



*Windarra
Resource
Group*

WINDARRA MINERALS LTD.

Report to Shareholders

June 30, 2005

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WINDARRA MINERALS LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITIONS AND RESULTS OF OPERATION AT JUNE 30, 2005

August 29, 2005

This Management Discussion and Analysis is provided for the purpose of reviewing the third quarter of 2005 and comparing results to the previous period. The MD & A should be read in conjunction with the Company's unaudited consolidated financial statements and corresponding notes for the period ending June 30, 2005 and 2004, as well as the audited consolidated financial statements for the year ended September 30, 2004. The financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and all monetary amounts are expressed in Canadian dollars.

COMPANY OVERVIEW AND OVERALL PERFORMANCE

Windarra Minerals Ltd. ("the Company", "Windarra") has been in the business of exploring minerals for over 25 years, primarily gold properties both directly and indirectly through its subsidiary, Westward Explorations Ltd. ("Westward") and up until 2002, Messina Minerals Inc. (formerly Mishibishu Gold Corporation).

While in the last two years the Company's focus was maintaining its interest in the Magnacon Joint Venture where development, drilling and test mining is underway with the object of establishing new reserves, during the first quarter of fiscal 2005 a newly acquired acquisition has become the focal point.

Pukaskwa Claims, Ontario

The Company entered into an option agreement with Messina Minerals Inc. ("Messina"), a company related by way of common directors, regarding certain mineral claims in Sault Ste. Marie Mining Division, Ontario. Under the terms of the agreement, the Company has the right to earn a 100% interest in the claims by issuing 50,000 shares (issued) upon TSX Venture acceptance and a further 300,000 common shares over a period of 30 months from the date of acceptance. The Company must maintain the claims in good standing during the option period, and, if applicable for a period of 12 months from the date the Company elects to terminate its option under the agreement.

The Pukaskwa Property is located in the Mishibishu Greenstone belt approximately 60 km west of Wawa, Ontario. 55 claim units are located on a north-northeasterly trending deformation zone known to be associated with gold mineralization.

A prospecting program was carried out last year. The program was comprised of 40 man days of prospecting with 69 samples being assayed for gold. The program focused on evaluating the 8 kilometre strike length of the previously defined gold-bearing deformation zone. Previous exploration in the late 1980's had identified the gold-bearing Champagne Vein and West Aardvark occurrence.

The prospectors discovered a new gold occurrence 5 kilometres from the Champagne vein and 0.5 kilometres southwest of the West Aardvark occurrence. The new occurrence is hosted within angular quartz vein blocks from 0.5-0.7 metres square. The showing sits on the north flank of a large soil anomaly outlined by previous work programs. The four samples of the visible gold bearing quartz blocks assayed between 12.2 and 62.0 ounces gold per ton. Another assay of the four samples using the reject portion of the samples returned grades between 14.54 and 39.20 ounces gold per ton. The angular nature of the quartz boulders and shallow overburden indicate the boulders have not traveled far from source.

Further exploration work was carried out and in July the Company announced the discovery of outcropping high-grade gold mineralization. A total of four samples were collected from outcropping quartz-iron carbonate veins over a 6 meter length; the samples assayed 115.4, 25.3, 4.1 and 0.95 oz/ton Au (3955.1, 869.7, 141.4, and 32.5 g/t, respectively). A grab sample of wallrock to the vein also returned 5.2 oz/ton Au (178.0 g/t).

This discovery represents a new bedrock Au occurrence on the Pukaskwa property, and one of much higher grade than the many occurrences discovered on the property in the 1980's and 1990's.

The vein from which the high grades were obtained ranges from 5 to 20 cm thick and has been fully exposed along a strike length of approximately six metres. A number of nearby quartz vein float boulders containing visible Au were also discovered in the present program, with one 120 metres to the southwest yielding 0.82 oz/ton Au, and one 100 metres to the southeast yielding 0.55 oz/ton Au.

