items	(99,515)	(67,524)
Effect of future tax rate changes from prior year	-	131,164
Other	-	84,250
Differences with future tax rates	(122,164)	(211,657)
Future income tax recovery	$719,973	$994,987

	2009	**2008**
Future income tax assets		
Operating loss carry-forwards	2,235,450	1,474,272
Share issuance costs and other	351,558	368,171
Gross future income tax assets	2,587,008	1,842,443
Future income tax liabilities		
Resource property interests	(5,215,916)	(5,215,916)
Net future income tax liability	(2,628,907)	(3,373,472)

10. Share Capital

The common shares of the Company are entitled to one vote per share at meetings of the shareholders of the Company, and upon dissolution or any other distribution of assets, to receive pro rata such assets of the Company as are distributable to the holders of the common shares.

The Company is authorized to issue the following shares:

- Unlimited Common Shares without par value
- Unlimited Preferred Shares without par value

At April 30, 2009 the Company's issued share capital is as follows:

	2009		2008	
	Number of Shares	Amount	Number of Shares	Amount
Balance, beginning of year	121,644,464	$ 34,636,832	98,319,464	$ 26,433,150
Issued for property	-	-	400,000	224,000
Private placement	9,000,000	1,800,000	2,750,000	1,512,500
Private placement	-	-	20,000,000	10,000,000
Warrants issued	-	(270,000)	-	-
Warrants issued to agents	-	(10,219)	-	-
Exercise of options	-	-	175,000	47,500
Contributed surplus	-	-	-	32,450
Future income tax recognized on share issue costs	-	24,592	-	186,557
Share issue costs	-	(91,082)	-	(690,950)
Flow-through shares (Note 9)	-	-	-	(3,108,375)
Balance, end of year	130,644,464	$ 36,090,123	121,644,464	$ 34,636,832

Private Placement

On September 15, 2008 the Company issued 9,000,000 units at a price of $0.20 per unit for gross proceeds of $1,800,000 through a non-brokered private placement. Each unit consisted of one common share and one warrant. Each warrant entitles the holder to purchase one additional common share at a price of $0.28 until September 15, 2009. The fair value of these warrants was recorded as $270,000.

Pursuant to the private placement the Company paid $68,125 and issued 340,625 warrants to settle finders' fees. The finders' warrants have the same terms as the warrants issued pursuant to the financing. The fair value of these warrants was recorded as $10,219.

Options

The Company has established an incentive stock option plan pursuant to which options to purchase common shares may be granted to certain officers, directors, and employees of the Company, as well as persons providing ongoing services to the Company. The incentive stock options are a means of rewarding optionees for future services provided to the Company. The exercise price of the options equals the market price of the Company's stock on the date prior to the grant. Options granted vest at 25% upon TSX approval and 12.5% per quarter thereafter. Stock options are for a five-year term in accordance with Company policy.

On October 27, 2008 the shareholders of the Company approved an amendment to the stock option plan by which the total number of options available for granting was increased from 8,000,000 to 10% of the issued and outstanding common shares of the Company. As of April 30, 2009 the aggregate number of common shares that may be issued under the stock option plan shall not exceed 13,064,446.

A summary of the status of the Company incentive stock option plan as at April 30, 2009 is as follows:

	2009		2008	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Outstanding, beginning of year	7,252,500	$0.38	4,275,000	$0.32
Granted	1,767,909	$0.21	3,227,500	0.46
Expired	(1,500,000)	$0.22	(75,000)	0.40
Exercised	-	-	(175,000)	0.27
Outstanding, end of year	7,520,409	$0.36	7,252,500	$0.38

Options Granted

A total of 1,767,909 (2008 – 3,227,500) options were granted during the year to directors, consultants, and employees as follows:

	2009	2008
Directors	500,000	600,000
Consultants	380,000	40,000
Employees	887,909	2,587,500
	1,767,909	3,227,500

The Company accounted for stock compensation expense of options granted during the period using the following weighted average assumptions: as vested, risk-free interest rate of 1.79%, no expected forfeiture rate, dividend yield of 0.00%, volatility of 64.41%, and expected lives of 4.61 years. The Company has recorded $360,920 (2008 – $332,162) in stock based compensation expense on 1,994,472 (2008 – 1,583,960) stock options that vested during the year.

A summary of outstanding Company incentive stock options as at April 30, 2009 is as follows:

	Outstanding			Exercisable		
Exercise Price per Share	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Life in Years	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Life in Years
$0.15 - $0.24	1,692,909	$0.21	4.48	443,225	$0.21	4.43
$0.25 - $0.34	1,700,000	$0.32	1.74	1,665,625	$0.32	1.68
$0.35 - $0.44	1,840,000	$0.41	3.04	1,608,956	$0.42	2.98
$0.45 - $0.54	2,187,500	$0.47	3.51	1,631,461	$0.47	3.52
$0.55 - $0.64	100,000	$0.56	3.01	58,331	$0.56	3.01
	7,520,409	$0.36	3.21	5,407,598	$0.39	2.86

Warrants

The Company has completed private placements and property for shares agreements. The funds were raised by the Company by attaching Share Purchase Warrants to Common Shares sold, and issuing Share Purchase Warrants with property for shares agreements.

