

**GLASS EARTH GOLD LIMITED**  
**(FORMERLY GLASS EARTH LIMITED)**  
**(A DEVELOPMENT STAGE COMPANY)**

**CONSOLIDATED INTERIM FINANCIAL STATEMENTS**

**NINE MONTH PERIOD ENDED SEPTEMBER 30, 2009**

**(Stated in Canadian Dollars)**

**NOTICE OF NO AUDITOR REVIEW OF INTERIM 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 financial statements; they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

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

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**GLASS EARTH GOLD LIMITED**  
**(A DEVELOPMENT STAGE COMPANY)**

**CONSOLIDATED INTERIM FINANCIAL STATEMENTS**  
**NINE MONTH PERIOD ENDED SEPTEMBER 30, 2009**

These consolidated interim financial statements are unaudited and have not been reviewed by the auditors.

**Responsibility for Consolidated Interim Financial Statements**

The accompanying consolidated financial statements for Glass Earth Gold Limited have been prepared by management in accordance with Canadian generally accepted accounting principles consistently applied. The most significant of these accounting principles have been set out in the December 31, 2008 audited annual financial statements. Only significant accounting principles and changes in accounting principles have been disclosed in these consolidated interim financial statements.

These consolidated interim financial statements are presented on the accrual basis of accounting. Accordingly, a precise determination of many assets and liabilities is dependent on future events. Therefore estimates and approximations have been made using careful judgment.

Recognizing that the Company is responsible for both the integrity and objectivity of the consolidated interim financial statements, management is satisfied that these consolidated interim financial statements have been fairly presented. This disclosure has been approved by the Board of Directors.

**GLASS EARTH GOLD LIMITED**  
**(A Development Stage Company)**  
Consolidated Balance Sheets  
*(in thousands of Canadian Dollars)*

As at	<b>September 30 2009 (Unaudited) \$</b>	December 31 2008 (Audited) \$
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and equivalents	433	1,571
Amounts receivable	372	326
Advances and prepaid expenses	9	103
	<u>814</u>	<u>2,000</u>
<b>Mineral Properties (Note 5)</b>	<b>12,599</b>	<b>13,440</b>
<b>Property and Equipment (Note 6)</b>	<b>257</b>	<b>228</b>
	<u>12,856</u>	<u>13,668</u>
	<u>13,670</u>	<u>15,668</u>
<b>LIABILITIES</b>		
<b>Current Liabilities</b>		
Accounts payable	78	143
Accrued liabilities	44	34
	<u>122</u>	<u>177</u>
<b>Future Tax Liability (Note 11)</b>	<b>586</b>	<b>586</b>
<b>SHAREHOLDERS' EQUITY</b>		
<b>Common Shares (Note 7(a))</b>	<b>17,212</b>	<b>17,212</b>
<b>Share Purchase Warrants (Note 7(b))</b>	<b>663</b>	<b>663</b>
<b>Contributed Surplus (Note 7(d))</b>	<b>3,886</b>	<b>3,886</b>
<b>Deficit Accumulated through Development Stage</b>	<b>(8,799)</b>	<b>(6,856)</b>
	<u>12,962</u>	<u>14,905</u>
<b>Going concern (Note 2)</b>	<b>13,670</b>	<b>15,668</b>

**APPROVED ON BEHALF OF THE BOARD**

*"signed" Simon Henderson*  
**Simon Henderson, Director**

*"signed" Peter Liddle*  
**Peter Liddle, Director**

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**GLASS EARTH GOLD LIMITED**  
**(A Development Stage Company)**  
Consolidated Statement of Shareholders' Equity  
*(in thousands of Canadian Dollars except for share issuance costs)*

	Common Shares	Common Shares	Contributed Surplus	Share Purchase Warrants	Deficit accumulated during the development stage	Shareholders' equity
	#	\$	\$	\$	\$	\$
<b>Balance - May 31, 2005</b>	<b>57,237,634</b>	<b>3,004</b>	<b>-</b>	<b>423</b>	<b>(643)</b>	<b>2,784</b>
- Issuance of shares on private placement, net of issuance costs of \$22,000	9,999,999	1,478	-	-	-	1,478
- Valuation of warrants issued on private placement	-	(416)	-	416	-	-
- Funds received for private placement, shares issued on June 6, 2006	-	1,000	-	-	-	1,000
- Issued pursuant to acquisition of HPD , net of issuance costs of \$31,000 (see Note 7(a)(iii))	12,665,000	1,869	-	-	-	1,869
- Valuation of warrants issued on acquisition of HPD	-	(317)	-	317	-	-
- Stock option compensation expense	-	-	464	-	-	464
Loss for the period	-	-	-	-	(1,307)	(1,307)
<b>Balance - May 31, 2006</b>	<b>79,902,633</b>	<b>6,618</b>	<b>464</b>	<b>1,156</b>	<b>(1,950)</b>	<b>6,288</b>
- Issuance of shares on private placement, for which funds were received in May 2006	6,666,667	-	-	-	-	-
- Issuance of shares on private placement, net of issuance costs of \$8,000	3,333,333	492	-	-	-	492
- Valuation of warrants issued on private placement	-	(132)	-	132	-	-
- Issuance of shares on New Zealand offering, net of issuance costs of \$435,000	40,000,000	7,063	-	-	-	7,063
- Valuation of warrants issued on New Zealand offering	-	(1,142)	-	1,142	-	-
- Stock option compensation expense	-	-	535	-	-	535

