

WINDARRA MINERALS LTD.

Quarterly Report
For the Nine Months Ended June 30, 2009

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE PERIOD ENDED JUNE 30, 2009

August 17, 2009

This Management Discussion and Analysis ("MD&A") is provided for the purpose of reviewing the third quarter of fiscal 2009, and comparing results to the previous period. The MD & A should be read in conjunction with the Company's unaudited interim financial statements and corresponding notes for the periods ending June 30, 2009 and 2008, as well as the audited financial statements and corresponding notes for the fiscal year ended September 30, 2008. 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 former subsidiary, Westward Explorations Ltd. ("Westward").

During the period, Windarra completed an agreement with Wesdome Gold Mines Ltd. selling Windarra's 22.72% interest in the Magnacon Property in Ontario as well as granting an option to Wesdome to earn-in up to a 60% undivided working interest in the Company's Pukaskwa Claims. Windarra has received \$750,000 in cash for the Magnacon Property and a 1% net smelter royalty. Windarra will also be entitled to have Wesdome mill up to a maximum of 50,000 metric tonnes of ore per year from properties owned by Windarra at a cost equal to the production cost of such milling plus \$2.00 per tonne of ore milled. Wesdome has paid Windarra an initial cash payment of \$25,000 for the Pukaskwa Claims option and agreed to expend an aggregate of \$3,000,000 in exploration and development expenses on the claims over a five year period commencing on the execution of the option agreement. Once Wesdome has earned the 60% interest, Wesdome and Windarra will be deemed to have formed a joint venture. Further, Wesdome has withdrawn and cancelled the notice of dispute over the \$340,000 in unpaid exploration expenditures referred to below in the discussion of the Magnacon Properties.

Wesdome has advised the Company that it plans to commence exploration activities on the Pukaskwa property during the latter part of 2009.

In February 2008, the Company completed an agreement to acquire a 100% interest in two mining leases (the Mishi Leases) and a royalty in respect to ore mined and milled from a third crown mining lease in the Sault Ste. Marie Division in Ontario near Wesdome Gold Mines' Mishi Pit. The royalty interest provides for payment of \$1.00 per tonne for ore from open pit mining and \$2.00 per tonne for underground mining in excess of 700,000 tonnes mined.

The Company's loss before other items and discontinued operations for the period ended June 30, 2009 was \$135,926 (2008 - \$219,628). This decrease is largely due to a \$113,000 charge for stock-based compensation in the period ended June 30, 2008, as opposed to \$Nil in the current period.

RESULTS OF OPERATIONS

The Company incurred \$8,339 in expenditures on the Pukaskwa claims and \$7,494 in expenditures on the Mishi property during the period ended June 30, 2009 (year ended September 30, 2008 – \$7,513).

Pukaskwa Claims, Ontario

The Pukaskwa property is located 50 kilometres west of Wawa, Ontario, less than 20 km northwest of Wesdome Gold Mines Ltd.'s ("Wesdome") (formerly River Gold Ltd.) Eagle River Mine, which has produced over 700,000 ounces of gold since 1995. The property also lies less than 20 km west-southwest of three contiguous and highly prospective properties in which Windarra holds an interest. These are, from west to east, Windarra's Mishi leases (100% owned, see below); and the Magnacon East joint venture property (25% Windarra, 75% Wesdome). 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 gold 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 was identified within quartz veins that are hosted by Archean age rocks 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 only 80 kilometers to the north of the Pukaskwa property. Following significant exploration efforts in the 1980's and 1990's, when a host of gold occurrences, including the Champagne Vein and West Aardvark occurrence were discovered, little work was undertaken on the Pukaskwa property until the fall of 2004, when a new gold occurrence 0.5 kilometres southwest of the West Aardvark occurrence and 5 kilometres east of the Champagne vein was discovered. The new discovery, now known as the Bonanza-Grade zone, yielded values far in excess of previous discoveries on the property, and the new discovery renewed interest in the property. Following the discovery, the Company undertook further prospecting programs in the vicinity of the Bonanza-Grade zone, then established a 2 km x 1 km cut grid in the area. In 2005 soil geochemical samples were collected on the grid and compiled with soil geochem data from previous programs, and in 2006 magnetometer and induced polarization (IP) geophysical surveys were run on the grid, in conjunction with an extensive trenching program. In the course of this work an exciting new occurrence known as the Middle Finger Lake zone was discovered.