A summary of the status of the Share Purchase Warrants is as follows:

	2009		2008	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Outstanding, beginning of year	10,723,945	$0.64	15,531,722	$0.64
Issued	9,340,625	$0.28	2,970,000	0.65
Expired	(7,973,945)	$0.64	(7,777,777)	0.45
Exercised	-	-	-	-
Outstanding, end of year	12,090,625	$0.36	10,723,945	$0.64

The warrants have various expiry dates ranging from September 15, 2009 to September 28, 2010.

The Company calculated the fair value of warrants issued during the period using the following weighted average assumptions: as vested, risk-free interest rate of 2.76%, no expected forfeiture rate, dividend yield of 0.00%, volatility of 69.84%, and expected lives of 1 year. The Company has recorded $280,219 in equity relating to the 9,340,625 warrants issued during the year.

11. Loss per Share

Basic loss per common share is computed by dividing loss applicable to common shares by the weighted average number of common shares issued and outstanding for the relevant period. Diluted loss per common share is computed by dividing loss applicable to common shares by the sum of the weighted average number of common shares issued and outstanding, and all additional common shares that would have been outstanding if potentially dilutive common shares had been issued.

Excluded from the calculation of diluted loss per common share were the effects of outstanding options and warrants as the effect on basic loss per share would be anti-dilutive.

12. Related Party Transactions

During the year the Company incurred charges from directors as follows:

	2009	2008
Exploration expenditures	$ -	$ 8,790
Consulting	63,000	54,770
Stock compensation	110,983	88,537
Travel	23,937	8,203
	$197,920	$160,300

At April 30, 2009 recoveries and management fees received from companies controlled by common directors was $688,540. Accounts receivable included $48,590 due from a company with common directors.

13. Commitments

Flow Through Expenditures

During the 2007 and 2008 fiscal years the Company issued flow through shares totaling $15,512,274 resulting in an obligation to spend the proceeds on exploration and development. As at April 30, 2009 the Company had spent $15,512,274 of the flow through share proceeds on exploration and development, and has fulfilled its spending commitments.

Lease Obligation

The Company has various operating lease agreements for office space, storage facilities and office equipment. The future lease payments are as follows:

2010	$49,161
2011	21,553
2012	3,036
2013	2,277

Credit Facility

On September 5, 2008 the Company entered into a revolving demand credit facility agreement for up to $100,000. At April 30, 2009 there were no amounts outstanding under the facility.

Stock options and awards

On February 16, 2009, the Company granted 350,000 stock options to a consultant of the Company. The options have a three year term. Of the 350,000 stock options, 100,000 options vested immediately and the remaining options only vest upon the successful completion of certain conditions. In addition, the Company is also contracted with the consultant to provide a success fee of $250,000 U.S. dollars that is contingent on the raising of share capital at various levels.

14. Subsequent Events

During May and June of 2009, the Company issued 22,000,000 shares and 22,000,000 warrants for gross proceeds of $4,400,000 through two private placements. The total finders' fees paid for this financing was $225,400 in cash and 1,127,000 warrants.

15. Prior Year Restatement

The 2008 comparative figures have been restated to include the impact of re-calculating the amount of future income tax liability, remaining at year-end, which initially arose from issuance of flow-through shares and share issue costs in past years. The impact of this restatement on the 2008 comparative figures, as previously reported, is to increase future income tax liability by $1,728,931, to increase opening deficit by $1,835,836, to increase net loss for the year by $468,847, to increase ending deficit by $2,304,683, to increase opening share capital by $389,195, to increase share issue costs by $186,557, and to increase ending share capital by $575,752. There was no impact on the previously reported 2008 basic and diluted loss per share amounts.

16. Comparative Figures

Certain 2008 comparative figures have been reclassified to conform to the financial statement presentation adopted for 2009.

GOLDEN BAND RESOURCES INC.

Schedule of Deferred Exploration Costs
For the year ended April 30, 2009

	Greater Waddy Lake/Other	Bingo	Greywacke	Alimak-Decade	RKN	Birch Crossing	Komis	Total
Assays and Analysis	$ 2,711	$ 122,040	$ 7,149	$ 51	$ 18,676	$ 8,524	$ 3,024	$ 162,175
Consulting	15,842	-	-	-	-	-	97,902	113,744
Drilling contractor	-	485,217	-	-	(7,318)	-	82,035	559,934
Heavy equipment contractor	265,778	198,734	1,754	6,543	958	-	2,980	476,747
Wages & Benefits	109,478	199,721	1,766	16,319	34,804	6,445	23,134	391,667
Travel, camps & accommodations	2,840	71,359	3,408	1,585	536	-	-	79,728
Permits and licenses	1,782	3,122	218	-	-	-	464	5,586
Supplies	101	8,290	-	-	592	-	-	8,983
Underground development	-	705,951	-	-	-	-	-	705,951
Other	12,314	14,595	(6,216)	475	2,445	612	3,309	27,534
	$ 410,846	$ 1,809,029	$ 8,079	$ 24,973	$ 50,693	$ 15,581	$212,848	$ 2,532,049
Balance, April 30, 2008	$10,705,015	$ 8,681,004	$335,672	$321,143	$414,238	$180,270	-	$20,637,342
Balance, April 30, 2009	$11,115,861	$10,490,033	$343,751	$346,116	$464,931	$195,851	$212,848	$23,169,391