

PITCHSTONE
EXPLORATION LTD.

An Exploration Stage Company

CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

For the Six Months Ended June 30, 2010

315 – 1100 Melville Street
Vancouver, BC, Canada
V6E 4A6
TSX-V: PXP

Tel: 604-630-5563
Fax: 604-630-5564
www.pitchstone.net

**NOTICE OF NO AUDITOR REVIEW OF
INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim consolidated financial statements, they must be accompanied by a notice indicating that an auditor has not reviewed the financial statements.

The accompanying unaudited interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Consolidated Balance Sheets
(unaudited)

ASSETS		June 30, 2010	December 31, 2009
Current			
Cash and cash equivalents		\$ 3,615,920	\$ 5,458,978
Restricted Cash	Note 6b	112,859	178,342
Accounts receivable		56,140	27,871
Prepaid expenses		16,662	20,590
Total Current Assets		3,801,581	5,685,781
Expenditures on mineral properties	Note 3	18,975,646	17,568,369
Equipment	Note 4	36,595	37,689
Total Assets		\$ 22,813,822	\$ 23,291,839

LIABILITIES AND SHAREHOLDERS' EQUITY

Current			
Accounts payable and accrued liabilities		\$ 26,918	\$ 241,498
Due to related parties	Note 6a	14,850	5,250
Funds held for JV partners and optionees	Note 6b	112,859	178,342
Total Current Liabilities		154,627	425,090
Future income tax liability		1,977,408	1,813,844
Deferred gain on Uranium One Joint Venture	Note 5	1,825,000	1,850,000
Total Liabilities		3,957,035	4,088,934
Shareholders' Equity			
Share capital	Note 7	\$ 16,989,119	\$ 17,152,683
Contributed surplus		3,956,340	3,939,721
Deficit		(2,088,672)	(1,889,499)
Total Shareholders' Equity - Statement 3		18,856,787	19,202,905
Total Liabilities and Shareholders' Equity		\$ 22,813,822	\$ 23,291,839

Nature and Continuance of Operations Note 1
Commitments Note 11

ON BEHALF OF THE BOARD:

"Edward A.G. Trueman", Director

"Paul Geyer", Director

- See Accompanying Notes -

Pitchstone Exploration Ltd.*(An Exploration Stage Company)*

Statement 2

**Consolidated Statements of Operations
and Comprehensive Loss****(unaudited)**

	For the three months ended June 30,		For the six months ended June 30,	
	2010	2009	2010	2009
Revenues				
Overhead recoveries	\$ 45,320	\$ 6,399	\$ 97,107	\$ 2,511
Interest income	11,386	28,938	21,607	76,626
Equipment rental revenue	1,299	-	2,088	2,720
Gain on contributed joint venture assets	Note 5	12,500	25,000	25,000
Total revenues	70,505	47,837	145,802	106,857
Administrative expenses				
Accounting and audit	Note 6a	15,000	18,795	30,000
Amortization		3,176	5,151	5,568
Directors' fees	Note 6c	9,600	5,200	11,600
Filing and transfer agent fees		1,574	5,247	12,219
Insurance		6,783	7,351	14,869
Investor relations		11,634	10,580	18,321
Legal fees		5,751	11,301	5,751
Administration expenses		16,795	22,604	28,577
Salaries and wages		103,081	113,663	194,359
Stock-based compensation	Note 7	16,619	150,242	16,619
Travel		5,292	4,891	7,092
Total administrative expenses		195,305	355,025	344,975
Net income (loss) and comprehensive income (loss) for the period		\$ (124,800)	\$ (307,188)	\$ (199,173)
				\$ (453,561)
Earning (loss) per share				
- Basic & fully diluted		(\$0.00)	(\$0.01)	(\$0.01)
Weighted average number of shares outstanding		36,501,185	33,444,785	36,501,185
				33,444,785

- See Accompanying Notes -

Consolidated Statements of Changes in Shareholders' Equity
(unaudited)

	Number of Shares	Amount	Contributed Surplus	Earnings/ Deficit	Total Shareholders' Equity
Ending Balance at December 31, 2007	30,943,785	\$ 15,959,868	\$ 1,871,657	\$ 2,107,192	\$ 19,938,717
Share issues:					
Stock-based Compensation	-	-	1,575,658	-	1,575,658
Share Issue Costs	Note 7a	(82,153)	-	-	(82,153)
Flow-through Share Tax Recovery	-	(925,124)	-	-	(925,124)
Private Placement - Flow-through Shares	Note 7a	2,501,000	1,500,600	-	1,500,600
Net loss and comprehensive loss for the year	-	-	-	(2,431,698)	(2,431,698)
Ending Balance at December 31, 2008	33,444,785	\$ 16,453,191	\$ 3,447,315	\$ (324,506)	\$ 19,576,000
Share issues:					
Flow-through Share Tax Recovery	-	(375,150)	-	-	(375,150)
Stock-based Compensation	-	-	323,509	-	323,509
Share Issue Costs	Note 7b,c	(38,540)	-	-	(38,540)
Private Placement - Common Shares	Note 7b	1,525,000	325,129	284,871	610,000
Private Placement - Flow-through Shares	Note 7c	1,453,900	654,255	-	654,255
Exercise of Options	Note 7	77,500	17,825	-	17,825
Fair Value of Option Exercised	Note 7	-	115,973	(115,973)	-
Net loss and comprehensive loss for the year	-	-	-	(1,564,993)	(1,564,993)
Ending Balance at December 31, 2009	36,501,185	\$ 17,152,683	\$ 3,939,721	\$ (1,889,499)	\$ 19,202,905
Flow-through Share Tax Recovery	-	(163,564)	-	-	(163,564)
Stock-based Compensation	-	-	16,619	-	16,619
Net loss and comprehensive loss for the period	-	-	-	(199,173)	(199,173)
Ending Balance at June 30, 2010	36,501,185	\$ 16,989,119	\$ 3,956,340	\$ (2,088,672)	\$ 18,856,787