Because of its size potential, with good gold grades over significant widths, and extensive coincident soil geochemical and IP chargeability anomalies, the Middle Finger Lake zone became the target for the 2007 diamond drilling program.

The drill program took place in June 2007, with daily access to the drill from a base of operations in the town of Marathon. Fourteen holes and a total of 824 metres were drilled. Together, the results of the drilling, along with the channel sample intersections from the zone where exposed on surface, indicate that the Middle Finger Lake zone can yield significant intersections across a variety of mineable widths, that it has continuity from drillhole-to-drillhole, and that it has the potential to host a significant tonnage of near-surface gold mineralization on the Pukaskwa property. The Middle Finger Lake zone, and other parts of the Pukaskwa property, clearly merit further drill-testing. In particular, the westward strike extent of the Middle Finger Lake zone is an attractive and untested drill target, as is the Bonanza-Grade zone, and there are a number of other areas on the grid which require further trenching and detailed mapping. These include the geochemical anomalies eastward and northeastward from the Bonanza-Grade zone, and the chargeability *en echelon* with, and to the southwest of, the Middle Finger Lake zone.

Mishi Leases

The Company owns a 100% interest in two mining leases, as well as a royalty in respect to ore mined and milled from a third crown mining lease. The leases are located in the Sault Ste. Marie Mining Division of Ontario near Wesdome Gold Mines' Mishi Pit. The royalty interest provides for payment of \$1.00/tonne for ore from open pit mining and \$2.00/tonne for underground mining in excess of 700,000 tonnes mined and is payable to the Company by Wesdome. A compilation of previous work on the Mishi property is largely complete and plans for future exploration are being formulated.

Magnacon Properties

The Magnacon 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 owned a 25% interest and Wesdome owned a 75% interest and is the operator of the exploration program. During the period, the Company sold the interest in the Magnacon Claims (See Company Overview and Overall Performance above), retaining a 1% NSR royalty. The Company retains a 25% interest in the Magnacon East Property.

Little Deer Lake Claims, Saskatchewan

During the year ended September 30, 2008, the Company purchased a 20% interest in certain mineral claims in the La Ronge Mining Division, Saskatchewan from Westward as part of the sale of the Westward shares. These claims are carried in the accounts at a nominal value of \$1.

SUMMARY OF QUARTERLY RESULTS

QUARTER ENDING	June 30 2009	Mar. 31 2009	Dec. 31 2008	Sept. 30 2008	June 30 2008	Mar. 31 2008	Dec. 31 2007	Sept. 30 2007
Income(loss) before discontinued operations and income taxes	\$668,959	\$ (69,635)	\$ (37,006)	\$ (279,264)	\$248,913	\$ (68,616)	\$ (87,929)	\$ (328,407)
Per share	\$0.02	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ (0.01)	\$ 0.00	\$ (0.01)	\$ (0.01)
Income (loss) for the period	\$668,959	\$ (69,635)	\$ (87,929)	\$ (256,264)	\$1,427,318	\$ 121,200	\$ (192,723)	\$ (538,972)
Earnings (loss) per share	\$0.02	\$ (0.00)	\$ (0.00)	\$ (0.01)	\$ 0.05	\$ 0.00	\$ (0.01)	\$ (0.02)

Income for the third quarter 2009 was \$668,959 compared to income of \$1,427,318 for the third quarter 2008. With the exception of a charge for stock-based compensation of \$113,000, the loss before other items from continuing operations remained fairly stable. For the period ended June 30, 2009, Other Items included a gain on sale of mineral property of \$703,559 (2008 - \$nil) and an unrealized gain on the market value of investments of \$1,346 (2008 - \$314,853), as well as a gain on sale of investments of \$88,834. In addition to these differences, during the period ended June 30, 2008, the Company recorded a gain on sale of discontinued operations of \$1,178,405 (2009 - \$nil) and a loss from discontinued operations of \$117,179 (2009 - \$nil).