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**GLASS EARTH GOLD LIMITED**  
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Consolidated Statement of Shareholders' Equity  
*(in thousands of Canadian Dollars except for share issuance costs)*

	Common Shares	Common Shares	Contributed Surplus	Share Purchase Warrants	Deficit accumulated during the development stage	Shareholders' equity
	#	\$	\$	\$	\$	\$
Loss for the period	-	-	-	-	(887)	(887)
<b>Balance - December 31, 2006</b>	<b>129,902,633</b>	<b>12,899</b>	<b>999</b>	<b>2,430</b>	<b>(2,837)</b>	<b>13,491</b>
-Issuance of shares on private placement, net of issuance costs of \$24,000	22,140,000	4,404	-	-	-	4,404
- Valuation of warrants issued on private placement	-	(587)	-	587	-	-
- Stock option compensation expense	-	-	382	-	-	382
Expiration of warrants	-	-	423	(423)	-	-
Loss for the period	-	-	-	-	(2,686)	(2,686)
<b>Balance - December 31, 2007</b>	<b>152,042,633</b>	<b>16,716</b>	<b>1,804</b>	<b>2,594</b>	<b>(5,523)</b>	<b>15,591</b>
-Issuance of shares on private placement,	2,860,000	572	-	-	-	572
- Valuation of warrants issued on private placement	-	(76)	-	76	-	-
- Stock option compensation expense	-	-	75	-	-	75
Expiration of warrants	-	-	2,007	(2,007)	-	-
Loss for the period	-	-	-	-	(1,333)	(1,333)
<b>Balance - December 31, 2008</b>	<b>154,902,633</b>	<b>17,212</b>	<b>3,886</b>	<b>663</b>	<b>(6,856)</b>	<b>14,905</b>
Loss for the period	-	-	-	-	(1,943)	(1,943)
<b>Balance - September 30, 2009</b>	<b>154,902,633</b>	<b>17,212</b>	<b>3,886</b>	<b>663</b>	<b>(8,799)</b>	<b>12,962</b>

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**GLASS EARTH GOLD LIMITED**  
**(A Development Stage Company)**

Consolidated Statements of Operations, Comprehensive Loss and Deficit  
*(in thousands of Canadian Dollars, except per share amounts)*

	Three months ended September 30 2009	Three months ended September 30 2008	Nine months ended September 30 2009	Nine months ended September 30 2008
<b>Revenue</b>				
Exchange translation gains/(losses)	9	(14)	235	1
Other	-	8	35	8
	9	(6)	270	9
<b>Expenses</b>				
Amortization	16	21	50	65
Consultancy fees	29	53	81	85
Directors fees	-	28	-	28
General and Administration	46	100	157	430
GST reversal	-	65	-	65
Professional Fees	9	46	22	87
Registry and Filing	11	30	31	59
Salaries	56	51	149	163
Stock-based compensation (Note 7(c))	-	75	-	75
Travel and accommodation	9	17	26	56
	176	486	516	1,113
<b>Loss for the period before the undernoted</b>	(167)	(492)	(246)	(1,104)
Write down of Mineral Properties (Note 5)	-	-	(1,717)	-
Interest Income	3	23	20	78
<b>Loss before Income Taxes</b>	(164)	(469)	(1,943)	(1,026)
Income tax benefit/(expense) (Note 11)	-	-	-	-
<b>Net Loss and Comprehensive loss for the period</b>	(164)	(469)	(1,943)	(1,026)
<b>Deficit - beginning of period</b>	(8,635)	(6,080)	(6,856)	(5,523)
<b>Deficit - end of period</b>	(8,799)	(6,549)	(8,799)	(6,549)
<b>Loss per Share - Basic and Fully Diluted</b>	0.00	0.00	0.01	0.01
<b>Weighted average number of basic and fully diluted common shares outstanding during the period</b>	154,902,633	154,902,633	154,902,633	154,599,931

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**GLASS EARTH GOLD LIMITED**  
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Consolidated Statements of Cash Flows  
*(in thousands of Canadian Dollars)*