- See Accompanying Notes -

Pitchstone Exploration Ltd.*(An Exploration Stage Company)*

Statement 4

Consolidated Statements of Cash Flows**(Unaudited)**

	For the three months ended June 30,		For the six months ended June 30,	
	2010	2009	2010	2009
Cash Flows from Operating Activities				
Net loss for the period	\$ (124,800)	\$ (307,188)	\$ (199,173)	\$ (453,561)
Items not affected by cash				
Amortization	3,176	5,151	5,568	9,797
Stock-based compensation	16,619	150,242	16,619	162,523
Gain on contributed JV assets	(12,500)	(12,500)	(25,000)	(25,000)
	<u>(117,505)</u>	<u>(164,295)</u>	<u>(201,986)</u>	<u>(306,241)</u>
Changes in non-cash working capital items				
Accounts receivable	43,667	18,087	(2,981)	(52,281)
Prepaid expenses	(1,997)	(2,280)	3,928	4,169
Accounts payable and accrued liabilities	(64,429)	(48,889)	(214,580)	(270,366)
Due to/from related parties	9,600	2,849	9,600	2,459
Funds held for JV partners/options	(7,159)	(7,381)	(90,770)	(19,711)
Net Cash Used In Operating Activities	<u>(137,823)</u>	<u>(201,909)</u>	<u>(496,789)</u>	<u>(641,971)</u>
Cash Flows from Investing Activities				
Resource properties	(303,994)	(240,470)	(1,407,277)	(1,566,514)
Purchase of equipment	-	-	(4,475)	(13,463)
Net Cash Used In Investing Activities	<u>(303,994)</u>	<u>(240,470)</u>	<u>(1,411,752)</u>	<u>(1,579,977)</u>
Cash Flows from Financing Activities				
Cash received for shares issued	-	540,250	-	540,250
Net Cash Provided by Financing Activities	<u>-</u>	<u>540,250</u>	<u>-</u>	<u>540,250</u>
Net Decrease in Cash and Cash Equivalents	<u>(441,817)</u>	<u>97,871</u>	<u>(1,908,541)</u>	<u>(1,681,698)</u>
Cash and Cash Equivalents – Beginning of the period	<u>4,170,596</u>	<u>6,176,549</u>	<u>5,637,320</u>	<u>7,956,118</u>
Cash and Cash Equivalents – End of the period	<u>\$ 3,728,779</u>	<u>\$ 6,274,420</u>	<u>\$ 3,728,779</u>	<u>\$ 6,274,420</u>
Cash and Cash Equivalents comprised of:				
Cash	\$ 162,520	\$ 553,563	\$ 162,520	\$ 553,563
Guaranteed Investment Certificates	\$ 3,453,400	\$ 5,720,857	\$ 3,453,400	\$ 5,720,857
	<u>\$ 3,615,920</u>	<u>\$ 6,274,420</u>	<u>\$ 3,615,920</u>	<u>\$ 6,274,420</u>
Restricted Cash	\$ 112,859	\$ -	\$ 112,859	\$ -
Supplementary Information				
Interest income - cash received	\$ 12,991	\$ 5,076	\$ 26,251	\$ 26,251

- See Accompanying Notes -

Pitchstone Exploration Ltd.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

June 30, 2010

(Unaudited)

1. Nature and Continuance of Operations

The Company was incorporated under the British Columbia Company Act on April 24, 2003. The Company is an exploration stage company engaged principally in the acquisition and exploration of mineral properties. The recovery of the Company's investment in its mineral properties is dependent upon the discovery, development and sale of mineral products and the ability to raise sufficient capital to finance this activity. The ultimate outcome of this activity cannot presently be determined because it is contingent on future matters.

2. Significant Accounting Policies

a) Basis of Consolidation

These consolidated financial statements include the accounts of the Company, a 55.3% interest in the joint venture with Uranium One Inc. ("Uranium One"), a 50% interest in the joint venture with Canterra Minerals Corporation ("Canterra"), formerly Triex Minerals Corporation, a 41.5% interest in the Candle claim jointly held with JCU (Canada) Exploration Company, Limited ("JCU") and Uranium One, and a 65.5% interest in the joint venture with Manica Mineral Ltd. ("Manica").

b) Use of Estimates

The preparation of consolidated 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 and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the period. Actual results could differ from these estimates.

c) Mineral Properties and Deferred Exploration Expenditures

The Company is in the process of exploring its mineral properties and has not yet determined whether these properties contain Mineral Reserves.

Mineral exploration costs are capitalized on an individual project basis until such time as Mineral Reserves are defined or the project is abandoned. Costs for a producing deposit are amortized on a unit-of-production method based on the estimated life of the Mineral Reserves, while costs for the projects abandoned are written-off. These long lived assets are assessed for impairment when events and circumstances warrant an assessment.

The recoverability of the amount capitalized for the undeveloped mineral properties is dependent upon the determination of Mineral Reserves, confirmation of the Company's interest in the underlying mineral claims, the ability to farm out its mineral properties, the ability to obtain the necessary financing to complete their development and future profitable production or proceeds from the disposition thereof.

Title to mineral properties may involve inherent risks due to the difficulties of determining the validity of claims. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, titles to all of its properties are in good standing.

The Company conducts certain of its mineral exploration activities through joint ventures and accounts for these activities by the proportionate consolidation method under which the Company's proportionate share of the joint venture assets and liabilities are included in the Company's account.

