

WINFIELD RESOURCES LIMITED

FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)

NINE MONTH PERIOD ENDED
SEPTEMBER 30, 2005

UNAUDITED INTERIM FINANCIAL STATEMENTS

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited financial statements for the period ended September 30, 2005.

WINFIELD RESOURCES LIMITED
BALANCE SHEETS
(Unaudited – Prepared by Management)

	September 30, 2005	December 31, 2004 (Audited)
ASSETS		
Current		
Cash	\$ -	\$ 6,667
Accounts receivable	10,882	2,010
Prepaid expenses and deposits	<u>21,360</u>	<u>20,236</u>
	32,242	28,913
Deferred Expenditures	125,457	129,070
Property and equipment (Note 4)	<u>256,860</u>	<u>227,643</u>
	<u>\$ 414,559</u>	<u>\$ 385,626</u>

LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIENCY)

Current		
Bank overdraft	\$ 1,704	\$ -
Accounts payable and accrued liabilities	95,181	109,664
Subscriptions received in advance (Note 6)	167,500	295,280
Due to related party	<u>5,799</u>	<u>2,592</u>
	270,184	407,536
Shareholders' equity (deficiency)		
Capital stock (Note 5)	2,228,393	1,975,613
Contributed surplus (Note 5)	70,400	70,400
Deficit	<u>(2,154,418)</u>	<u>(2,067,923)</u>
	<u>144,375</u>	<u>(21,910)</u>
	<u>\$ 414,559</u>	<u>\$ 385,626</u>

On behalf of the Board:

“Robert Michael Foley” (signed) Director

“Kenneth Tangen” (signed) Director

The accompanying notes are an integral part of these financial statements.

WINFIELD RESOURCES LIMITED
STATEMENTS OF OPERATIONS AND DEFICIT
(Unaudited – Prepared by Management)

	Three Month Period Ended September 30, 2005	Three Month Period Ended September 30, 2004	Nine Month Period Ended September 30, 2005	Nine Month Period Ended September 30, 2004
EXPENSES				
Amortization	\$ 568	\$ 175	\$ 1,124	\$ 524
Bank charges and interest	1,036	576	1,853	2,264
Consulting fees	-	-	5,500	18,800
Due diligence	-	17,000	-	22,280
Investor relations	-	-	5,000	-
Legal and audit	1,663	1,237	4,957	8,056
Management fees	6,000	6,000	18,000	18,000
Office and general	1,899	5,034	9,136	13,464
Public company costs	5,344	1,248	16,120	8,453
Rent and occupancy costs	4,894	12,021	19,815	45,021
Travel and related	491	2,000	1,377	3,377
Loss before other items	(21,895)	(45,291)	(82,882)	(140,239)
OTHER ITEMS				
Gain (loss) on foreign exchange	(5,466)	(9,747)	(3,613)	(4,831)
Gain (loss) on forgiveness of debt	-	(2,479)	-	13,438
	(5,466)	(12,226)	(3,613)	8,607
Net loss for the period	(27,361)	(57,517)	(86,495)	(131,632)
Deficit, beginning of period	(2,127,057)	(1,896,716)	(2,067,923)	(1,822,601)
Deficit, end of period	\$ (2,154,418)	\$ (1,954,233)	\$ (2,154,418)	\$ (1,954,233)
Basic and diluted loss per share	\$ (0.002)	\$ (0.004)	\$ (0.005)	\$ (0.010)
Weighted average number of common shares outstanding	16,205,653	13,677,853	15,779,723	13,677,853

The accompanying notes are an integral part of these financial statements.

WINFIELD RESOURCES LIMITED
STATEMENTS OF CASH FLOWS
(Unaudited – Prepared by Management)

	Three Month Period Ended September 30, 2005	Three Month Period Ended September 30, 2004	Nine Month Period Ended September 30, 2005	Nine Month Period Ended September 30, 2004
OPERATING ACTIVITIES				
Net loss for the period	\$ (27,361)	\$ (57,517)	\$ (86,495)	\$ (131,632)
Items not affecting cash flow				
Amortization	568	175	1,124	524
Loss on foreign exchange	5,466	9,747	3,613	4,831
(Gain) loss on forgiveness of debt	-	2,479	-	(13,438)
Net change in non-cash working capital	<u>(36,731)</u>	<u>8,387</u>	<u>(24,479)</u>	<u>(4,187)</u>
Net cash used in operating activities	<u>(58,058)</u>	<u>(36,729)</u>	<u>(106,237)</u>	<u>(143,902)</u>
FINANCING ACTIVITIES				
Advances (to) from related party	(46,361)	(793)	3,207	2,930
Decrease in share subscriptions received in advance	(20,000)	-	(272,780)	-
Issuance of shares	-	-	252,780	-
Increase in share subscriptions received in advance	<u>142,500</u>	<u>27,800</u>	<u>145,000</u>	<u>248,100</u>
Net cash provided by financing activities	<u>76,139</u>	<u>27,007</u>	<u>128,207</u>	<u>251,030</u>
INVESTING ACTIVITIES				
Acquisition of mineral property	-	-	-	(15,000)
Acquisition of property, plant and equipment	-	-	(5,715)	-
Deferred exploration costs	(1,277)	-	(2,277)	-
Deferred expenditures	-	50,000	-	-
Due diligence on mineral properties	<u>(18,151)</u>	<u>(36,866)</u>	<u>(22,349)</u>	<u>(92,205)</u>
Net cash provided by (used in) investing activities	<u>(19,428)</u>	<u>13,134</u>	<u>(30,341)</u>	<u>(107,205)</u>
Change in cash for the period	(1,347)	3,412	(8,371)	(77)
Cash (bank overdraft), beginning of period	<u>(357)</u>	<u>(3,465)</u>	<u>6,667</u>	<u>24</u>
Bank overdraft, end of period	<u>\$ (1,704)</u>	<u>\$ (53)</u>	<u>\$ (1,704)</u>	<u>\$ (53)</u>