LIQUIDITY AND CAPITAL RESOURCES

The Company had working capital of \$648,082 at June 30, 2009 as compared to a working capital deficiency of \$17,933 at September 30, 2008.

Windarra has no ongoing property commitments.

TRANSACTIONS WITH RELATED PARTIES

The Company entered into the following transactions with related parties during the period ended June 30, 2009:

- a) paid or accrued corporate and administration fees of \$23,201 to Susan Tessman, Corporate Secretary of the Company;
- b) paid or accrued management fees of \$41,500 to John Pallot, President of the Company;
- c) paid or accrued geological consulting fees included in mineral property and exploration costs of \$13,279 to Charles Greig, a director of the Company;
- d) sold 474,215 common shares of Westward for total proceeds of \$88,834, resulting in a gain of \$88,834.

Included in accounts payable at June 30, 2009 is \$10,119 owing to officers and directors of the Company.

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.

CHANGE IN ACCOUNTING POLICIES

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date for the Company will be October 1, 2011 and will require the restatement for comparative purposes of amounts reported for the year ended September 30, 2011. The impact of these new standards on the Company's financial statements is currently being evaluated by management.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, receivables, investments, investment in partnership, accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

OUTSTANDING SHARE DATA

As at June 30, 2009 the Company had 30,699,909 shares outstanding.

At June 30, 2009, the Company had the following stock options outstanding:

Date of Grant	Amount	Exercise Price	Expiry Date	Type
Nov. 2, 2007	950,000	\$0.15	Nov. 2, 2010	Director
Nov. 13, 2007	25,000	\$0.15	Nov. 13, 2010	Consultant
May 22, 2008	500,000	\$0.17	May 22, 2011	Director
TOTAL	1,475,000	\$0.16		

During the period, 2,825,000 warrants exercisable at \$0.25 expired, leaving no warrants outstanding.

Management has decided not to proceed with the share consolidation and name change approved at the Company's last annual general meeting.

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:**Third Quarter Statement of Operations**

	Three months ended June 30	
	2009	2008
EXPENSES		
Amortization	\$ 118	\$ 133
Corporate and administration fees	7,575	7,800
Management and financial fees	14,532	9,689
Office and miscellaneous	2,699	2,302
Professional fees	731	1,137
Public relations	3,259	1,957
Regulatory fees and transfer agent fees	2,166	4,246
Rent	4,866	3,991
Stock-based compensation	-	35,000
Travel and related costs	-	-
Loss before other items from continuing operations	35,946	66,255

**SCHEDULE OF SHARE CAPITAL
As at August 17, 2009**

Common Shares outstanding	30,699,909
Options outstanding	1,475,000
Fully diluted share capital	32,174,909

WINDARRA MINERALS LTD.

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.**BALANCE SHEETS**

Unaudited

Prepared by Management

	June 30 2009	September 30 2008
ASSETS		
Current		
Cash	\$ 189,654	\$ 20,880
Receivables (Note 15)	504,238	4,877
Prepaid expenses	1,800	1,800
	<u>695,692</u>	<u>27,557</u>
Equipment (Note 4)	1,227	1,583
Mineral properties & deferred exploration costs (Note 5)	907,096	916,265
Investment in partnership (Note 6)	100	100
Investments (Note 7)	10,305	155,400
	<u>\$ 1,614,420</u>	<u>\$ 1,100,905</u>

LIABILITIES AND SHAREHOLDERS' EQUITY**Current**

Accounts payable and accrued liabilities	\$ 47,610	\$ 45,490
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Shareholders' Equity

Capital stock (Note 8)	23,073,226	23,073,226
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Contributed surplus (Note 8)	194,423	194,423
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Deficit	(21,700,839)	(22,212,234)
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	<u>1,566,810</u>	<u>1,055,415</u>
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	<u>\$ 1,614,420</u>	<u>\$ 1,100,905</u>
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Nature and continuance of operations (Note 1)**Discontinued operations (Note 3)****Contingency (Note 14)****Subsequent event (Note 15)****On behalf of the Board:***"John Pallot"*

Director

"Gary McDonald"