Pitchstone Exploration Ltd.

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Notes to Consolidated Financial Statements

June 30, 2010

(Unaudited)

2. Significant Accounting Policies - *Continued*

d) Cash and Cash Equivalents

Cash and cash equivalents are highly liquid investments, such as guaranteed investment certificates with major financial institutions, having a maturity of 12 months or less at acquisition, that are readily convertible to contracted amounts of cash.

e) Environmental Expenditures and Asset Retirement Obligations

The operations of the Company have been, and may in the future be, affected from time to time in varying degree by changes in environmental regulations, including those for future reclamation and site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company vary greatly and are not predictable. The Company's policy is to meet or, if possible, surpass standards set by relevant legislation, by application of technically proven and economically feasible measures.

Environmental expenditures that relate to ongoing environmental and reclamation programs are charged against earnings as incurred or capitalized and amortized depending on their future economic benefits. Estimated future reclamation and site restoration costs, when the ultimate liability is reasonably determinable, are charged against earnings over the estimated remaining life of the related business operation, net of expected recoveries.

The Company currently has no asset retirement obligations.

f) Amortization

The Company provides for amortization on its fixed assets on a declining balance basis (one-half of the rate is applied in the year of acquisition).

Following are the amortization rates:

Computer equipment	30%
Office furniture	20%
Exploration equipment	30%
Computer software	100%

g) Income Taxes

The Company accounts for the future tax consequences of the differences in the carrying amounts of assets and liabilities and their tax bases using tax rates expected to apply when these temporary differences are settled. When the future realization of income tax assets does not meet the test of being more likely than not to occur, a valuation allowance in the amount of the potential future benefit is taken and no net assets are recognized. The Company has taken a valuation allowance against all potential tax assets.

h) Share Capital

- i) The proceeds from the exercise of stock options and warrants are recorded as share capital in the amount for which the option and warrant enabled the holder to purchase a share in the Company.
- ii) Share capital issued for non-monetary consideration is recorded at an amount based on fair market value.

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Notes to Consolidated Financial Statements

June 30, 2010

(Unaudited)

2. Significant Accounting Policies – *Continued*

i) Flow-through Shares

The Company may issue securities referred to as flow-through shares, whereby the investor may claim the tax deductions arising from the expenditure of the proceeds. When exploration expenditures are renounced to the investors and the Company has reasonable assurance that the expenditures will be completed, a future income tax liability is recognized and share capital is reduced. Previously unrecognized tax assets may then offset this liability, which amount would then be included in income.

j) Stock-based Compensation

The Company has a stock option plan as disclosed in Note 7. The Company has adopted the fair value method for stock-based compensation granted to employees, non-employees and for all direct awards of stock. The fair value of stock options is determined using the Black-Scholes Option Pricing Model with assumptions for risk-free interest rates, dividend yields, volatility factors of the expected market price of the Company's common shares and expected life of the options. The fair value of direct awards of stock is determined by the quoted market price of the Company's stock.

k) Earnings (Loss) per Share

Basic earnings (loss) per share is computed by dividing income (loss) available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted earnings per share assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings per share. The dilutive effect of convertible securities is reflected in diluted earnings per share by application of the "if converted" method. The dilutive effect of outstanding options and warrants and their equivalents is reflected in diluted earnings per share by application of the treasury stock method.

l) Future Accounting Pronouncements

(i) *Consolidated Financial Statements and Non-controlling Interests*

In January 2009, the CICA issued the new handbook Section 1601, "Consolidated Financial Statements", and Section 1602, "Non-controlling Interests", effective for fiscal years beginning on or after January 1, 2011. Earlier adoption of these recommendations is permitted. These pronouncements further align Canadian GAAP with US GAAP and IFRS. Sections 1601 and 1602 change the accounting and reporting for ownership interest in subsidiaries held by parties other than the parent. Non-controlling interests are to be presented in the consolidated statement of financial position within equity but separate from the parent's equity. The amount of consolidated net income attributable to the parent and to the non-controlling interest is to be clearly identified and presented on the face of the consolidated statement of income. In addition, these pronouncements establish standards for a change in the parent's ownership interest in a subsidiary and the valuation of retained non-controlling equity investments when a subsidiary is deconsolidated. They also establish reporting requirements for providing sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the non-controlling owners. The Company is currently considering the impact of adopting these pronouncements on its consolidated financial statements in 2011 in connection with the conversion to IFRS.

Pitchstone Exploration Ltd.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

June 30, 2010

(Unaudited)

2. Significant Accounting Policies – *Continued*

l) Future Accounting Pronouncements – *Continued*

(ii) *Business Combinations*

In January 2009, the CICA issued the new handbook Section 1582, “Business Combinations” effective for fiscal years beginning on or after January 1, 2011. Earlier adoption of Section 1582 is permitted. This pronouncement further aligns Canadian GAAP with US GAAP and IFRS and changes the accounting for business combinations in a number of areas. It establishes principles and requirements governing how an acquiring company recognizes and measures in its financial statements identifiable assets acquired, liabilities assumed, any non-controlling interest and goodwill acquired. The section also establishes disclosure requirements that will enable users of the acquiring company’s financial statements to evaluate the nature and financial effects of its business combinations. Although the Company is considering the impact of adopting this pronouncement on the consolidated financial statements, it will be limited to any future acquisitions beginning in 2011.

(iii) *International Financial Reporting Standards*

Canada’s Accounting Standards Board ratified a plan that will result in Canadian GAAP being converged with International Financial Reporting Standards (“IFRS”) by 2011. Management has performed a preliminary analysis and highlighted areas where its current Canadian accounting practices differ from IFRS and has concluded that the impact on the Company’s consolidated financial statements is relatively immaterial.