Together, the newly discovered vein occurrences represent a part of the property on which Windarra intends to focus its exploration. The area lies approximately 500 metres south of the western end of a km-long belt of Au occurrences known collectively as the Aardvark West trend. The trend was one of a number of mineralized zones on the property that was explored in the 1980's and 1990's and it yielded significant intersections of Au mineralization in trenches and drillholes. The Aardvark West trend also returned many grab samples of vein mineralization with Au values in the 5-30 g/tonne range, and the trend is in part defined by anomalous Au-in-soil geochemistry. The latest high grade discoveries lie well within the Aardvark West soil anomaly, which is the most extensive soil geochemical anomaly on the Pukaskwa property (>4 km long, up to 1 km across, as outlined by work in previous programs), and consequently it represents an extremely attractive and extensive exploration target. The Company intends to meet with its geologists and Stares Prospecting on the property in early August to determine the extent of an immediate exploration program.

The Pukaskwa property is located 50 kilometres west of Wawa, Ontario, less than 20 km northwest of River Gold Ltd.'s Eagle River Mine, which has produced approximately 600,000 ounces Au since 1995. It also lies less than 20 km west-southwest of the formerly producing Magnacon mine, and Magnacon joint venture property, in which Windarra and its 72% held subsidiary, Westward Explorations Ltd. hold an interest jointly with River Gold. The Pukaskwa property consists of 55 contiguous unpatented mining claims which follow the east-northeast to west-southwest trending Mishibishu deformation zone for more than 12 kilometres. The deformation zone hosts many vein Au occurrences and showings, including the Mishi and Magnacon deposits, and it transects much of the length of the Mishibishu greenstone belt, an east-west trending belt of greenschist to amphibolite grade Archean volcanic and associated sedimentary rocks that are considered to be the western equivalent of the prolific Abitibi greenstone belt, west of the Kapuskasing structural zone.

Gold within quartz veining contained within Archean age rocks was identified at the Pukaskwa property during exploration in the wake of the discovery of the Hemlo gold deposits in the early 1980's. The Hemlo deposits have produced approximately 20 million ounces Au since their discovery and are located 80 kilometers to the north at the Pukaskwa property. Geological age and structural and lithological characteristics at Hemlo are directly comparable to features observed at the Pukaskwa property.

Magnacon Joint Venture Properties

The Magnacon Joint Venture Properties consist of 19 freehold patented claims and 7 leasehold patented claims at the Magnacon Property plus one leasehold claim (replacing 40 former mining claims) at the contiguous Magnacon East Property. In 2003, the claims were converted to 20-year leases. Windarra owns a 25% joint venture interest and River Gold Mines Ltd. ("River Gold") owns a 75% interest and is the operator of the Joint Venture.

The Magnacon Property is the site of the former producing Magnacon Mine, which produced 34,000 ounces of gold between early 1989 and July 1990. Windarra has expended approximately \$17 million dollars since 1985 on the Properties. A total in excess of an estimated \$70 million dollars has been spent by all parties between 1985 to 2000 on the exploration and development of the Properties.

In June of 2003, the Company engaged the services of Peter Tallman, P.Geo, to conduct a comprehensive review of the Magnacon Project and commissioned a technical report. P. Tallman reported as follows:

“At mine closure in 1990, an inferred mineral resource (conforms to NI43-101) totaling 1,270,000 tons grading 0.18 oz/ton gold containing 223,000 ounces gold remained in blocks adjacent the Magnacon Mine workings which required further development to access and extract (Muscocho Explorations, 1990).

Table 1: 1990 Muscocho Explorations Ltd Estimate of Resources at Closure

	<u>Proven</u>	<u>Probable</u>	<u>Possible</u>	<u>Inferred</u>
Tons	92,000	39,000	119,000	1,115,000
oz Au/ton	0.23	0.22	0.21	0.17

In February 2004, River Gold proposed a \$6.8 million underground exploration and development program of which Windarra's share of costs would approximate \$1.7 million. This involved 1,825 metres of development, 15,000 metres of drilling, and approximately 30,000 tonnes of test mining. During the year, Windarra engaged the services of Peter Tallman, P. Geo, an independent geological consultant, to visit the property and review the budget and program, and to prepare a report to the Board. After a review of the proposed program and budget, Windarra notified the operator of its objection to the scope of the exploration program and, accordingly, has not made any further payments to River Gold.