Director

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

WINDARRA MINERALS LTD.
STATEMENTS OF OPERATIONS AND DEFICIT
Unaudited
Prepared by Management

	Three months ended June 30		Nine months ended June 30	
	2009	2008	2009	2008
EXPENSES				
Amortization	\$ 118	\$ 133	\$ 356	\$ 401
Corporate and administration fees	7,575	7,800	23,201	18,425
Management and financial fees	14,532	9,689	48,392	29,337
Office and miscellaneous	2,699	2,302	7,890	7,329
Professional fees	731	1,137	14,237	14,230
Public relations	3,259	1,957	7,598	4,902
Regulatory fees and transfer agent fees	2,166	4,246	17,663	17,752
Rent	4,866	3,991	16,589	11,224
Stock-based compensation	-	35,000	-	113,000
Travel and related costs	-	-	-	3,028
Loss before other items from continuing operations	(35,946)	(66,255)	(135,926)	(219,628)
OTHER ITEMS				
Interest income	-	315	22	2,252
Gain on sale of mineral property	703,559	-	703,559	-
Unrealized gain (loss) on investments	13,346	314,853	(2,830)	269,545
Reversal of unrealized gain on investments	(12,000)	-	(142,264)	-
Gain on sale of investments (Note 7)	-	-	88,834	-
	704,905	315,168	647,321	271,797
Income from continuing operations	668,959	248,913	511,395	52,169
Gain on sale of discontinued operations (Note 3)	-	1,178,405	-	1,178,405
Loss from discontinued operations (Note 3)	-	-	-	(117,179)
Income for the period	668,959	1,427,318	511,395	1,113,395
Deficit, beginning of period	(22,369,798)	(23,383,288)	(22,212,234)	(23,069,365)
Deficit, end of period	\$ (21,700,839)	\$ (21,955,970)	\$ (21,700,839)	\$ (21,955,970)
Basic and diluted earnings per common share	\$ 0.02	\$ 0.05	\$ 0.02	\$ 0.04
Weighted average number of common shares outstanding during the period	30,699,909	30,699,909	30,699,909	30,483,851

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

WINDARRA MINERALS LTD.
STATEMENTS OF CASH FLOWS
Unaudited
Prepared by Management

	Three months ended June 30		Nine months ended June 30	
	2009	2008	2009	2008
CASH FLOWS FROM OPERATING ACTIVITIES				
Income for the period from continuing operations	\$ 668,959	\$ 248,912	\$ 511,395	\$ 52,169
Items not affecting cash:				
Amortization	118	133	356	401
Stock-based compensation	-	35,000	-	113,000
Gain on sale of mineral property	(703,559)	-	(703,559)	-
Unrealized loss on investments	(13,346)	(314,853)	2,830	(269,545)
Reversal of unrealized gain on investments	12,000	-	142,264	-
Gain on sale of investments	-	-	(88,834)	-
Changes in non-cash working capital items:				
Decrease (increase) in receivables	583	(1,562)	639	13,312
Decrease (increase) in prepaid expenses	-	(600)	-	(600)
Increase (decrease) in accounts payable and accrued liabilities	(17,263)	(31,121)	(5,814)	(14,066)
Net cash provided by (used in) operating activities	(52,508)	(64,091)	(140,723)	(105,329)
CASH FLOWS FROM INVESTING ACTIVITIES				
Proceeds on sale of discontinued operations, net of cash disposed	-	48,340	-	48,340
Proceeds on sale of mineral properties, net of costs	203,560	-	203,560	-
Purchase of equipment	-	1	-	(668)
Mineral properties and deferred exploration costs	19,656	(2,939)	17,103	(8,175)
Proceeds from sale of investments	-	-	88,834	-
Net cash provided by (used in) investing activities	223,216	45,402	309,497	39,497
CASH FLOWS FROM FINANCING ACTIVITIES				
Share issue costs	-	-	-	(760)
Net cash used in financing activities	-	-	-	(760)
Cash used in discontinued operations	-	-	-	(54,680)
Change in cash during the period	170,708	(18,689)	168,774	(121,272)
Cash, beginning of period	18,946	93,503	20,880	196,086
Cash, end of period	\$ 189,654	\$ 74,814	\$ 189,654	\$ 74,814

Supplemental disclosure with respect to cash flows (Note 11)

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

1. NATURE AND CONTINUANCE OF OPERATIONS

The Company was incorporated under the laws of British Columbia and its principal business activities include the acquisition and exploration of mineral properties.