Pitchstone Exploration Ltd.

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Notes to Consolidated Financial Statements

June 30, 2010

(Unaudited)

3. Expenditures on Mineral Properties

	Athabasca Basin Properties, Saskatchewan Uranium One Joint Venture (Note 3a)	Athabasca Basin Properties, Saskatchewan 100% Owned Properties (Note 3b)	Athabasca Basin Properties, Saskatchewan Denison Option (Note 3d)	Hornby Bay Basin Properties, Nunavut Canterra Joint Venture (Note 3e)	Gabon Optioned Properties, Africa (Note 3f)	Namibia Properties, Africa Manica Joint Venture (Note 3g)	Total
Balance at December 31, 2008	\$ 8,051,784	\$ 2,347,073	\$ -	\$ 4,642,108	\$ 661,056	\$ 636,288	\$ 16,338,309
Aircraft charter	53,639	98,849	1,622	-	-	-	154,110
Camp and general	191,192	366,518	6,014	101,414	-	-	665,138
Drilling	403,791	1,100,541	-	-	-	133,374	1,637,706
Geological	48,696	144,112	16,087	-	16,199	346,995	572,089
Geochemical	417	-	-	-	-	-	417
Geophysical	36,268	159,900	-	-	-	-	196,168
Linecutting and chaining	5,960	-	-	-	-	-	5,960
Mineral claims expenses	1,148	1,779	27	-	-	39,261	42,215
Overhead	-	-	-	3,500	-	-	3,500
Sampling and analysis	21,025	64,795	32,396	-	-	21,022	139,238
Travel	7,788	25,507	1,348	-	-	5,655	40,298
Community relations	73	-	-	-	-	-	73
Recovery from partners	(104,448)	(200,000)	-	-	-	-	(304,448)
Total expenditures for the year	665,549	1,762,001	57,494	104,914	16,199	546,307	3,152,464
Mineral property write-downs	-	-	-	(1,245,149)	(677,255)	-	(1,922,404)
Balance at December 31, 2009	\$ 8,717,333	\$ 4,109,074	\$ 57,494	\$ 3,501,873	\$ -	\$ 1,182,595	\$ 17,568,369
Aircraft charter	227	984	-	-	-	-	1,211
Camp and general	472	196,002	26,351	-	-	-	222,825
Drilling	889	759,714	108,946	-	-	-	869,549
Geological/Geochemical	2,258	68,028	10,888	-	-	87,614	168,788
Geophysical	53	63	2,550	-	-	54,143	56,809
Mineral claims expenses	231	1,512	448	-	-	-	2,191
Overhead	-	-	20,028	-	-	-	20,028
Sampling and analysis	131	34,371	6,695	-	-	3,857	45,054
Travel	100	13,068	2,080	-	-	5,744	20,992
Recovery from partners	(170)	-	-	-	-	-	(170)
Total expenditures for the year	4,191	1,073,742	177,986	-	-	151,358	1,407,277
Mineral property write-downs	-	-	-	-	-	-	-
Balance at June 30, 2010	\$ 8,721,524	\$ 5,182,816	\$ 235,480	\$ 3,501,873	\$ -	\$ 1,333,953	\$ 18,975,646

Pitchstone Exploration Ltd.

(An Exploration Stage Company)

Notes to Consolidated Financial Statements

June 30, 2010

(Unaudited)

3. Expenditures on Mineral Properties – Continued

	Athabasca Basin Properties, Saskatchewan Uranium One Joint Venture (Note 3a)	Athabasca Basin Properties, Saskatchewan 100% Owned Properties (Note 3b)	Athabasca Basin Properties, Saskatchewan Denison Option (Note 3d)	Hornby Bay Basin Properties, Nunavut Canterra Joint Venture (Note 3e)	Gabon Optioned Properties, Africa (Note 3f)	Namibia Properties, Africa Manica Joint Venture (Note 3g)	Total
Cumulative totals as of June 30, 2010:							
Aircraft charter	666,039	459,089	1,622	-	-	-	1,126,750
Camp and general	1,215,507	816,935	32,365	160,226	52,464	678	2,278,175
Drilling	2,607,744	2,596,634	108,945	2,972,848	-	230,853	8,517,024
Geological	407,385	273,961	26,975	382,191	188,285	815,461	2,094,258
Geochemical	6,113	11,124	-	-	98,020	58,280	173,537
Geophysical	156,273	846,799	2,550	482,838	266,932	180,814	1,936,206
Linecutting and chaining	87,316	117,235	-	-	-	-	204,551
Mineral claims expenses	3,234	124,180	475	276,491	3,254	153,095	560,729
Overhead	-	-	20,028	395,299	903	-	416,230
Sampling and analysis	124,983	128,230	39,092	436,412	264	27,948	756,929
Travel	68,082	56,980	3,428	11,765	67,133	50,856	258,244
Community relations	1,075	619	-	5,996	-	-	7,690
Recovery from partners	(590,743)	(200,000)	-	-	-	-	(790,743)
Government assistance	(31,484)	(48,970)	-	-	-	-	(80,454)
Deemed value in joint venture	4,000,000	-	-	-	-	-	4,000,000
Total expenditures before write-downs	8,721,524	5,182,816	235,480	5,124,066	677,255	1,517,985	21,459,126
Mineral property write-downs	-	-	-	(1,622,193)	(677,255)	(184,032)	(2,483,480)
Balance at June 30, 2010	\$ 8,721,524	\$ 5,182,816	\$ 235,480	\$ 3,501,873	\$ -	\$ 1,333,953	\$ 18,975,646

a. Athabasca Basin Properties, Saskatchewan - Uranium One Joint Venture

In January 2007, the Company and Uranium One, entered into a 50:50 joint venture to explore five Athabasca Basin properties. To exercise its 50% option and to earn a 50% interest, Uranium One made total cash payments of \$350,000, issued an aggregate of 200,000 common shares and 300,000 share purchase warrants to the Company. In addition, Uranium One funded \$4,000,000 of exploration expenditures on the five Athabasca Basin properties.