The Company has now received notice from River Gold that the Company's interest in these claims will be diluted to 22.72% at September 30, 2004 as a result of non-payment of the Company's share of exploration expenditures on the claims since January 1, 2004 in an amount of approximately \$960,000. Management is of the opinion that the work program undertaken by River Gold was not approved by the Company and, accordingly, it is management's opinion that dilution, if any, of the Company's interest in the claims will be less than that claimed by River Gold. It is also management's opinion that ultimate resolution of this matter cannot be determined at this time, therefore no dilution of the Company's interest has been reflected in the Company's financial statements and no provision has been made in the accounts of the Company for any liability associated with unpaid exploration expenditures. The Company and River Gold are continuing to discuss options to resolve the dispute.

CRA Tax Case

In 1995, Westward purchased an 11.12% interest in the Magnacon Mine property from its parent, Windarra Minerals Ltd. CRA has questioned the valuation of the property as reported by Windarra consultants, Watts Griffis and McQuat in 1995. Partial hearings in Tax Court were held in October, 2004 and in late January of 2005, with a final hearing held in early May 2005. Westward expects to receive a decision in the near future.

Management Changes

On April 28, 2005 Robert Fraser joined the Board of Directors. Mr. Fraser is a businessman with over 35 years experience in the building construction industry.

On June 8, 2005 Mr. Charles Greig also joined the Board, and Mr. Steven Brunelle resigned as a Director. Charlie Greig is a Professional Geologist with nearly twenty-five years experience in the exploration industry or government geological surveys, much of it in the Canadian Cordillera. Mr. Greig has practiced as an independent consulting geologist since 1995, and has worked mainly as a contractor for junior mining companies during that time. He has worked worldwide on a broad spectrum of mineral deposit types. Mr. Greig is a graduate of the University of British Columbia, with a B.Comm. (1981), a B.Sc. (Geology 1985), and an M.Sc. (Geology, 1989), and is a Qualified Person as defined by National Instrument 43-101.

SUMMARY OF QUARTERLY RESULTS

QUARTER ENDING	June 30 2005	Mar. 31 2005	Dec.31 2004	Sept.30 2004	June 30, 2004	Mar. 31, 2004	Dec. 31, 2003	Sept. 30, 2003
Net Income (Loss)	(171,798)	(78,243)	170,808	(111,299)	(43,996)	51,898	73,514	242,396
Earnings (Loss) Per Share	\$ (0.01)	\$ 0.00	\$ 0.01	\$ (0.01)	\$ (0.00)	\$ 0.00	\$ 0.00	\$ (0.01)

The net loss for the third quarter 2005 is \$171,798 compared to \$43,996 for the third quarter 2004. This is largely explained by an increase in professional and technical consulting fees relating to the CRA case of \$55,724, and an increase in stock-based compensation in the amount of \$51,775. As well, transfer agent fees were up \$11,239 and gain on sale of investments for third quarter 2005 was nil compared to \$12,268 for third quarter 2004.

LIQUIDITY and CAPITAL RESOURCES

The Company had working capital deficiency of \$114,130 at June 30, 2005, compared to working capital deficiency of \$96,581 at September 30, 2004. For the period ending June 30, 2005, the Company's working capital situation has been determined by its ability to offset expenses against gains obtained through the continued divestment of investments. Windarra is in negotiations with various parties for financing, although general market conditions and the price of gold will have an impact on the Company's ability to raise financing in the future.

Other than optional payments and its participation in the Magnacon Joint Venture, Windarra has no ongoing property commitments. There is a bill in dispute with respect to the Magnacon Joint Venture in the amount of \$427,000.

OFF BALANCE SHEET ARRANGEMENTS

The Company is in a dispute with Canada Revenue Agency as per Note 11 "Contingencies" in the attached financial statements. Management has retained Thorsteinssons, tax lawyers, to resolve its dispute with CRA. Partial hearings in Tax Court were held in October, 2004 and in late January 2005, with a final hearing in May of this year. The Company expects a decision to be rendered in the near future.

TRANSACTIONS WITH RELATED PARTIES

During the quarter, the Company entered into the following transactions with related parties:

- a) Paid or accrued corporate administration fees of \$8,132 to Susan Tessman, Corporate Secretary of the Company.
- b) Paid or accrued management fees of \$9,850 to John Pallot, President of the Company.
- c) Accrued interest expense of \$ 9,130 payable to Westward.