The Company is in the process of exploring 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 exploration stage as it has not yet earned significant revenues.

These financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

These financial statements do not reflect adjustments that would be necessary if the going concern assumptions were not appropriate.

2. BASIS OF PRESENTATION

These unaudited interim financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles. During the year ended September 30, 2008, the Company reduced its investment in Westward Explorations Ltd. (Westward) from approximately 71% to less than 1% (Note 3). The financial statements for the period ended June 30, 2009 are prepared on an unconsolidated basis. The June 30, 2008 comparative figures have not been restated. Certain of the comparative figures for Westward are presented in summary form. Financial summaries included are presented on a comparative basis showing the figures for the corresponding period in the preceding year or the preceding period.

WINDARRA MINERALS LTD.

NOTES TO THE FINANCIAL STATEMENTS

JUNE 30, 2009

Unaudited

Prepared by Management

2. BASIS OF PRESENTATION (cont'd)

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, 2008. 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.

Recently Adopted Accounting Policies

Effective October 1, 2007, the Company adopted new accounting policies of the Canadian Institute of Chartered Accountants:

Capital Management

The AcSB issued CICA Handbook Section 1535, under which disclosure is required to provide information about an entity's capital and how it is managed.

Financial Instruments – Disclosures

The AcSB issued Section 3862, under which disclosure is required to enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the year and at the balance sheet date, and how the entity manages those risks. The principles in this section complement the principles for recognizing, measuring and presenting financial assets and financial liabilities in Section 3855, *Financial Instruments – recognition and Measurement*, Section 3863, *Financial Instruments – Presentation*, and Section 3865, *Hedges*.

2. BASIS OF PRESENTATION (cont'd)

Financial Instruments – Presentation

The AcSB issued CICA Handbook Section 3863, under which presentation is required to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows. This section establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equity, the classification of related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset.

Recent Accounting Pronouncements

International Financial Reporting Standards ("IFRS")

In 2006, the Canadian Accounting Standards Board ("AcSB") published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian GAAP with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own GAAP. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date for the Company will be October 1, 2011 and will require the restatement for comparative purposes of amounts reported for the year ended September 30, 2011. The impact of the transition to IFRS on the Company's consolidated financial statements has not yet been determined.

Assessing Going Concern

Section 1400 requires management to assess and disclose an entity's ability to continue as a going concern.

3. DISCONTINUED OPERATIONS

On April 3, 2008, the Company filed notice of intention to sell up to 13,474,215 common shares in Westward, a company related by virtue of a common director, by way of a private sale. The sale of 13,000,000 common shares for gross proceeds of \$765,000 was completed May 5, 2008. Concurrent with this sale, \$567,579 was applied to repay the Company's loan from Westward and \$147,000 was applied to purchase mineral properties from Westward, yielding net proceeds of \$50,421. The two mineral properties purchased had been previously written down by Westward to \$1 each and the difference is considered a transaction cost and has been deducted from the gain on sale of discontinued operations.

As a result of these transactions, financial information for periods subsequent to March 31, 2008 is presented on an unconsolidated basis. The remaining investment in Westward of 474,215 common shares was included in investments and has been disposed of during the current period. The Company continues to be related to Westward by virtue of a common director.