The Company recognized its 50% interest in the joint venture at a deemed value of \$4,000,000, equivalent to the \$4,000,000 spent by Uranium One (Note 5).

The Company is the operator of the joint venture properties. During 2008, Uranium One's participating interest was diluted when Uranium One stopped funding their share of exploration expenditures. Since the exploration programs in early 2009, Uranium One's participating interest has been further diluted. At June 30, 2010, the participating interests in the Darby, Waterfound, Moon Lake, and Lynx Lake properties for the Company and Uranium One are 55.3% and 44.7%, respectively. Participating interests in the Candle property for the Company, Uranium One, and JCU are 41.5%, 33.5%, and 25%, respectively.

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Notes to Consolidated Financial Statements

June 30, 2010

(Unaudited)

3. Expenditures on Mineral Properties – *Continued*

a. Athabasca Basin Properties, Saskatchewan - Uranium One Joint Venture – *Continued*

As of June 30, 2010, the Company's share of exploration expenditures on these five properties totalled \$8,721,524 (December 31, 2010: \$8,717,333). This total includes the deemed value of the properties (\$4,000,000) recorded at the time of Uranium One's earn in to its share in the Joint Venture.

Athabasca Basin Properties, Saskatchewan - Uranium One Joint Venture

	June 30, 2010		December 31, 2009	
50% interest in joint venture	\$	4,000,000	\$	4,000,000
Darby Property		2,641,641		2,638,767
Waterfound Property		318,074		317,966
Lynx Lake Property		40,403		40,389
Moon Lake Property		314,797		314,689
Candle Property		1,438,093		1,437,006
Unallocated assistance received		(31,484)		(31,484)
	\$	8,721,524	\$	8,717,333

Darby Property

The Darby property (16,721 hectares) is located in the Close Lake area of the Athabasca Basin. The majority of the property (11,015 hectares) was acquired in 2003 from a Director of the Company and the remainder was acquired in 2004 and 2005 by way of staking.

Candle Property

On April 3, 2004 the Company signed an option agreement with JCU in respect of the Candle property whereby the Company could acquire a 75% interest in the property. The Candle property mineral claim totals approximately 2,595 hectares in the Close Lake area of the Athabasca Basin, Saskatchewan and is contiguous with the Company's Darby property.

In March 2007, the Company and Uranium One jointly earned a 75% interest in the property by incurring \$1 million in exploration expenditures. The remaining 25% interest is held by JCU. The current ownership in the Candle claim, after the dilution of Uranium One's interest, between the Company, Uranium One, and JCU is 41.5%, 33.5%, and 25%, respectively.

Waterfound Property

The Waterfound property (4,124 hectares) is located 55 kilometers north of the Company's Darby and Candle properties. It was acquired in 2003 and 2005 by way of staking.

Lynx Lake Property

The Lynx Lake property (1,274 hectares) is located 35 kilometers southwest of the Company's Darby and Candle properties. It was acquired in 2004 by way of staking.

Moon Lake Property

The Moon Lake property (4,590 hectares) is located 55 kilometers southwest of the Company's Darby and Candle properties. It was acquired in 2003 and 2004 by way of staking.

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3. Expenditures on Mineral Properties – Continued

b. Athabasca Basin Properties, Saskatchewan - 100% Owned Properties

As of June 30, 2010 and December 31, 2009, the Company had spent a total of \$5,103,413 and \$4,109,074, respectively, on exploration on its 100% owned properties. These totals do not include exploration completed on the Wolverine and Marten properties to March 12, 2009. Wolverine and Marten were optioned to Japan Oil, Gas and Metals National Corporation (“JOGMEC”) as described in the following section.

Fireweed Property

The Fireweed property (10,921 hectares) is located 15 kilometers northwest of the Company’s Darby-Candle properties and was acquired in October 2004 by way of staking.

Gumboot Property

The Gumboot property (4,196 hectares) is located 20 kilometers north of the Company’s Darby-Candle properties and was acquired in November 2004 by way of staking.

Fisher Property

In November 2005, the Company acquired the 3,349 hectare Fisher property by way of staking. Fisher is located 40 kilometers north of the Company’s Darby-Candle properties.

Weasel Property

On April 1, 2009, the Company acquired the 843 hectare Weasel property by way of staking. Weasel is adjacent to the southwest part of the Darby property.

Athabasca Basin Properties, Saskatchewan - 100% Owned properties

	June 30, 2010	December 31, 2009
Fireweed	\$ 812,206	\$ 812,206
Gumboot	4,156,140	3,082,398
Fisher	135,062	135,062
Weasel	-	-
	<u>\$ 5,103,408</u>	<u>\$ 4,109,074</u>
Marten	35,705	35,705
Wolverine	43,703	43,703
	<u>\$ 5,182,816</u>	<u>\$ 4,188,482</u>

c. Athabasca Basin Properties, Saskatchewan – Marten & Wolverine Properties, JOGMEC Option

In June 2007, the Company acquired the Marten and Wolverine properties in the Athabasca Basin, Saskatchewan by way of staking. Marten (2,768 hectares) is located 40 kilometers east-southeast of the Company’s Darby-Candle properties. Wolverine (3,632 hectares) is located 30 kilometers southeast of the Company’s Darby-Candle properties.