Included in accounts payable at June 30, 2005 is \$484 owing to John Pallot.

OUTSTANDING SHARE DATA

During the quarter the company issued 75,000 shares to Messina Minerals Inc. pursuant to its option agreement on the Pukaskwa property in Ontario. As at June 30, 2005 the Company had 23,871,909 outstanding common shares.

During the quarter 200,000 stock options were issued exercisable at .20 for a period of 3 years, and 200,000 stock options were issued exercisable at .23 for a period of 3 years.

At the end of the period the Company had the following stock options outstanding:

Date of Grant	Name	Amount	Exercise Price	Expiry Date	Type
July 29, 2004	John Pallot	600,000	\$0.10	July 29, 2007	Director
July 29, 2004	Susan Tessman	150,000	\$0.10	July 29, 2007	Officer
July 29, 2004	Gary McDonald	200,000	\$0.10	July 29, 2007	Director
July 29, 2004	Steve Brunelle	200,000	\$0.10	Sept. 8, 2005	Director
May 2, 2005	Robert Fraser	200,000	\$0.20	May 2, 2008	Director
June 8, 2005	Charles Greig	200,000	\$0.23	June 8, 2007	Director

TOTAL		1,550,000		
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Subsequent to the period end, 10,000 stock options were exercised at \$.10.

ADDITIONAL INFORMATION

Additional information on Windarra Minerals Ltd. can be found by visiting the Company's website at www.windarra.com and by viewing regulatory filings on SEDAR at www.sedar.com.

ADDITIONAL INFORMATION FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

	Pukaskwa Claims, Ontario	Magnacon Claims, Ontario	3 months June 30 2005
Balance, beginning of period	\$ 34,355	\$ 405,786	\$ 440,141
Additions during the period:			
Acquisition	16,125	-	16,125
Assay costs	1,678	-	1,678
Geology	16,200	-	16,200
Camp costs	3,281	-	3,281
Equipment rental	535	-	535
Travel and helicopter	13,564	-	13,564
	<u>51,383</u>	<u>-</u>	<u>51,383</u>
Balance, end of period	\$ 85,738	\$ 405,786	\$ 491,524

	Little Deer Lake Claims, Saskatchewan	Magnacon Claims, Ontario	FYE Sep 30 2004
Balance, beginning of year	\$ 1	\$ 82,292	\$ 82,293
Additions during the period:			
Geology	-	2,600	1,156
Travel and transportation	-	1,630	725
Joint venture management fees	-	22,391	9,959
Pumps and other equipment	-	77,245	34,360
Hydro, heating and electrical	-	47,105	20,951
Underground exploration	-	172,523	76,769
	<u>-</u>	<u>323,494</u>	<u>143,920</u>
Written off	(1)	-	(1)
Balance, end of year	\$ -	\$ 405,786	\$ 405,786

During the quarter, the Company did not work on the Magnacon Claims as there is a dispute with the operator. It is hoped this dispute can be resolved in 2005. (see note 4 to the interim financial statements)

The Company instead focused on the newly acquired Pukaskwa Claims in Ontario and conducted a program of prospecting and geological work in the previous quarter. It is management's intent to continue exploring the Pukaskwa Claims in 2005.

	3 months ended	
	June 30	
	2005	2004
EXPENSES		
Amortization	\$ 134	\$ 257
Corporate and administration fees	8,132	6,859
Management & financial fees	12,118	17,161
Office and miscellaneous	7,928	9,071
Professional fees	62,994	13,973
Public relations	1,346	1,782
Regulatory fees and transfer agent fees	13,001	1,762
Rent	5,730	5,372
Stock-based compensation	51,775	-
Technical consulting	6,703	-
Travel and related costs	2,029	120
Loss from operations	<u>171,890</u>	<u>56,357</u>
OTHER ITEMS		
Interest income	92	93
Gain on sale of investment	-	12,268
	<u>92</u>	<u>12,361</u>
Net income (loss) for the period	<u>\$ (171,798)</u>	<u>\$ (43,996)</u>

For explanation of variances please see Summary of Quarterly Results above.

Schedule of Share Capital

	As of the date of this Management Discussion and Analysis
Common Shares outstanding	23,881,909
Options outstanding	1,540,000
Warrants outstanding	-
Fully diluted share capital	25,421,909

WINDARRA MINERALS LTD.