The loss from discontinued operations for the periods ended March 31, 2008 was as follows:

	Three months	Six months
Operating expenses		
Amortization	\$ 125	\$ 249
Corporate and administration fees	4,725	9,394
Management and financial consulting	6,460	14,180
Office and miscellaneous	1,755	3,853
Professional fees	13,400	13,850
Public relations	1,095	2,223
Regulatory fees and transfer agent fees	20,666	21,729
Rent	3,640	7,233
Stock-based compensation	-	43,750
Travel and related costs	718	718
Loss from discontinued operations	\$ 52,584	\$ 117,179

WINDARRA MINERALS LTD.
 NOTES TO THE FINANCIAL STATEMENTS
 JUNE 30, 2009
 Unaudited
Prepared by Management

4. EQUIPMENT

	June 30 2009			September 30 2008		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Computer equipment	\$ 7,388	\$ 6,161	\$ 1,227	\$ 7,388	\$ 5,805	\$ 1,583

WINDARRA MINERALS LTD.
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2009
Unaudited
Prepared by Management

5. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS

	June 30, 2009			
	Pukaskwa Claims, Ontario	Mishi Leases, Ontario	Magnacon Property, Ontario	Total
Balance, beginning of period	\$ 868,262	\$ 48,000	\$ 3	\$ 916,265
Additions during the period				
Acquisition	-	-	-	-
Assay costs	-	-	-	-
Camp costs	-	-	-	-
Drilling	-	-	-	-
Equipment	-	-	-	-
Geology	5,821	7,494	-	13,315
Lease rentals	2,518	-	-	2,518
Travel and helicopter	-	-	-	-
	8,339	7,494	-	15,833
Sale of mineral properties	(25,000)	-	(2)	(25,002)
Balance, end of period	\$ 851,601	\$ 55,494	\$ 1	\$ 907,096

	September 30, 2008			
	Pukaskwa Claims, Ontario	Mishi Leases, Ontario	Magnacon Claims, Ontario	Total
Balance, beginning of year	\$ 860,749	\$ -	\$ 1	\$ 860,750
Additions during the year				
Acquisition	-	48,000	2	48,002
Assay costs	1,952	-	-	1,952
Camp costs	304	-	-	304
Geology	3,057	-	-	3,057
Lease rentals	2,200	-	-	2,200
	7,513	48,000	2	55,515
Balance, end of year	\$ 868,262	\$ 48,000	\$ 3	\$ 916,265

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

Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral properties. The Company has investigated title to all of its mineral properties and, to the best of its knowledge, title to all of its properties are in good standing.

Magnacon Claims, Ontario

During the period ended June 30, 2009, the Company completed the sale of the Company's interest in the Magnacon claims in Ontario for proceeds of \$750,000 in cash and a 1% net smelter royalty. The Company will also be entitled to have the purchaser mill up to a maximum of 50,000 metric tonnes of ore per year from properties owned by the Company at a cost equal to the production cost of such milling plus \$2.00 per tonne of ore milled. Under the terms of the sale agreement, the previous joint venture agreement between the purchaser and the Company no longer applies to the Magnacon Claims and all claims by the purchaser have been released and discharged.

During the year ended September 30, 2008, the Company had acquired an 11.12% interest in these claims from Westward as part of the sale of the Westward shares (Note 3). These claims were carried in the accounts at a nominal value of \$1. As a result, prior to the sale above, the Company held a 25% interest in certain freehold patented and leasehold patented claims situated in the Sault Ste. Marie Mining Division, Ontario.

Magnacon East Block Claims, Ontario

The Company holds a 25% 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. The Company has not been required to contribute to field geology and surface drilling costs incurred during the year ended September 30, 2008 nor the period ended June 30, 2009.

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

Pukaskwa Claims, Ontario

During the period ended June 30, 2009, the Company granted an option to earn-in up to a 60% undivided working interest in the Company's Pukaskwa Claims. In return, the purchaser will make an initial cash payment of \$25,000 for the Pukaskwa Claims option and will agree to expend an aggregate of \$3,000,000 in exploration and development expenses on the claims over a five year period commencing on the execution of the option agreement. Once the purchaser has earned the 60% interest, the purchaser and the Company will be deemed to have formed a joint venture.

Little Deer Lake Claims, Saskatchewan

During the year ended September 30, 2008, the Company purchased a 20% interest in certain mineral claims in the La Ronge Mining Division, Saskatchewan from Westward as part of the sale of the Westward shares (Note 3). These claims are carried in the accounts at a nominal value of \$1.

Tulks South, Newfoundland

During the year ended September 30, 2002, the Company, pursuant to an assignment agreement, was granted a 2% net smelter returns royalty on Messina's share of production from the Tulks South massive sulphide property in Newfoundland. Messina has the right to buy back the Company's royalty at any time prior to commercial production for \$2,000,000.