The accompanying notes are an integral part of these financial statements.

WINFIELD RESOURCES LIMITED
NOTES TO FINANCIAL STATEMENTS
(Unaudited – Prepared by Management)
SEPTEMBER 30, 2005

1. BASIS OF PRESENTATION

The financial statements contained herein include the accounts of Winfield Resources Limited. (the “Company”)

The interim period financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. All financial summaries included are presented on a comparative and consistent basis showing the figures for the corresponding period in the preceding year. The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of annual financial statements. Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These interim period statements should be read together with the audited financial statements and the accompanying notes included in the Company's latest annual report. In the opinion of the Company, its unaudited interim financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

2. NATURE OF OPERATIONS

The Company is a public corporation incorporated under the British Columbia Company Act on June 19, 1987. On August 2, 2000, the Corporation completed its initial public offering and its shares were listed on the TSX Venture Exchange. The Company's primary focus is the evaluation, acquisition, exploration and development of resource properties.

On May 13, 2005, the British Columbia Securities Commission suspended trading of the Company's common shares for failing to file the year-end December 31, 2004 financial statements and management discussion and analysis. On July 6, 2005, trading of the Company's common shares was reinstated.

These financial statements have been prepared in accordance with generally accepted accounting principles with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. Continued operations of the Company are dependent on the Company's ability to receive continued financial support, complete public equity financing, or generate profitable operations in the future.

	September 30, 2005	December 31, 2004
		(Audited)
Deficit	\$ (2,154,418)	\$ (2,067,923)
Working capital (deficiency)	(237,942)	(378,623)

3. LOSS PER SHARE

Loss per share is calculated using the weighted average number of shares outstanding during the period.

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NOTES TO FINANCIAL STATEMENTS
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4. PROPERTY AND EQUIPMENT

Mineral Property Costs:

2005	Algeria and Libya	Atlin, BC	Ringo, MB	Total
Acquisitions, Opening balance, January 1, 2005	\$ -	\$ 15,000	\$ 72,500	\$ 87,500
Exploration costs, Opening balance, January 1, 2005	90,297	2,408	44,645	137,350
Changes during the period	<u>22,349</u>	<u>2,277</u>	<u>-</u>	<u>24,626</u>
Balance, September 30, 2005	<u>\$ 112,646</u>	<u>\$ 19,685</u>	<u>\$ 117,145</u>	<u>\$ 249,476</u>

Ringo Property

The Ringo Property is located within the main camp of the Flin Flon Greenstone Belt, one of the most prolific copper-zinc-silver-gold volcanogenic massive sulphide mining districts in the world. Over 148 million tonnes of copper-zinc massive sulphide ore has been mined or is part of the inventory of thirty past producing or producing mines situated within the belt. The Ringo Property is located 5 km east of the Hudson Bay Mining and Smelting's past-producing Flin Flon Mine (62.4Mt @ 2.19% copper and 4.20% zinc), producing Callinan Mine (7 Mt @ 0.60% copper and 10.94% zinc), and 777 Mine Development Project (14.5 Mt @ 2.55% copper and 4.20% zinc). The property is also just 4 km south of the producing Trout Lake Mine (20 Mt @ 1.79% copper and 4.20% zinc). The host volcanic stratigraphy of Trout Lake Mine is believed to strike south onto the Ringo Property.

The Ringo Drill Program will test the down dip extension of a laterally extensive and exposed mineralized horizon located parallel to, and just west of the Ringo Property boundary. The mineralized horizon dips east onto the Ringo Property. Assays containing up to 125 zinc were obtained from samples of the horizon intersected by shallow drill holes collared just west of the Ringo Property. Some of the Company's drill holes are planned to intersect the potential extensions of these intersections at depth.