CORPORATE DATA

AUGUST 2005

HEAD OFFICE

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REGISTERED OFFICE & SOLICITOR

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Anfield Sujir Kennedy & Durno
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REGISTRAR & TRANSFER AGENT

Computershare Trust Company of Canada
3rd Floor, 510 Burrard Street
Vancouver, BC V6C 3B9

AUDITORS

Davidson & Company
1200 – 609 Granville Street
Vancouver, BC V7Y 1G6

DIRECTORS AND OFFICERS

John Pallot, President/Director
Gary McDonald, C.F.O./Director
Robert Fraser, Director
Charles Greig
Susan Tessman, Corporate Secretary

INVESTOR CONTACTS

John Pallot
Tel: (604) 688-1508
Fax: (604) 601-8253
Email: jpallot@windarra.com

CAPITALIZATION

Authorized:	100,000,000
Issued:	23,881,909
Escrow:	Nil
Options:	1,540,000
Warrants:	Nil

LISTINGS

TSX Venture Exchange
Trading Symbol: WRA
Cusip No.: 973151 10 3

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 accompanying unaudited interim 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 financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

“John Pallot”

President and Chief Executive Officer

WINDARRA MINERALS LTD.

CONSOLIDATED BALANCE SHEETS

Unaudited

Prepared by Management

	June 30 2005 (Unaudited)	September 30 2004
ASSETS		
Current		
Cash and equivalents	\$ 87,801	\$ 61,069
Accounts receivable	6,168	12,226
Prepaid expenses and deposits	1,772	1,754
	<u>95,741</u>	<u>75,049</u>
Equipment (Note 3)	5,289	3,042
Mineral properties & deferred exploration costs (Note 4)	491,524	405,786
Investment in partnership (Note 5)	100	100
Long-term investments (Note 6)	82,036	156,735
	<u>\$ 674,690</u>	<u>\$ 640,712</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current

Accounts payable and accrued liabilities	<u>\$ 209,871</u>	<u>\$ 171,630</u>
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Shareholders' equity

Capital stock (Note 8)	21,841,699	21,817,526
Contributed Surplus (Note 8)	122,077	71,100
Deficit	<u>(21,498,957)</u>	<u>(21,419,544)</u>
	<u>464,819</u>	<u>469,082</u>
	<u>\$ 674,690</u>	<u>\$ 640,712</u>

Nature and continuance of operations (Note 1)

Contingencies (Note 11)

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

WINDARRA MINERALS LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT

Unaudited

Prepared by Management

	Three months ended		Nine months ended	
	June 30	June 30	June 30	June 30
	2005	2004	2005	2004
EXPENSES				
Amortization	\$ 134	\$ 257	\$ 971	\$ 758
Corporate and administration fees	8,132	6,859	24,397	6,859
Management & financial fees	12,118	17,161	37,009	56,363
Office and miscellaneous	7,928	9,071	13,224	21,724
Professional fees	62,994	13,973	141,506	30,751
Public relations	1,346	1,782	7,012	7,726
Regulatory fees and transfer agent fees	13,001	1,762	34,164	22,307
Rent	5,730	5,372	16,740	12,306
Stock-based compensation	51,775	-	51,775	-
Technical consulting	6,703	-	42,938	-
Travel and related costs	2,029	120	4,944	2,649
Loss from operations	(171,890)	(56,357)	(374,680)	(161,443)
OTHER ITEMS				
Interest income	92	93	853	7,666
Gain on sale of investment	-	12,268	294,414	184,973
Recovery of bad debt	-	-	-	50,220
	92	12,361	295,267	242,859
Net income (loss) for the period	(171,798)	(43,996)	(79,413)	81,416
Deficit, beginning of period	(21,327,159)	(21,182,833)	(21,419,544)	(21,308,245)
Deficit, end of period	\$ (21,498,957)	\$ (21,226,829)	\$ (21,498,957)	\$ (21,226,829)
Basic and diluted earnings(loss) per share	\$ (0.01)	\$ -	\$ -	\$ -
Weighted average number of shares outstanding during the period	23,796,909	23,721,909	23,772,550	23,721,909

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

WINDARRA MINERALS LTD.