Mishi Leases, Ontario

During the year ended September 30, 2008, the Company acquired a 100% interest in certain mining leases and a royalty interest in the Sault Ste. Marie Division in Ontario. The royalty interest provides for payment of \$1.00 per tonne for ore from open pit mining and \$2.00 per tonne for underground mining in excess of 700,000 tonnes mined. The Company issued 400,000 common shares valued at \$48,000 in consideration for this acquisition.

6. 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.

No cash distributions were received by the Company in the period ended June 30, 2009 nor in the year ended September 30, 2008.

7. INVESTMENTS

Investments consist of shares in publicly traded companies at market price as published in the TSX-V daily market summary. See Change of Accounting Policy – Note 2.

	June 30	September 30
	2009	2008
Fair value	\$ 10,305	\$ 155,400
Cost	\$ 25,105	\$ 25,105

During the period ended June 30, 2009, the Company disposed of its investment in common shares of Westward (September 30, 2008 - 474,215) which were classified as held-for-trading and were included in investments at September 30, 2008 at market value of \$142,265. Also included at June 30, 2009, are 105,042 (September 30, 2008 - 105,042) common shares of Messina with a market value of \$9,453 (September 30, 2008 - \$11,554).

WINDARRA MINERALS LTD.
NOTES TO THE FINANCIAL STATEMENTS
JUNE 30, 2009
Unaudited
Prepared by Management

8. CAPITAL STOCK AND CONTRIBUTED SURPLUS

	Number of Shares	Amount \$	Contributed Surplus \$
Authorized			
Unlimited common shares without par value			
Issued			
Balance at September 30, 2007	30,299,909	23,048,986	172,623
Issued for property acquisition	400,000	48,000	-
Share issue costs	-	(760)	-
Fair value of options granted	-	-	156,750
Discontinued operations	-	-	(134,950)
Tax benefits renounced to flow-through subscribers	-	(23,000)	-
Balance at June 30, 2009 and September 30, 2008	30,699,909	23,073,226	194,423

During the year ended September 30, 2008, the Company issued 400,000 common shares as part of the Mishi lease acquisition (Note 5) at a value of \$48,000.

At June 30, 2009, the Company had no share purchase warrants outstanding. At September 30, 2008, the Company had 2,825,000 share purchase warrants outstanding at an exercise price of \$0.25 per share which expired during the current period.

8. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd)

The Company has a stock option plan in place 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. Under the plan, 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 5 years.

Following is a summary of stock options outstanding at June 30, 2009:

Number of Shares	Exercise Price	Expiry Date
950,000	\$ 0.15	November 2, 2010
25,000	\$ 0.15	November 13, 2010
500,000	\$ 0.17	May 22, 2011
<u>1,475,000</u>		

Stock option transactions are summarized as follows:

	Number of Options	Weighted Average Exercise Price
Balance, September 30, 2007	500,000	\$ 0.24
Options granted	1,475,000	\$ 0.16
Options expired	(500,000)	\$ 0.24
Balance, June 30, 2009 and September 30, 2008	<u>1,475,000</u>	<u>\$ 0.16</u>
Number of options currently exercisable	<u>1,475,000</u>	<u>\$ 0.16</u>

8. CAPITAL STOCK AND CONTRIBUTED SURPLUS (cont'd)

Stock-based compensation

During the year ended September 30, 2008, the Company granted 1,475,000 stock options which vested upon granting. Stock-based compensation expense using the Black-Scholes option pricing model was \$113,000 which was recorded as contributed surplus on the balance sheet. The weighted average fair value of the options granted was \$0.08.

The following weighted average assumptions were used for the Black-Scholes valuation of stock options granted:

Risk-free interest rate	3.82%
Expected life of options	3 years
Annualized volatility	75%
Dividend rate	0.00%

Westward granted 875,000 stock options during the period ended March 31, 2008 resulting in compensation expensed and contributed surplus of \$43,750 which is reflected in the financial statements as part of income (loss) from discontinued operations.