On March 11, 2009, Marten and Wolverine properties were optioned to JOGMEC. JOGMEC can acquire a 50% interest in the properties by paying the Company \$200,000 (paid) as an initial contribution for prior expenditures and spending \$1,800,000 on exploration on the properties by March 31, 2012. As of June 30, 2010, the expenditures made by JOGMEC on Marten and Wolverine were \$590,377 and \$646,007, respectively.

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3. Expenditures on Mineral Properties – *Continued*

d. Athabasca Basin Properties, Saskatchewan - Johnston Lake Property, Denison Option

On March 18, 2009, the Company entered into a Letter Agreement with Denison Mines Corp. (“Denison”) to acquire up to a 75% interest in the Johnston Lake property in the Athabasca Basin, Saskatchewan. Johnston Lake comprises 15,666 hectares in four claims. Three of the claims are contiguous to the east and north with the Company’s Gumboot property, and the fourth claim is eight kilometers north of Gumboot.

Terms of the Letter Agreement provide the Company with the option to earn an initial 49% interest in the licenses by incurring exploration expenditures of \$1,000,000 by February 28, 2012. In addition, the Company will have a second option to acquire a further 26% interest, for a total interest of 75%, by spending an additional \$1,000,000 on exploration by February 28, 2014.

The Company acts as operator with respect to the work to be carried out on the property. As of June 30, 2010, the Company spent a total of \$235,480 on the Johnston Lake property.

e. Hornby Bay Basin Properties, Nunavut – Canterra Joint Venture

On May 9, 2005, the Company entered into a 50:50 joint venture with Canterra to explore the Mountain Lake, Dismal Lake, and Leith properties, located in the Hornby Bay Basin of Nunavut and Northwest Territories. Currently, Canterra holds the remaining 50% interest in the properties. The Leith property has been relinquished.

In April 2006, two claim blocks totalling 59,760 hectares, the Dismal Lake property and part of the Mountain Lake property, were optioned by the Company and Canterra from Ur-Energy Inc. (“URE”) and Patrician Diamonds Inc. (“Patrician”). Earn-in requirements were met during 2007 and the Company and Canterra have completed the purchase of these properties subject to a 5% net smelter return royalty retained by the property vendors. The Company and Canterra have the right to purchase one half of the retained royalty for \$5,000,000 for each property.

In July 2006, the Company and Canterra acquired 100% of the Kendall River property from Aramis Ventures Inc. (“Aramis”). The vendor will retain a 5% net smelter return royalty of which the Company and Canterra have the right to purchase half of the retained royalty for \$2.5 million.

Canterra is the operator of these properties. During 2009, the Company spent \$104,914 on camp clean up on the Hornby Bay Basin properties. As of June 30, 2010, the Company spent a total of \$4,620,079 on the joint venture properties and wrote down \$1,118,206 of the mineral property costs.

Hornby Bay Basin Properties, Nunavut - Canterra Joint Venture

	June 30, 2010		December 31, 2009	
Mountain Lake Property	\$	2,005,841	\$	2,005,841
Mountain Lake – URE		675,672		675,672
Dismal Lake - Patrician		510,150		510,150
Dismal Lake - URE		853,823		853,823
Kendall River Property		574,593		574,593
		4,620,079		5,124,066
Mineral property write-downs		(1,118,206)		(1,118,215)
	\$	3,501,873	\$	3,501,873

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3. Expenditures on Mineral Properties – *Continued*

e. Hornby Bay Basin Properties, Nunavut – *Canterra Joint Venture – Continued*

Mountain Lake Property

The Mountain Lake property (45,191 hectares) is located approximately 550 kilometers north of Yellowknife and 100 kilometers south of Kugluktuk (formerly Coppermine) in the Hornby Bay Basin, Nunavut. During the year of 2009, the Company wrote down \$500,000 on the Mountain Lake property.

Dismal Lake Property

The Dismal Lake contiguous claims are situated 40 kilometers northwest of the Mountain Lake property in the Hornby Bay Basin, Nunavut. In 2009, the Company wrote down \$400,000 of mineral property costs on the Dismal Lake property.

Kendall River Property

The Kendall River Property is situated 15 kilometers southeast of the Mountain Lake property in the Hornby Bay Basin, Nunavut. During 2009, the Company wrote down \$300,000 of mineral property costs on the Kendall River property.

f. Gabon Optioned Properties, Africa

On June 12, 2006, the Company together with Cameco Corporation (“Cameco”) finalized a Letter Agreement with Motapa Diamonds Inc. (“Motapa”) to jointly explore Motapa’s uranium-gold-manganese exploration licenses in Gabon, Africa. In 2009, the Company elected not to participate in further exploration in Gabon and the Company wrote off all \$677,255 of its expenditures in Gabon.

g. Namibia Properties, Africa

The Company entered into a Letter Agreement on January 18, 2007, amended on March 21, 2007 and September 24, 2008, with Manica Minerals Ltd. (“Manica”) to acquire a 51% interest in three uranium exploration properties in Namibia, Africa. The initial option was exercised by spending \$900,000 in exploration work on the properties by November 9, 2008 (the “Initial Option Date”) and making \$75,000 in cash payments to Manica.

The Company had a second and a third option to earn a further 20% and 9% interest in the properties, respectively, for a total interest of up to 80%, by expending an additional \$1,400,000 in exploration on the properties by January 18, 2011 and then completing a positive feasibility study.

In addition, on April 20, 2007, the Company issued 15,000 common shares to Manica, for a right of first refusal on new uranium exploration properties acquired by Manica in Namibia. On September 24, 2008, the Company and Manica signed an amendment to the Letter Agreement dated January 18, 2007 to extend the Initial Option Date by one year to November 9, 2009. During 2008, the Company wrote off \$184,032 on the Namibia properties as a result of the planned expiration of the Nakop licenses.