CONSOLIDATED STATEMENTS OF CASH FLOW

Unaudited

Prepared by Management

	Three months ended		Nine months ended	
	June 30 2005	June 30 2004	June 30 2005	June 30 2004
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income (loss) for the period	\$ (171,798)	\$ (43,996)	\$ (79,413)	\$ 81,416
Items not affecting cash:				
Amortization	134	257	971	758
Gain from sale of investments	-	(12,268)	(294,414)	(184,973)
Stock-based compensation	51,775	-	51,775	-
Recovery of bad debt	-	-	-	(50,220)
Changes in non-cash working capital items:				
(Increase) decrease in receivables	7,654	53,237	6,058	(5,084)
(Increase) decrease in prepaid expenses and deposits	(12)	-	(18)	7,576
Increase (decrease) in accounts payable and accrued liabilities	76,935	(388,664)	35,241	(41,624)
Net cash used in operating activities	(35,312)	(391,434)	(279,800)	(192,151)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of equipment	-	(720)	(3,218)	(1,372)
Deferred exploration costs	(35,257)	376,255	(64,864)	(323,497)
Advance partnership distribution	-	(332,000)	-	-
Proceeds from sale of long-term investment	-	12,432	369,114	219,774
Redemption of restricted term deposit	-	332,000	-	332,000
Net cash provided by (used in) investing activities	(35,257)	387,967	301,032	226,905
CASH FLOWS FROM FINANCING ACTIVITIES				
Capital stock issued for cash	-	-	5,500	-
Net cash provided by financing activities	-	-	5,500	-
Change in cash during the period	(70,569)	(3,467)	26,732	34,754
Cash, beginning of period	158,370	114,016	61,069	75,795
Cash, end of period	\$ 87,801	\$ 110,549	\$ 87,801	\$ 110,549

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

WINDARRA MINERALS LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2005

Unaudited

*Prepared by Management***1. NATURE AND CONTINUANCE OF OPERATIONS**

Windarra Minerals Ltd. ("the Company", "Windarra") was incorporated under the laws of British Columbia and its principal business activities include the acquiring and developing of mineral properties.

The Company is in the process of exploring and developing its mineral properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties and related deferred exploration costs is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development and upon future profitable production. The Company is considered to be in the development stage as it has not yet earned significant revenues.

	June 30 2005	Sep 30 2004
Working capital (deficiency)	\$ (114,130)	\$ (96,581)
Deficit	\$ (21,498,957)	\$ (21,419,544)

2. BASIS OF PRESENTATION

These unaudited interim financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. All financial summaries included are presented on a comparative and consistent basis showing the figures for the corresponding period in the preceding year or the preceding period. The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of annual financial statements. Certain information and footnote disclosure normally included in financial statements prepared in accordance with generally accepted accounting principles has been condensed or omitted. These interim period statements should be read together with the audited financial statements and the accompanying notes included in the Company's audited financial statements as at and for the year ended September 30, 2004. In the opinion of the Company, its unaudited interim financial statements contain all adjustments necessary in order to present a fair statement of the results of the interim periods presented.

These consolidated financial statements include the accounts of the Company and its approximate 72% interest in Westward Explorations Ltd. ("Westward"). All inter-company accounts and balances have been eliminated upon consolidation.

3. EQUIPMENT

	June 30, 2005			September 30 2004		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Office equipment	\$ 13,155	\$ 7,866	\$ 5,289	\$ 9,937	\$ 6,895	\$ 3,042

WINDARRA MINERALS LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2005

Unaudited

*Prepared by Management***4. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS**

	Pukaskwa Claims, Ontario	Magnacon Claims, Ontario	9 months June 30 2005
Balance, beginning of period	\$ -	\$ 405,786	\$ 405,786
Additions during the period:			
Acquisition	20,875	-	20,875
Assay costs	3,659	-	3,659
Geology	30,424	-	30,424
Camp costs	4,946	-	4,946
Equipment rental	1,475	-	1,475
Travel and helicopter	24,359	-	24,359
	<u>85,738</u>	<u>-</u>	<u>85,738</u>
Balance, end of period	\$ 85,738	\$ 405,786	\$ 491,524