	Three months ended September 30 2009	Three months ended September 30 2008	Nine months ended September 30 2009	Nine months ended September 30 2008
<b>Cash Provided by (used in) :</b>				
<b>Operating Activities</b>				
Net loss for the period	(164)	(469)	(1,943)	(1,026)
Adjustment for non-cash items:				
Amortization	16	21	50	65
Write down of Mineral Properties (Note 5)	-	-	1,717	-
Exchange translation (gains) / losses	(34)	14	(44)	(1)
GST reversal	-	65	-	65
Stock-based compensation (Note 6(c) )	-	-	-	-
Changes in non-cash working capital items:				
Amounts receivable	64	(139)	46	196
Advances and prepaid expenses	98	18	98	133
Accounts payable	(182)	8	(207)	(289)
Accrued liabilities	8	4	10	4
<b>Net Cash used in Operating Activities</b>	<b>(194)</b>	<b>(478)</b>	<b>(273)</b>	<b>(853)</b>
<b>Financing Activities</b>				
Issuance of common shares, for cash	-	-	-	572
Share issue costs	-	-	-	-
<b>Net Cash provided from Financing Activities</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>572</b>
<b>Investing Activities</b>				
Expenditures on mineral properties	(390)	(922)	(817)	(3,340)
Acquisition of property and equipment	(35)	-	(92)	(82)
<b>Net Cash used in Investing Activities</b>	<b>(425)</b>	<b>(922)</b>	<b>(909)</b>	<b>(3,422)</b>
<b>Net Increase in cash and equivalents</b>	<b>(619)</b>	<b>(1,400)</b>	<b>(1,182)</b>	<b>(3,703)</b>
<b>Cash and equivalents - beginning of period</b>	<b>1,018</b>	<b>3,808</b>	<b>1,571</b>	<b>6,096</b>
<b>Foreign exchange gains/ losses on translation</b>	<b>34</b>	<b>(14)</b>	<b>44</b>	<b>1</b>
<b>Cash and equivalents - end of period</b>	<b>433</b>	<b>2,394</b>	<b>433</b>	<b>2,394</b>
<b>Cash and equivalents consist of:</b>				
Cash	117	128	117	128
Short Term Investments	316	2,266	316	2,266
	<b>433</b>	<b>2,394</b>	<b>433</b>	<b>2,394</b>

**Supplemental information**

During the year the Company had no cash flows arising from interest expense or income taxes paid.

*(The accompanying notes are an integral part of these consolidated financial statements.)*

**1. Nature of Operations and Basis of Presentation**

Glass Earth Gold Limited, incorporated under the *Business Corporations Act* (British Columbia) (the "Company"), through its wholly owned legal subsidiary Glass Earth (New Zealand) Limited ("GENZL"), is engaged in the acquisition and exploration of mineral properties. To date, the Company has not earned any revenues from its exploration activities and is considered to be in the development stage.

The business of exploring for and mining of minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of mineral properties and the Company's continued existence is dependent upon the ability of the Company to raise additional financing, the preservation of its interest in the underlying properties, the discovery of commercially recoverable reserves, the achievement of profitable operations, and/or the Company's ability to dispose of its interest on an advantageous basis. Changes in future conditions could require material write downs of the carrying values.

**2. Going Concern**

For the nine month period ended September 30, 2009, the Company had a net loss of \$1,943,000 (2008: \$1,026,000) with an accumulated deficit at September 30, 2009 of \$8,799,000 (2008: \$6,549,000) and no source of operating cash flow. The Company's ability to meet its obligations and continue as a going concern is wholly dependent upon its ability to obtain additional financing, the discovery, development or sale of mining reserves and achievement of profitable operations and controlling expenditure in relation to existing cash resources. The above factors, if they remain unchanged, raise substantial doubt about the Company's ability to continue as a going concern (refer to note 5 on Mineral Properties for further details).

The Company is planning to meet its future expenditures and obligations by raising funds through public offerings, private placements or by farm-outs of mineral properties and by controlling expenditure over the next twelve months. It is not possible to predict whether these efforts will be successful or whether the Company will attain profitable levels of operation.

These consolidated financial statements have been prepared on a going concern basis in accordance with Canadian generally accepted accounting principles, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. Accordingly, the consolidated financial statements do not reflect any adjustments in the carrying values of the assets and liabilities, the reported expenses, and the balance sheet classifications used that would be necessary if the going concern assumption were not appropriate. Such adjustments could be material.



**3. GENZL Reverse Takeover**

On March 30, 2005, the Company completed the acquisition of all the outstanding common shares of GENZL, in exchange for common shares of the Company. Pursuant to the terms of the Share Exchange Agreement entered into with GENZL and its shareholders, the Company issued 36,000,720 common shares to acquire the 16,667 outstanding common shares of GENZL.

The transaction constituted a Reverse Take-Over (the "RTO") of the Company by GENZL under the policies of the TSX Venture Exchange (the "Exchange"). Upon completion of the transaction, the Company changed its name from BC Report Magazine Ltd. to Glass Earth Limited. Its newly acquired subsidiary changed its name from Glass Earth Limited to Glass Earth (New Zealand) Limited.

The acquisition of the shares of GENZL has been accounted for as a reverse takeover transaction in accordance with guidance provided in Emerging Issues Committee ("EIC") Abstract No. 10. The Company did not qualify as a business for accounting purposes, and accordingly the transaction has been accounted for as an issuance of shares and warrants by GENZL for the net monetary assets of the Company, accompanied by a recapitalization of the Company.

Further to the RTO transaction described above, the consolidated financial statements reflect the assets, liabilities and results of operations of GENZL, the legal subsidiary, prior to the reverse takeover and the consolidated assets, liabilities and results of operations of the Company and GENZL subsequent to the reverse takeover. The consolidated financial statements are issued under the name of the legal parent (the Company), but are deemed to be a continuation of the legal subsidiary (GENZL).