As of March 11, 2009, the Company exercised the initial option and earned a 51% interest in the two properties (Dome and Kaoko) in Namibia. The Company elected not to exercise the second option of the Letter Agreement and a joint venture has been formed. The Company is funding 100% of the exploration costs and, as a result, the participating interests are currently 65.5% for the Company and 34.5% for Manica.

As of June 30, 2010 and December 31, 2009, the Company had spent \$1,517,985 (including the \$184,032 write-off) and \$1,366,627, respectively, on the Namibia joint venture properties.

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4. Equipment

Details are as follows:

	Cost as of Jan 1, 2010	Additions	Accumulated Amortization	Net Book Value as at June 30, 2010	Net Book Value as at December 31, 2009
Computer equipment	\$ 18,475	\$ -	\$ 11,688	\$ 6,787	\$ 7,659
Office furniture	7,486	-	4,194	3,292	3,658
Exploration equipment	60,697	4,475	38,656	26,516	26,372
Computer software	52,712	-	52,712	-	-
	<u>\$ 139,370</u>	<u>\$ 4,475</u>	<u>\$ 107,250</u>	<u>\$ 36,595</u>	<u>\$ 37,689</u>

5. Deferred Gain on Uranium One Joint Venture

In January 2007, the Company and Uranium One formed a 50:50 joint venture (Note 3a). With Uranium One having funded \$4,000,000 to earn 50% interest in the Athabasca Basin joint ventured properties, the Company's 50% interest in the joint venture was deemed to have a value of \$4,000,000 and the Company recorded a net gain of \$4,000,000. The Company recognized \$2,000,000 as (50% of Uranium One's \$4,000,000 contribution to exploration expenses) and the remaining 50% gain was deferred and is being amortized over the life of the joint venture, or the life of the assets being contributed, which is deemed to have a life of 40 years and amortized on a straight line basis.

As of June 30, 2010, \$175,000 (December 31, 2009: \$150,000) of the remaining gain had been amortized.

6. Related Party Transactions

Except as noted elsewhere in these consolidated financial statements, related party transactions are as follows:

- For the six months ended June 30, 2010, the Company paid fees of \$30,000 (2009: \$33,795) to a company of which the Chief Financial Officer is the President and a Director. As of June 30, 2010, \$5,250 (June 30, 2009: \$5,250) was owed to that company.
- The Company has a bank account for the optionee JOGMEC which remits cash contributions as per the Company's request. The cash in this account is strictly used for exploration expenditures on the Marten and Wolverine properties. As of June 30, 2010, there was \$112,859 (Dec. 31, 2009: \$178,342) in this bank account.
- For the six months ended June 30, 2010, the Company incurred directors' fees of \$11,600 to non-executive directors (June 30, 2009: \$5,200). As of June 30, 2010, \$9,600 (2009: \$Nil) was owed to directors.

Related party transactions are measured at the fair value amount as determined by management. The amounts owed bear no interest and are unsecured with no repayment terms.

7. Share Capital

Common Shares

- On October 17, 2008, the Company closed a non-brokered private placement of 2,501,000 flow-through common shares at \$0.60 per share to raise gross proceeds of \$1,500,600. The Company paid cash finder's fees in the amount of \$73,800 in connection with the private placement. \$8,353 for filing fees were included in share issue costs.

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7. Share Capital – Continued

Common Shares – Continued

- b) On July 3, 2009, the Company closed a non-brokered private placement of 1,525,000 common shares at \$0.40 per unit to raise gross proceeds of \$610,000. Each unit consists of one common share and a share purchase warrant, with each warrant exercisable into a common share for a period of two years after closing at an exercise price of \$0.60 in the first twelve months and at an exercise price of \$0.80 until July 3, 2011. A fair value of \$284,871 was recognized on the warrants. The Company paid cash finder's fees and filing fees in the amounts of \$8,000 and \$4,020, respectively, in connection with the private placement.
- c) On December 22, 2009, the Company closed a non-brokered private placement of 1,453,900 flow-through common shares at \$0.45 per share to raise gross proceeds of \$654,255. There were no warrants issued in the private placement. The Company paid cash finder's fees and filing fees in the amounts of \$22,500 and \$4,020, respectively, in connection with the private placement.

Stock Options

On September 1, 2005, the Company adopted a new stock option plan. Under this plan, the Company may grant up to a rolling 10% of its outstanding common shares at the time options are granted to directors, employees and consultants of the Company.

In 2008, the Company granted 635,000 stock options at prices ranging from \$0.23 to \$1.35 per share to directors and employees. The Company also cancelled 790,000 options issued on January 2, 2007 to directors and senior officers. The Company has re-priced 1,177,500 options granted to directors, employees and a consultant that were granted at prices ranging between \$1.09 and \$2.60, to a new exercise price of \$0.23, approved by disinterested shareholders at the May 14, 2009 Annual General Meeting.

In 2009, the Company granted 900,000 stock options to directors and employees at an exercise price of \$0.40 and donated 15,000 stock options at an exercise price of \$0.42. In addition, 92,500 stock options with a weighted average exercise price of \$0.96 expired and 77,500 stock options with an exercise price of \$0.23 were exercised. During the second quarter of 2010, the Company granted 130,000 stock options at an exercise price ranging between \$0.30 and \$0.34. No options were exercised.