	Little Deer Lake Claims, Saskatchewan	Magnacon Claims, Ontario	Year ended Sept 30 2004
Balance, beginning of year	\$ 1	\$ 82,292	\$ 82,293
Additions during the period:			
Geology	-	2,600	1,156
Travel and transportation	-	1,630	725
Joint venture management fees	-	22,391	9,959
Pumps and other equipment	-	77,245	34,360
Hydro, heating and electrical	-	47,105	20,951
Underground exploration	-	<u>172,523</u>	<u>76,769</u>
	<u>-</u>	<u>323,494</u>	<u>143,920</u>
Written off	(1)	-	(1)
Balance, end of year	\$ -	\$ 405,786	\$ 405,786

4. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (cont'd...)

Magnacon Claims, Ontario

The Company holds a 25% interest in certain freehold patented and leasehold patented claims situated in the Sault Ste. Marie Mining Division, Ontario. The operator of the joint venture on the claims has advised the Company that the company's interest in these minerals claims has been diluted to 22.72% as a result of non-payment of the Company's share of exploration expenditures since January 1, 2004, in an amount of approximately \$960,000, an amount for which no provision has been made in the accounts of the Company as at March 31, 2005. The Company has advised the operator that it disputes this claim on the basis that the exploration costs pertain to a work program that the Company has not approved.

Magnacon East Block Claims, Ontario

The Company holds a 25% joint venture interest in certain claims in the Sault Ste. Marie Mining Division, Ontario. The Company previously wrote-down related mineral property and deferred exploration costs to a nominal value.

Little Deer Lake Claims, Saskatchewan

The Company holds a 20% joint venture interest in certain claims in the La Ronge Mining Division, Saskatchewan. The Company previously wrote-down the related mineral property and deferred exploration costs to a nominal value. The claims were written off in the year ended September 30, 2004.

Pukaskwa Claims, Ontario

During fiscal 2004, the Company entered into an option agreement with Messina Minerals Inc. ("Messina"), a company related by way of common directors, regarding certain mineral claims in Sault Ste. Marie Mining Division, Ontario. Under the terms of the agreement, the Company has the right to earn a 100% interest in the claims by issuing 50,000 shares (issued) upon TSX Venture acceptance and a further 300,000 common shares over a period of 30 months from the date of acceptance. TSX approval was obtained in November 2004 and, to date, the Company has issued 125,000 common shares with respect to this agreement. The Company must maintain the claims in good standing during the option period, and, if applicable for a period of 12 months from the date the Company elects to terminate its option under the agreement.

5. INVESTMENT IN PARTNERSHIP

During the year ended September 30, 2003, the Company, with two other companies, formed a general partnership, which acquired an interest in the 1999 Investment Co. Limited Partnership, an Alberta limited partnership.

During the year ended September 30, 2003, the Company received a cash distribution of \$412,459 from the general partnership, which represents the aggregate amount of cash the Company expects to receive from this investment. No cash distributions were received by the Company in fiscal 2004 or the nine months ended June 30, 2005.

WINDARRA MINERALS LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30 , 2005

Unaudited

*Prepared by Management***6. LONG-TERM INVESTMENTS**

The Company holds the following investments:

	June 30 2005	Sept 30 2004
Shares of publicly traded companies, quoted market value \$ 444,611 (Sep 30, 2004 - \$496,520), at cost	\$ 82,036	\$ 156,735

During the period the company sold common shares in various companies for total proceeds of \$369,114 which resulted in a gain of \$294,414.

7. CAPITAL STOCK

	Number of Shares	Amount \$	Contributed Surplus \$
Authorized			
100,000,000 common shares without par value			
Issued			
Balance at September 30,2003	23,721,909	21,817,526	
Fair value of stock options			71,100
Balance at September 30,2004	23,721,909	21,817,526	71,100
Issued for mineral property option	125,000	20,875	
Issued on exercise of stock options	25,000	2,500	
Fair value of stock options			59,803
Fair value of stock options expired			(8,028)
Transfer of stock-based compensation on exercise of stock options		798	(798)
Balance at June 30, 2005	23,871,909	21,841,699	122,077

The Company issued 125,000 common shares with a value of \$20,875 to a company with common directors pursuant to the Pukaskwa option agreement. See note 4.