**4. Significant Accounting Policies**

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principals. The accounting policies set out below have been applied consistently to all periods presented in these financial statements.

a) Basis of Consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries GENZL, HPD New Zealand Limited ("HPD") and Glass Earth Geothermal Limited. Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are excisable are taken into account. The financial statements of subsidiaries are

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included in the consolidated financial statements from the date that control commences until the date that control ceases. All significant inter-company transactions and balances have been eliminated.

b) Mineral Properties

Direct property acquisition costs, holding costs, field exploration and field supervisory costs relating to specific properties are capitalized and deferred until the properties are brought into production, at which time they will be amortized on a unit of production basis, or until the properties are abandoned, sold or considered to be impaired in value, at which time an appropriate charge will be made. Costs include the cash consideration paid and the fair market value of the shares issued, if any, on the acquisition of exploration properties. Properties acquired under option agreements whereby payments are made at the sole discretion of the Company are recorded in the accounts at such time as the payments are made. The proceeds from options granted are applied to the cost of the related property and any excess is included in income for the year. Costs incurred for administration and general exploration that are not project specific, are charged to operations. The recorded amounts for acquisition costs of properties and their related capitalized exploration and development expenses represent actual expenditures incurred and are not intended to reflect present or future values.

The Company, however, reviews the capitalized costs on its properties on a periodic, or at least annual, basis and will recognize an impairment in value based upon the stage of exploration and/or development, work programs proposed, current exploration results and upon management's assessment of the future probability of profitable revenues from each property, or from the sale of the relevant property. Management's assessment of a property's estimated current fair market value may also be based upon a review of other property transactions that have occurred in the same geographic area as that of the property under review. The recovery of costs of mining claims and deferred exploration is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete exploration and development and future profitable production or proceeds from disposition of such properties.

Exploration and evaluation expenditure incurred by or on behalf of the Group is accumulated separately for each area of interest. Each area of interest is limited to an individual geological area which is related to a known or probable mineral resource and is considered to constitute a favourable environment for the presence of mineral deposits.

Exploration and evaluation expenditure for each area of interest is carried forward provided that one of the following conditions is met:

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- such costs are expected to be recouped through successful development and exploitation of the area of interest or, alternatively, by its sale; or
- exploration activities in the area of interest have not yet reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in relation to the area are continuing.

Exploration expenditure which no longer satisfies the above policy is written off. In addition, a provision is made against accumulated exploration expenditure where the directors are of the opinion that the carried forward net cost may not be recoverable under the above policy. The increase in the provision is charged against the results for the year.

Expenditure is not carried forward in respect of any area of interest unless the company's rights of tenure to that area of interest are current.

c) Cash and Equivalents

Cash and equivalents include cash on account and highly liquid investments with a remaining term to maturity of three months or less at the date of purchase.

d) Property and Equipment

Recognition and measurement

Items of property and equipment are measured at cost less accumulated depreciation.

Subsequent Costs

The cost of replacing part of an item of property and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The costs of the day-to-day servicing of property and equipment are recognised in profit or loss as incurred.

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Depreciation

Depreciation is recognised in profit or loss on a straight line basis over the estimated useful lives of each part of an item of property and equipment at the following rates:

Computer Equipment	3 years
Motor Vehicles	5 years
Office Furniture & Equipment	10 years

e) Foreign Currency Translation

The Canadian dollar is the functional currency of the Company and its subsidiaries. The Company considers its New Zealand operations to be integrated operations. As such, monetary assets and liabilities of the Company's foreign operations denominated in a currency other than the Canadian dollar are translated into Canadian dollars at the exchange rate prevailing as at the balance sheet date. Non-monetary assets and liabilities are translated at historical exchange rates prevailing at each transaction date. Revenue and expenses are translated at the average exchange rates prevailing during the year, with the exception of amortization which is translated at historical rates. Exchange gains and losses on translation are included in the Consolidated Statements of Operations, Comprehensive Loss and Deficit.

f) Long-Lived Asset Impairment

The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Recoverability is assessed based on the carrying amount of the long-lived asset compared to the sum of the future undiscounted cash flows expected to result from the use and the eventual disposal of the asset. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value. The amount of impairment loss, if any, which is the excess of the net carrying value over fair value, is charged to income for the period. Fair value is generally measured equal to the estimated future discounted net cash flows from the asset.

g) Income Taxes

The Company accounts for and measures the future tax assets and liabilities in accordance with the asset and liability method. Under this method, future tax assets and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a

change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment of the change. 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 asset is recognized.

h) Stock-based Compensation

The Company's shareholders have approved a stock option plan. Under the plan, stock based compensation awards will be available to officers, directors, employees and non-employees. All stock-based payments made to non-employees and employees have been accounted for using a fair value-based method of accounting. The fair value of each stock option is accounted for in operations, over the vesting period thereof, and the related credit is included in contributed surplus. If and when the stock options are ultimately exercised and are issued, the applicable units of additional paid-in capital and contributed surplus will be transferred to share capital. The fair value is calculated based on the Black-Scholes option pricing model. This model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable.

The Company's stock-based compensation plan is described in Note 7(c).

i) Loss Per Share

Loss per share is computed by dividing the loss available to common shareholders by the weighted average number of common shares outstanding during the period. The computation of diluted earnings (loss) per share, according to the treasury stock method, assumes that any proceeds from the exercise of dilutive stock options and warrants would be used to repurchase common shares at the average market price during the period, with the incremental number of shares being included in the denominator of the diluted earnings (loss) per share calculation. The diluted earnings (loss) per share calculation assumes the conversion, exercise or contingent issuance of securities only when such conversion, exercise or issuance would have a dilutive effect on earnings (loss) per share.

j) 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 amounts of assets and liabilities, the disclosure of any contingent assets and liabilities as at the date of the financial statements, as well as the reported amounts of revenue and expenses during the reporting period. The Company regularly reviews these estimates and assumptions that affect the consolidated financial statements and actual results could differ from those estimates.