9. RELATED PARTY TRANSACTIONS

The Company entered into the following transactions with related parties during the period ended June 30, 2009:

- a) paid or accrued corporate and administration fees of \$23,201 to an officer of the Company (2008 - \$16,425, \$9,261 of which is included in loss from discontinued operations);
- b) paid or accrued management fees of \$41,500 to an officer and director of the Company (2008 - \$25,750, \$10,725 of which is included in loss from discontinued operations);
- c) paid or accrued geological consulting fees included in mineral property and exploration costs of \$13,279 (2008 - \$2,987) to a director of the Company;
- d) sold 474,215 (2008 – nil) common shares of Westward for total proceeds of \$88,834 (2008 – \$nil), resulting in a gain of \$88,834 (2008 - \$nil).

Included in accounts payable at June 30, 2009 is \$10,119 (September 30, 2008 - \$2,731) owing to officers and directors of the Company.

As at June 30, 2009, the Company held 105,042 (September 30, 2008 - 105,042) shares of Messina with a market value of \$9,453 (September 30, 2008 - \$11,554), and nil (September 30, 2008 – 474,215) shares of Westward, a former subsidiary which has a common officer and director with a market value at June 30, 2009 of \$nil (September 30, 2008 - \$142,265).

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.

10. SEGMENTED INFORMATION

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

11. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

During the period ended June 30, 2009, the Company had the following significant non-cash transaction:

- a) accrued accounts payable of \$7,934 (2008 – \$nil) relating to deferred exploration costs;
- b) set up accounts receivable of \$500,000 relating to the sale of a mineral property; and
- c) accrued accounts payable of \$1,176 relating to the sale of a mineral property.

During the year ended September 30, 2008, the Company had the following significant non-cash transactions:

- a) accrued accounts payable of \$Nil (2007 – \$1,100) relating to deferred exploration costs;
- b) issued 400,000 (2007 – 125,000) common shares at a value of \$48,000 (2007 - \$22,500) in consideration for mineral property acquisitions. (Note 5)

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments consist of cash, receivables, investments, investment in partnership, accounts payable and accrued liabilities. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximates their carrying value, unless otherwise noted.

Fair Values

The fair values of cash, accounts receivable, accounts payable and accrued liabilities approximate their book values because of the short-term nature of these instruments.

(a) Financial Risk Management

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company considers the fluctuations of financial markets and seeks to minimize potential adverse effects on financial performance.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (cont'd)

Fair Values (cont'd)

(b) *Financial Instrument Risk Exposure*

The Company is exposed in varying degrees to a variety of financial instrument related risks. The Board approves and monitors the risk management process.

Credit Risk

Credit risk is the risk of a financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligation. The Company's receivables consist primarily of sales tax receivables due from federal government agencies.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise required funding through future equity issuances. The Company manages its liquidity risk by forecasting cash flows from operations and anticipating any investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of significant expenditures and commitments.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

13. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties.

The properties in which the Company currently has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. In addition, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so.

14. CONTINGENCY

During the period ended June 30, 2009, the Company sold the Magnacon Claims to the joint venture operator (note 5). As a result, the operator has granted the Company release and discharge from all claims with respect to the joint venture agreement (see below).

During the year ended September 30, 2005, the Company received notice from the operator of the joint venture on the Magnacon claims that the Company's interest in these claims had been diluted to 22.2% 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 \$340,000. Management was of the opinion that the work program undertaken by the operator was not approved by the Company and, accordingly, it was management's opinion that dilution, if any, of the Company's interest in the claims would be less than that claimed by the operator. It was management's opinion that ultimate resolution of this matter could not be determined, therefore, at September 30, 2008, no dilution of the Company's interest was reflected in the financial statements and no provision was made in the Company's accounts for any liability associated with unpaid exploration expenditures.

15. SUBSEQUENT EVENT

Subsequent to the period end, the Company received \$500,000 relating to the Magnacon Claims sale agreement which was included in accounts receivable at June 30, 2009. (See Note 5.)

CORPORATE DATA

AUGUST 2009

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

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CAPITALIZATION

Authorized:	Unlimited
Issued:	30,699,909
Options:	1,475,000

LISTINGS

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