The Company is in the process of raising additional financing to proceed with a five hole – 2000 meter diamond drilling program on the Ringo property.

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4. PROPERTY AND EQUIPMENT (cont'd...)

Algeria and Libya

The Company is currently conducting due diligence on various mineral, oil and natural gas projects in Algeria and Libya.

Atlin Property

On January 16, 2004, the Company paid \$15,000 to Jason Heywood for a 25% interest in the direct ownership of gold mineral claims located in the Atlin Mining District of British Columbia. The Company now has an interest in four post claims of 20 units (each unit is 500m X 500m) and two post claims (each is 500m X 500m).

Office Equipment

Historical cost	\$ 12,537
Less: accumulated amortization	<u>(5,153)</u>
Net book value, September 30, 2005	<u>\$ 7,384</u>

5. CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number of Shares	Capital Stock	Contributed Surplus
Authorized 250,000,000 common shares without par value			
Issued common shares			
Balance as at December 31, 2004	13,677,853	\$ 1,975,613	\$ 70,400
Private placement	<u>2,527,800</u>	<u>252,780</u>	<u>-</u>
Balance as at September 30, 2005	<u>16,205,653</u>	<u>\$ 2,228,393</u>	<u>\$ 70,400</u>

On February 15, 2005, the Company issued 2,527,800 units at a price of \$0.10 per unit, with each unit consisting of one common share and a warrant to purchase an additional common share at an exercise price of \$0.18 per share for a period of twelve months from closing. Total proceeds of \$252,780 from the private placement will be used for general working capital.

On April 14, 2005, the Company released 1,331,678 common shares from escrow, pursuant to an Escrow Agreement dated March 21, 2000.

6. SUBSCRIPTIONS RECEIVED IN ADVANCE

During the nine month period ended September 30, 2005, the Company received \$140,000 for a \$200,000 private placement. The Company received \$22,500 of this private placement during the 2004 fiscal year. The shares for this private placement were issued on October 4, 2005. The remaining \$37,500 in proceeds were received subsequent to the quarter. (refer to subsequent events)

The Company also received an additional \$5,000 share subscription for an upcoming 4,000,000 unit private placement.

7. STOCK OPTIONS AND WARRANTS

Options

The Company has established a Stock Option Plan for the benefit of directors, officers and employees. Under the Plan, the directors may reserve, from treasury, a number of shares not exceeding 10% of the issued and outstanding common shares of the Corporation for the granting of options to designated recipients.

Outstanding options, under the Plan, as at September 30, 2005 are:

Number of Options Available	Exercise Price	Expiry Date
100,000	\$ 0.25	March 18, 2007
200,000	0.25	July 24, 2007

Warrants

Outstanding warrants as at September 30, 2005 are:

Number of Options Available	Exercise Price	Expiry Date
2,527,800	\$ 0.18	February 15, 2006

8. SEGMENTED INFORMATION

The Company conducts all of its operations in North America in one business segment but is conducting due diligence with the intent of expanding outside of North America.

9. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

Paid or accrued consulting fees of \$5,500 (\$2004 - \$7,211) to a Company which is controlled by a former director of the Company.

Paid or accrued management fees of \$18,000 (2004 - \$18,000) to a shareholder Company which is controlled by a director of the Company.

The above transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

The \$5,799 (2004 – \$817) due to a shareholder Company, which is controlled by a director of the Company, is non-interest bearing and has no formal terms of repayment.

10. SUBSEQUENT EVENTS

Shares Issued for Private Placement

On October 4, 2005, the Company issued 4,000,000 units at a price of \$0.05 per unit, with each unit consisting of one common share and a warrant to purchase an additional common share at an exercise price of \$0.15 per share for a period of twelve months from closing. \$162,500 of the total proceeds were recorded in share subscriptions received in advance.

Finders' fees of \$6,500 have been paid in connection with this private placement.

The Company received \$37,500 in share subscriptions subsequent to September 30, 2005 for this private placement.

Private Placement

On October 27, 2005, the Company announced that it has proposed a \$200,000 non-brokered private placement of up to 4,000,000 units at \$0.05 per unit, each unit comprising of one common share and one common share purchase warrant. Each warrant will entitle the holder to acquire one additional common share at a price of \$0.15 per share for a period of two years after closing of the financing. The Company received \$5,000 of the total proceeds which have been recorded as share subscriptions received in advance.

Finders' fees may be paid in connection with the financing in accordance with applicable securities laws and TSX Venture Exchange ("TSX") policies. Completion of the financing is subject to regulatory and TSX approval.

Stock Options Granted

On November 1, 2005, the Company announced that it granted 1,800,000 stock options exercisable at \$0.10 until November 1, 2010 to directors and consultants of the Company. The Company will recognize \$87,578 in stock-based compensation on the income statement with a corresponding entry to contributed surplus on the balance sheet in the December 31, 2005 financial statements.