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Significant areas where management judgment is applied are asset valuations, the recoverability of exploration and development expenditures on mineral properties, asset retirement obligations, the valuation of warrants and tax accounts, stock-based compensation and contingent liabilities. In the opinion of management, all adjustments considered necessary for fair presentation of the results for the periods presented are reflected in the consolidated financial statements.

k) Revenue

Revenue from services rendered is recognised in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed by reference to surveys of worked performed.

l) Financial Instruments

Effective January 1, 2007, the Company adopted the recommendations of the Canadian Institute of Chartered Accountants ("CICA") Handbook Section 1530, Comprehensive Income; Section 3855, Financial Instruments - Recognition and Measurements; Section 3861, Financial Instruments - Disclosure and Presentation; and Section 3865, Hedges.

Upon adoption of these new standards, the Company designated its cash and cash equivalents as held-for-trading, which are recorded at fair value. Accounts receivables are classified as loans and receivables and are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost. The Company had neither available-for-sale, nor held-to-maturity instruments during the period ended June 30, 2009 and 2008.

m) Farm-In

Expenditure incurred on exploration "farm-in" projects is capitalized while the farm-in obligations are being undertaken. Should an equity interest in the project not vest due to non-compliance of the farm-in obligations or otherwise, accumulated expenditures are written off to the Statement of Operations, Comprehensive Loss and Deficit.

n) New standards adopted and pronouncements not yet adopted

On December 1, 2006 the CICA issued three new accounting standards: Capital Disclosures (Handbook Section 1535), Financial Instruments - Disclosures (Handbook Section 3862), and Financial Instruments - Presentation (Handbook Section 3863). These new standards became effective for the Company on January 1, 2008 and were adopted.

Goodwill and other intangible assets

In February 2008, the CICA issued Handbook Sections 3064, Goodwill and intangible assets, replacing Section 3062, Goodwill and other intangible assets and Section 3450, Research and development costs. Various changes have been made to other sections of the CICA Handbook for consistency purposes. The new section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets. This new standard is applicable to fiscal years beginning on or after October 1, 2008. The Company has implemented this standard in the first quarter of fiscal year 2009. The new standard does not have a material impact on the Company's financial statements.

o) Future accounting pronouncements

Convergence with International Financial Reporting Standards ("IFRS")

On February 13, 2008 the Canadian Accounting Standards Boards confirmed that the transition to IFRS from Canadian GAAP will occur on January 1, 2011 for public entities. The Company's exploration activities are carried out solely in New Zealand where its main operating subsidiary is incorporated. Under New Zealand law the Company must lodge its group consolidated financial statements that comply with New Zealand GAAP, with the New Zealand Companies Office.

Due to the adoption of NZ IFRS by the New Zealand Accounting bodies, the Company was obliged to prepare an additional set of financial statements for the years ended December 31 2007 and 2008 that complied with IFRS. These financial statements can be viewed at [www.companies.govt.nz](http://www.companies.govt.nz).

There were no significant differences given the nature of the Company's operations. Accordingly, the Company considers that it is well placed to transition to IFRS when required to do so in Canada.

Business Combinations, Consolidated Financial Statements and Non-Controlling Interests

The CICA issued three new accounting standards in January 2009: section 1582, Business Combinations, section 1601, Consolidated Financial Statements and section 1602, Non-Controlling interests. These new standards will be effective for fiscal years beginning on or after January 1, 2011 The Company is in the process of evaluating the requirements of the new standards.

Section 1582 replaces section 1581 and establishes standards for the accounting for a business combination. It provides the Canadian equivalent to International Financial Reporting Standards IFRS 3 - Business Combinations. The section applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011. Section 1601 and 1602 together replace section 1600, Consolidated Financial Statements. Section 1601 establishes standards for the

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presentation of consolidated financial statements. Section 1601 applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Section 1602 establishes standards for accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination. It is equivalent to the corresponding provisions of International Financial Reporting Standard IAS 27 – Consolidated and Separate Financial Statements and applies to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011.

p) Changes in Accounting Policies

There have been no changes in accounting policies during the year.

**5. Mineral Properties**

	<b>Nine months September 30, 2009</b>	Twelve months December 31, 2008
	\$	\$
<b>Balance – beginning of period</b>	<b>13,440</b>	10,641
<b>Expenditure on Projects:</b>		
Geological consulting, mapping and modeling	399	1,737
License rental	315	300
Resistivity surveys	145	556
Drilling	17	494
Total project expenditure for the period	<u>876</u>	<u>3,087</u>
Write down of Mineral Properties ( <b>Note *</b> below)	<b>(1,717)</b>	(288)
<b>Balance – end of period/year</b>	<u><b>12,599</b></u>	<u>13,440</u>

The Company's cash balances are not sufficient to fund all of its multi-year work programmes in respect of its permits. Please also refer to the comments under Note 2 - Going Concern. The Company has lodged applications to amend or defer certain work programmes and to also reduce areas covered by permits. This is a deliberate policy extension of the usual process of managing work programmes relative to available funding and prioritization of targets.

**Note \*** : A review of exploration target rankings and relative tenure costs resulted in the relinquishment of ground and consequent write down of accumulated exploration costs associated with those targets.