The following options were outstanding as of June 30, 2010:

Expiry Date	Exercise Price	Number of Options
October 14, 2010	\$0.55	800,000
November 8, 2010	\$0.68	150,000
January 11, 2011	\$0.23	90,000
August 28, 2011	\$0.23	7,500
October 5, 2012	\$0.23	780,000
December 20, 2012	\$0.23	25,000
February 21, 2013	\$0.23	30,000
June 24, 2013	\$0.23	100,000
November 7, 2013	\$0.23	400,000
May 26, 2014	\$0.42	15,000
November 25, 2014	\$0.40	900,000
April 12, 2015	\$0.34	30,000
June 3, 2015	\$0.30	100,000
		3,427,500

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7. Share Capital – Continued

Stock Options – Continued

The following table summarized the stock option activity for the six month ended June 30, 2010:

	June 30, 2010				December 31, 2009			
	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Weighted Average Grant Date Fair Value	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (years)	Weighted Average Grant Date Fair Value
Outstanding, beginning of period	3,297,500	\$0.38	2.90	\$ 0.47	2,552,500	\$1.27	1.67	\$ 0.58
Granted	130,000	0.31	4.90	0.31	915,000	0.40	4.89	0.42
Exercised	-	-	-	-	(77,500)	0.23	2.73	0.36
Cancelled	-	-	-	-	-	-	-	-
Expired	-	-	-	-	(92,500)	0.96	3.56	1.10
Outstanding, end of period	3,427,500	\$ 0.37	2.50	\$ 0.47	3,297,500	\$0.38	2.90	\$ 0.47

Warrants

As a result of the July 3, 2009 common share financing (see Note 7 b), the Company has 1,525,000 warrants outstanding with each warrant exercisable into a common share for a period of two years at an exercise price of \$0.60 until July 3, 2010 and at an exercise price of \$0.80 until July 3, 2011. There were no warrants exercised during the first six months of 2010.

Stock-based Compensation

The Company recognizes compensation expense for all stock options granted using the fair value method of accounting. Total fair value of stock options vested at June 30, 2010 was \$16,619 (2009: \$162,523).

The following assumptions were used in the Black-Scholes weighted average calculation of the value of stock options granted:

	2010	2009
Risk-free interest	1.33 - 2.47%	1.69 - 2.47%
Expected dividend yield	-	-
Expected stock price volatility	106.5 – 106.9%	106.5 – 106.9%
Expected option life in years	1- 4	1- 4

Option pricing models require the input of highly subjective assumptions including expected stock price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

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8. Segmented Financial Information

The Company operates in one industry segment, that being the acquisition and exploration of mineral properties. Geographic distribution of mineral property and capital assets is as follows:

	June 30, 2010		December 31, 2009
Canada	\$ 21,479,869	\$	22,109,244
Africa	1,333,953		1,182,595
Total assets	<u>\$ 22,813,822</u>	<u>\$</u>	<u>23,291,839</u>

9. Financial instruments

The fair values of the Company's cash and cash equivalents, short-term investments and accounts receivable, prepaid expenses and deposits, accounts payables and accrued liabilities, and due to related parties/joint venture parties approximate their carrying values.

The Company's financial instruments are exposed to certain financial risks, including currency risk, credit risk, liquidity risk, and interest risk.

(a) Currency risk

The Company's property interests in Africa make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the Canadian Dollar and foreign functional currencies. The Company does not invest in foreign currency contracts to mitigate the risks. For every \$0.01 change in the exchange rate between the Canadian dollar and the South African Rand, based on the Company's estimated expenditures for 2010 in Namibia, the Company's costs would change by approximately \$4,000.

(b) Credit risk

The Company's cash and short-term investments are held in large Canadian financial institutions. Short-term investments are composed of financial instruments issued by Canadian banks. These investments mature at various dates over the current operating period. The Company does not have any asset-backed commercial paper in its short-term investments. The Company's accounts receivable consists primarily of goods and services tax due from the federal government of Canada.

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. Accounts payable and accrued liabilities are due within the current operating period.

(d) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of the short-term investments is limited because these investments, although available for sale, are withdrawn with interest as needed. For every 1% change in the interest rate on the Company's short term investments, the Company's revenue would change by approximately \$38,000 over a full year.

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9. Financial instruments – *Continued*

CICA Handbook Section 3862 “Financial Instruments – Disclosure” requires an entity to classify fair value measurements using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The accounting standard establishes a fair value hierarchy based on the level of independence, objective evidence surrounding the inputs used to measure fair value. A financial statement’s categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. CICA handbook Section 3862 prioritizes the inputs into three levels that may be used to measure fair value:

- a) Level 1 – Applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.
- b) Level 2 – Applies to assets or liabilities for which there are inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly such as quoted prices for similar assets or liabilities in active markets or indirectly such as quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions.
- c) Level 3 – Applies to assets or liabilities for which there are unobservable market data.

The Company’s financial instruments consist principally of cash, short term investments, GST receivable, accounts payable and accrued liabilities, and due to related parties. Pursuant to CICA Handbook 3862, fair value of assets and liabilities measured on a recurring basis include cash and short term investments determined based on Level 1 inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

10. Management of capital risk

The Company manages its cash and cash equivalents, common shares, stock options and warrants as capital (see Note 7). The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to pursue the exploration of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares an annual expenditure budget that is updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual budget is 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 short-term excess cash in highly liquid short-term interest-bearing investments with maturities 365 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company expects its current capital resources to be sufficient to carry its exploration plans and operations through 2010.

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11. Commitments

The Company has a lease commitment for its offices in Vancouver, British Columbia, for approximately \$2,500 monthly rent from May 1, 2010 until April 30, 2013.

The Company has committed to a minimum charge of \$113,000 with a helicopter contractor for air support for the Gumboot, Johnston Lake and Candle property drilling program that began July 8, 2010.