WINDARRA MINERALS LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30 , 2005

Unaudited

*Prepared by Management***7. CAPITAL STOCK (continued)****Stock options**

The Company follows the policies of the TSX-V under which it is authorized to grant options to executive officers and directors, employees and consultants, enabling them to acquire up to 10% of the issued and outstanding common stock of the Company. The exercise price of each option equals the market price of the Company's stock as calculated on the date of grant. The options can be granted for a maximum term of five years.

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, September 30, 2003	25,000	\$ 0.11
Options granted	1,175,000	0.10
Options expired	(25,000)	0.11
Balance, September 30, 2004	1,175,000	
Options granted	400,000	0.22
Options exercised	(25,000)	0.10
Balance, June 30, 2005	1,550,000	\$ 0.13
Number of options currently exercisable	1,550,000	\$ 0.13

Following is a summary of stock options outstanding at June 30 , 2005:

Number of Shares	Exercise Price	Expiry Date
1,150,000	\$0.10	July 29,2007
200,000	\$0.20	May 2, 2008
200,000	\$0.23	June 8, 2008

Stock-based compensation

Stock-based compensation expense using the Black-Scholes option pricing model results in charge to income and a credit to contributed surplus when stock options are issued. The following assumptions were used by the Company at September 30,2004 when using the Black-Scholes pricing model:

Risk free interest rate	3.13%
Expected life of options	3 years
Annualized volatility	115%
Dividend rate	0.00%

WINDARRA MINERALS LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2005

Unaudited

Prepared by Management

9. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties:

- a) Paid or accrued management fees of \$29,350 (2004 - \$25,000) to a director and officer of the Company.
- b) Paid or accrued accounting fees included in office expenses of \$Nil (2004 - \$2,500) to an officer of the Company.
- c) Paid or accrued corporate administration fees of \$24,397(2004 - \$6,859) to an officer of the Company.
- d) Accrued interest expense of \$29,039 (2004 - \$31,411) payable to Westward.
- e) Sold 438,599 (2004 – Nil) common shares of a public company related by virtue of a common director for total proceeds of \$359,501 (2004 –33,794) which resulted in a gain of \$285,401 (2004 – \$33,794). As at June 30, 2005, the Company held 55,731 common shares of this company with a market value of \$32,324.

Included in accounts receivable at June 30, 2005 is \$Nil (2004 - \$5,019) amounts owing by companies with management in common.

Included in accounts payable at June 30, 2005 is \$4,481 (2004 - \$2,761) amounts owing to directors, former directors and companies with management in common.

The Company issued 125,000 common shares with a value of \$20,875 to a company with common directors pursuant to the Pukaskwa option agreement. See note 4.

These transactions were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the related parties.

WINDARRA MINERALS LTD.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

JUNE 30, 2005

Unaudited

Prepared by Management

10. SEGMENTED INFORMATION

The Company primarily operates in Canada in one industry segment being the acquisition and development of mineral properties.

11. CONTINGENCIES

- a) During the year ended September 30, 1999, Canada Revenue Agency reviewed Westward's 1995 Corporate Income Tax Return filings regarding the sale of certain mineral properties. The review resulted in a reassessment on May 8, 2000 of approximately \$800,500 in taxes, plus accrued interest owing by Westward. The total is now approximately \$1,150,000 which includes interest accruing subsequent to the date of reassessment.

Management is of the opinion that the reassessment is without merit and has filed a Notice of Appeal with the Tax Court of Canada. It is management's opinion that the ultimate resolution with respect to the reassessment cannot be determined at this time, therefore, no provision has been made in these financial statements.

Partial hearings in Tax Court were held in October of 2004 and January of 2005 with a final hearing held in early May 2005. Westward expects to receive a decision by early fall.

- b) During the period, the Company received notice from the operator of the joint venture on the Magnacon claims that the Company's interest in these claims has been diluted to 22.72% as a result of non-payment of the Company's share of exploration expenditures on the claims since January 1, 2004 in an amount of approximately \$960,000 (Note 4). Management is of the opinion that the work program undertaken by the operator was not approved by the Company and, accordingly, it is management's opinion that dilution, if any, of the Company's interest has been reflected in these financial statements and no provision has been made in the accounts of the Company for any liability associated with unpaid exploration expenditures.