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The Company's exploration activities are carried out solely in New Zealand and have been divided into five projects. Expenditures made on account of mineral properties by the Company were as follows:-

Project	Opening Balance January 1, 2009	Expenditure to September 30, 2009	Write downs to September 30, 2009	Closing Balance September 30, 2009
	\$	\$	\$	\$
Otago Region	4,697	554	-	5,251
Hauraki Region	1,695	-	(716)	979
Waihi West Joint Venture	103	-	-	103
Mamaku - Muirs Region	1,579	216	-	1,795
Central Volcanic Region	5,366	106	(1,001)	4,471
	13,440	876	(1,717)	12,599

Project	Opening Balance January 1, 2008	Expenditure to December 31, 2008	Write downs to December 31, 2008	Closing Balance December 31,2008
	\$	\$	\$	\$
Otago Region	3,030	1,667	-	4,697
Hauraki Region	1,691	4	-	1,695
Waihi West Joint Venture	103	-	-	103
Mamaku - Muirs Region	924	655	-	1,579
Central Volcanic Region	4,893	761	(288)	5,366
	10,641	3,087	(288)	13,440

A summary of joint ventures is listed below (note: no joint venture accounting has taken place as at September 30, 2009 as the joint ventures or arrangements detailed below do not give rise to joint venture transactions apart from those under 'farm-in' terms).

**Otago Region**

- a) Glass Earth has a 90% interest in a joint venture with New Zealand Minerals Limited, over their combined Otago Region tenement portfolio.
- b) Glass Earth has a 70% interest in a joint venture with Aurora Minerals Limited over the area covered by the former Prospecting Permit 39-267. (now subsumed into Prospecting Permit 39-322).

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- c) In August 2009, Glass Earth entered into a joint venture with Ophir Gold Limited to facilitate exploration and mining on their combined permits in an area of central Otago known as Ophir. Glass Earth may earn a 50% equity by sole funding an evaluation study and expending circa C\$185,000 (NZ\$250,000) on the joint venture area.
- d) Glass Earth has entered into a joint venture with Australasia Gold Ltd to facilitate exploration on its Otago gold prospects. Its permit areas are contiguous to Glass Earth's permit holdings in the Otago Region. Glass Earth may earn a 70% equity in the permits, by completing exploration work to a value of CAD 105,000 (NZD 150,000). As at 30 September 2009, Glass Earth has expended 90% of the \$105,000.

### **Hauraki Region**

Subsequent to the acquisition of HPD, the entire Hauraki Region was joint ventured out in February 2007 to Newmont Mining Corp ("**Newmont**"). The Agreement terms provide that Newmont may earn an equity interest in each of the 3 area of the Hauraki Region (named Northern, Central and Southern) by undertaking exploration programs (including drilling) as follows:

- i) To earn an initial 65% equity in a venture area, by expending over a 4 year period;
  - Circa C\$1.37m (NZ\$1.65m) on the Northern Hauraki Venture Area;
  - Circa C\$1.45m (NZ\$1.75m) on the Central Hauraki Venture Area;
  - Circa C\$2.3m (NZ\$2.8m) on the Southern Hauraki Venture Area.
- ii) Newmont may elect to prepare a feasibility study to earn a further 10% in a venture area;
- iii) Glass Earth may request that Newmont arrange Glass Earth's share of financing in return for a further 5% equity in a venture area; and
- iv) Glass Earth and Newmont will be liable (in proportion to their equity interests) for the Geoinformatics Exploration Inc. 2% royalty on any production from identified and acknowledged targets in the Hauraki Region permit area.

Newmont advised on 21 September 2009, that it had earned its initial 65% equity in the **Northern** Hauraki Venture Area. Newmont elected to not sole fund Joint Venture activities in this area through to completion of a feasibility study.

In respect of the **Central** and **Southern** Hauraki Venture areas, as at 30 September 2009, Newmont had expended approximately 67% and 65% respectively of the exploration funds to earn the initial 65% equities in these areas.

### **Waihi West Region**

In April 2006, Newmont Mining Corp, joint ventured into this permit area adjacent to their Martha gold/silver mine at Waihi. Under the joint venture terms, Newmont may undertake an exploration program (including drilling) as follows:

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- a) Initial work obligation of circa C\$332,000 (NZ\$400,000) within 12 months, then decision point to spend additional circa C\$913,000 (NZ\$1,100,000) within next 24 months to earn 60%;
- b) Newmont to prepare a feasibility study to earn a further 15%;
- c) Glass Earth can request that Newmont arrange Glass Earth's share of financing in return for a further 5% equity; and
- d) Glass Earth remains responsible for the Geoinformatics 2% royalty on the Glass Earth interest in the Waihi West Joint Venture;

As at 30 September 2009, Newmont has expended approximately 64% of the exploration funds to earn the initial 60% equity.

**Central Volcanic Region**

In August 2007, Glass Earth entered into a joint venture with GCO Minerals Company ("GCO") over GCO's permit areas in the Central Volcanic Region. As at 31 December 2007, Glass Earth had earned its 70% equity. In early November 2009, a decision was made to withdraw from the joint venture (see further comment under Subsequent Events - Note 14).

**6. Property and Equipment**

	September 30, 2009			December 31, 2008		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
	\$	\$	\$	\$	\$	\$
Computer Equipment	218	167	51	217	135	82
Motor Vehicles	174	74	100	174	54	120
Office furniture and equipment	49	33	16	48	22	26
Mining Equipment	90	-	90	-	-	-
	<b>531</b>	<b>274</b>	<b>257</b>	<b>439</b>	<b>211</b>	<b>228</b>

**7. Shareholders' Equity**

- a) Common Shares

*Authorized:*

Unlimited number of common shares with no par value.

*Issued and Outstanding:*

	Number of Common Shares	Amount
	#	\$
Outstanding December 31, 2007	152,042,633	16,716
Issued pursuant to private placement (i)	2,860,000	572
Share Purchase Warrant Valuation (Note 7(b))	-	(76)
<b>Outstanding September 30, 2009 and December 31, 2008</b>	<b>154,902,633</b>	<b>17,212</b>

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- (i) On January 30, 2008, 2,860,000 common shares were issued for 20 cents per Unit, each Unit consisting of one common share and one half of one share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of 30 cents per share for a period of two years following the date of issue of the Units.
- (ii) As at the balance sheet date, no common shares remain subject to the provisions of any escrow provisions. (September 30, 2008: Nil).

b) Share Purchase Warrants

The Company's movement in share purchase warrants is as follows:

	Number of Warrants	Weighted Average Exercise Price	Fair Value upon issue	Weighted Average Fair Value upon issue
	#	\$ per share	\$	\$ per share
Balance December 31, 2007	47,402,498	0.27	2,594	0.05
Granted – January 30, 2008	1,430,000	0.30	76	0.05
Exercised	-	-	-	-
Expired	(36,332,498)	-	(2,007)	-
Balance December 31, 2008	<u>12,500,000</u>	<u>0.30</u>	<u>663</u>	<u>0.06</u>
Exercised	-	-	-	-
Expired	-	-	-	-
<b>Balance September 30, 2009</b>	<b><u>12,500,000</u></b>	<b><u>0.30</u></b>	<b><u>663</u></b>	<b><u>0.06</u></b>

Summary of outstanding warrants at September 30, 2009:

Expiry Date	Exercise Price	Warrants outstanding	Fair value upon issue
	\$ per share	#	\$
December 4, 2009	0.30	11,070,000	587
January 30, 2010	0.30	1,430,000	76
		<u>12,500,000</u>	<u>663</u>

The fair value of each warrant was determined on the date of grant using the Black-Scholes option pricing model, based on the following assumptions:

	2008	2007
Risk-free interest rate	4.50%	4.50%
Expected life	2 years	2 years
Expected volatility	89%	89%
Expected dividends	-	-

Option pricing models require the input of highly subjective assumptions. Changes in assumptions can materially affect the fair value estimate, and therefore, the existing model does not necessarily provide a reliable measure of the fair value of the Company's warrants at date of grant.

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c) Stock-Based Compensation

The Company may grant incentive stock options to its officers, directors, employees and consultants, for the purchase of shares of the Company. Stock options are non-transferable. The Board of Directors of the Company determines the exercise price, but it may be no less than the current market price at the time of the grant. Options have a maximum term of five years and terminate 90 days after the termination of employment or other contracting arrangement of the option holder.

Vesting of options may be at the time of granting of the option or over a period as set out in each option agreement. Once approved and vested, options are exercisable at any time until expiry or termination as above.

The following stock options were outstanding at September 30, 2009:

	Number of Options Issued and Vested #	Weighted Average Exercise Price \$ per share	Weighted Average Fair Value upon issue \$ per share
Balance - December 31, 2007	14,245,000	0.1683	0.0911
Granted	1,835,000	0.1396	0.0411
Exercised	-	-	-
Cancelled/Expired	(735,000)	-	-
Balance - December 31, 2008	15,345,000	0.1637	0.0855
Granted	-	-	-
Exercised	-	-	-
Cancelled/Expired	(3,040,000)	-	-
<b>Outstanding - September 30, 2009</b>	<b>12,305,000</b>	<b>0.163</b>	<b>0.086</b>
Exercisable - September 30, 2009	12,305,000	0.163	0.086

The weighted average remaining contractual life of the options is one year and eight months as of September 30, 2009.

d) Contributed Surplus

The following summarizes contributed surplus activity during the period:

	September 30, 2009 \$	December 31, 2008 \$
Balance, beginning of period	3,886	1,804
Stock-based compensation in the period on		
- Stock options granted / vesting	-	75
Expiration of Share Purchase Warrants	-	2,007
<b>Balance, end of period</b>	<b>3,886</b>	<b>3,886</b>

**8. Related Party Transactions**

Related party transactions are in the normal course of business and are measured at the exchange amount, which is the fair value as agreed between management and the related parties.

- a) Simon Henderson (a director and former shareholder of GENZL) became an employee of GENZL on April 1, 2005. He received \$116,862 for the current period (nine months ended September 30, 2008: \$127,297).
- b) Peter Liddle (a director and former shareholder of GENZL) became an employee of GENZL on May 15, 2006. He received \$95,615 for the current period (nine months ended September 30, 2008: \$103,075).

**9. Financial Risk Factors**

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

a) Market Risk

Interest rate risk - The Company had \$433,000 in cash at September 30, 2009. The Company invests cash surplus to its operation in interest bearing accounts held in a major New Zealand chartered bank. The Company periodically assesses the quality of its investment with the bank and is satisfied with the credit rating of the bank.

Foreign currency risk - The Company's operational activities are all within New Zealand and 90% of all transactions are in New Zealand Dollars (NZD). As at September 30, 2009 the Company held 24% of its cash and equivalents in Canadian dollars (CAD) and 76% in NZD.

Price risk - The Company has no sales and as such, the Company has no price risk related to sales.

b) Credit Risk and Concentrations of Credit Risk

The Company is not exposed to major credit risks attributable to customers as it has none. The Company monitors the credit worthiness of its joint venture partners. The Company's cash is held in a major New Zealand chartered bank and the Company has no investments in non-bank asset-backed commercial paper.

c) Liquidity risk

Liquidity risk represents the company's ability to meet its contractual obligations. As a gold explorer with no significant revenue the Company ensures that its expenditure rate is commensurate with its cash position (see comment in Going Concern - note 2). The Company has sufficient funds being cash in the amount of \$433,000 (December 31, 2008: \$1,571,000) to settle current liabilities.

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Sensitivity Analysis

The Company has designated its cash as held-for-trading, which is measured at fair value. As at September 30, 2009, the carrying amount of the financial instrument equals the market value.

The Company's cash is held primarily in interest bearing accounts, the rates of which are not fixed. A 100 basis point change in the interest rate would affect the Company by an annualized amount of interest equal to approximately \$4,330.

**10. Segmented Information**

Segment information is presented in respect of the group's geographical segment. There is one business segment which is exploring for and mining of minerals. The primary format, geographical segments, is based on the group's management and internal reporting structure.

	<b>Nine months ended September 30, 2009 (Unaudited)</b>	Nine months ended September 30, 2008 (Unaudited)
	\$	\$
Operating (Loss) by segment:		
New Zealand	<b>(1,809)</b>	(493)
Canada	<b>(134)</b>	(533)
Consolidated Operating (Loss)	<b>(1,943)</b>	(1,026)
	<b>September 30, 2009 (Unaudited)</b>	December 31, 2008 (Audited)
Assets by Segment:		
New Zealand	<b>13,661</b>	15,660
Canada	<b>9</b>	8
Consolidated Total Assets	<b>13,670</b>	15,668
Total Liabilities by Segment:		
New Zealand	<b>699</b>	749
Canada	<b>9</b>	14
Consolidated Total Liabilities	<b>708</b>	763

**11. Income Taxes**

Capitalised exploration expenditures - Future tax liability:

	<b>September 30, 2009</b>	December 31, 2008
Future tax liability on capitalized exploration expenditure	3,779	4,032
Tax effect of exploration expenditure losses carried forward - GENZL	<b>(3,193)</b>	(3,446)
Valuation allowance	-	-
Net future tax liability	<u>586</u>	<u>586</u>

The future tax liability of \$3,779,000 reflects the future tax that would be payable on the exploration expenditure capitalized for accounting purposes. Available tax losses in respect of exploration expenditure have been offset against this future tax liability. There is a shortfall of \$586,000 which is recognised in the consolidated balance sheet.

**12. Management of Capital**

The Company defines the capital that it manages as its shareholder equity. The Company's objectives with respect to managing capital are to safeguard the Company's ability to continue as a going concern so that it can continue to provide returns to shareholders and benefits for other stakeholders. As at September 30, 2009 total managed capital was \$12,962,000 (December 31, 2008: \$14,905,000).

The Company's capital structure reflects a company focused on mineral exploration and financing both internal and external growth opportunities. The exploration for and development of mineral deposits involves significant risk which even a combination of careful evaluation, experience and knowledge may not adequately mitigate.

In order to maintain or adjust its capital structure, the Company may issue new shares or sell assets to fund ongoing operations.

The Company manages its capital structure by performing the following:

- Preparing budgets and cash-flow forecasts which are reviewed and approved by the Board of Directors;
- Regular internal reporting and Board of Directors meetings to review actual versus budgeted spending and cash-flows; and
- Detailed project analysis to assess and determine new funding requirements.



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**13. Commitments and Contingencies**

- a) At September 30, 2009 the Company had capital commitments of \$227,000 (September 30, 2008: \$322,000), payable as follows:

	\$
2009	70
2010	157
	<u>227</u>

- b) GENZL has granted a 2% production royalty to Geoinformatics Exploration Ireland Ltd ("GEIL") in respect of any production achieved from the Company's interests on targets identified by GENZL and GEIL in 2005.
- c) Under the terms of non-cancelable operating leases, the Company is committed to rental payments as follows:

	\$
2009	1
2010	-
	<u>1</u>

**14. Subsequent Events**

On October 28, 2009, Glass Earth announced that it intended to undertake a private placement financing for gross proceeds of \$500,000. As at November 26, \$286,000 has been received in respect of this placement.

On November 17, 2009, Directors determined to withdraw from the joint venture with GCO Minerals Company over permits in the Central Volcanic Region. Accumulated exploration expenditures, recorded as at 30 September 2009, totaled \$603,000 and this amount will be recognised as a write-off in the Consolidated Statements of Operations, Comprehensive Loss and Deficit in the quarter to 31 December 2009.

Apart from the items above, there were no material events subsequent to balance date that would affect the interpretation of the financial statements or performance of the company.