

MAJESCOR RESOURCES INC.
(A development stage Company)

Interim Consolidated Financial Statements

For the three and nine months ended November 30, 2008

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Management's Responsibility for Interim Financial Statements

To the Shareholders of Majescor Resources Inc.

The interim consolidated financial statements and the notes thereto for the three and nine months ended November 30, 2008 are the responsibility of the management of Majescor Resources Inc. These interim financial statements have been prepared in accordance with Canadian generally accepted accounting principles, using management's best estimates and judgements where appropriate.

Management has developed and maintained a system of internal controls to provide reasonable assurance that all assets are safeguarded and to facilitate the preparation of relevant, reliable and timely financial information.

The auditors of Majescor Resources Inc. have not performed a review of the consolidated financial statements for the three and nine months ended November 30, 2008.

(signed) Marc-André Bernier
Marc-André Bernier, CEO

(signed) Khadija Abounaim
Khadija Abounaim, CFO

Majescor Resources Inc.
(A development stage Company)
Consolidated Balance Sheets
As at

	November 30, 2008	February 29, 2008
	(Unaudited)	(Audited)
	\$	\$
ASSETS		
Current assets		
Cash and cash equivalents	324,147	1,084,874
Marketable securities (Note 4)	32,881	1,590,382
Accounts receivable	20,818	641,100
Tax credits and mining duties receivable	712,703	364,637
Advances to operators	-	6,708
Prepaid expenses	15,287	132,717
	<u>1,105,836</u>	<u>3,820,418</u>
Long term investment (Note 5)	-	36,000
Property, plant and equipment (Note 6)	150,215	48,881
Goodwill	30,000	30,000
Mineral exploration properties (Note 7)	1,169,462	1,110,082
Deferred exploration expenses (Note 7)	4,140,582	3,821,581
	<u>6,596,095</u>	<u>8,866,962</u>
LIABILITIES		
Current liabilities		
Accounts payable and accrued liabilities (Note 9)	337,503	408,657
Amount due to related party (Note 8)	13,061	-
Amount due to operators	-	43,235
	<u>350,564</u>	<u>451,892</u>
Long term liabilities		
Liability component of debenture (Note 10)	137,276	123,139
	<u>487,840</u>	<u>575,031</u>
SHAREHOLDERS' EQUITY		
Share capital (Note 11)	21,235,923	21,133,723
Warrants (Note 11)	548,495	653,782
Contributed surplus (Note 12)	1,707,523	1,458,917
Equity component of debenture (Note 10)	39,525	39,525
	<u>23,531,466</u>	<u>23,285,947</u>
Accumulated other comprehensive loss (Note 13)	(45,671)	(645,618)
Deficit	(17,377,540)	(14,348,398)
	<u>(17,423,211)</u>	<u>(14,994,016)</u>
	<u>6,108,255</u>	<u>8,291,931</u>
	<u>6,596,095</u>	<u>8,866,962</u>

Going concern assumption (Note 2)

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

On behalf of the Board
(signed) "Marc-André Bernier"
Marc-André Bernier, Director

On behalf of the Board
(signed) "André Audet"
André Audet, Director

Majescor Resources Inc.
(A development stage Company)
Consolidated Operations (unaudited)

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
Operating expenses				
Management and consulting fees	35,263	27,536	143,925	151,562
Stock-based compensation	43,128	116,170	143,319	345,025
Salaries and benefits	58,691	39,664	145,690	146,817
Travel and promotion	5,358	24,418	35,906	74,853
Report to shareholders	21,940	1,615	46,590	27,216
Professional fees	51,129	11,796	187,234	65,054
Insurance	5,013	3,148	16,669	9,359
Interest on convertible debenture	7,924	(1,795)	23,138	12,115
General expenses	30,098	27,945	100,976	125,362
Loss on foreign exchange	(11)	8	615	5,388
Amortization of property, plant and equipment	7,027	4,685	20,724	9,279
Gain on sale of mineral properties	-	-	-	(3,053,343)
Write-down of mineral properties and deferred exploration expenses (Note 7)	41,675	680,590	562,694	1,241,020
Unspent renounced flow-through funds	-	355,000	-	355,000
Loss (earnings) from operations	307,235	1,290,780	1,427,480	(485,293)
Other (income) expenses				
Interest income	(1,899)	(25,372)	(13,342)	(25,870)
Loss on sale of marketable securities (Note 4)	92,285	-	1,431,577	-
Impairment of marketable securities (Note 4)	117,849	-	117,849	-
Impairment of long term investment (Note 5)	-	-	36,000	-
Loss on sale of property, plant and equipment	-	-	1,167	-
Part XII.6 Tax	20,497	-	20,497	-
	228,732	(25,372)	1,593,748	(25,870)
Earnings (loss) before income taxes	(535,967)	(1,265,410)	(3,021,228)	511,163
Foreign income tax	-	-	(7,914)	(505,657)
Net earnings (loss)	(535,967)	(1,265,410)	(3,029,142)	5,506
Basic and diluted net earnings (loss) per common share (1)	(0.05)	(0.13)	(0.30)	0.01
Basic and diluted weighted average number of common shares outstanding (1)	9,992,418	9,777,076	9,970,429	9,735,206

**(1) Restated to reflect the ten common shares
for one common share consolidation as per Note 17**

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

Majescor Resources Inc.

(A development stage Company)

Consolidated Mineral Properties and Deferred Exploration Expenses (unaudited)

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
Balance, beginning of period	5,320,313	6,130,044	4,931,663	6,200,992
Additions				
Drilling	440	18,566	303,814	34,108
Project consulting	20,425	10,731	38,348	77,591
Geophysical survey	442	399,517	18,826	1,354,988
Geological survey	73,710	68,313	687,054	518,987
Geochemical survey	591	151,257	591	211,838
Report preparation	3,134	8,366	47,766	13,897
Property evaluation	4,023	26,460	67,394	50,461
Renewal of licenses and permits	6,173	358,440	228,247	614,644
General field expenses	3,176	29,089	42,043	73,783
	112,114	1,070,739	1,434,083	2,950,297
Contribution of partners	-	(224,881)	(74,801)	(257,635)
Cost of shares acquired from partner	-	(60,000)	-	(260,000)
	112,114	785,858	1,359,282	2,432,662
Write-down of mining properties and deferred exploration expenses (Note 7)	(41,675)	(680,590)	(562,694)	(1,241,020)
Acquisition of mining properties (Note 7)	-	23,055	144,190	281,805
Cost of mining properties sold	-	-	-	(1,306,072)
Option payment	(29,000)	-	(41,500)	(110,000)
Tax credits and mining duties	(51,708)	-	(520,897)	-
	(10,269)	128,323	378,381	57,375
Balance, end of period	5,310,044	6,258,367	5,310,044	6,258,367

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

Majescor Resources Inc.

(A development stage Company)

Consolidated Deficit (unaudited)

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
Deficit, beginning of period	(16,841,573)	(11,416,144)	(14,348,398)	(12,687,060)
Net earnings (loss)	(535,967)	(1,265,410)	(3,029,142)	5,506
Deficit, end of period	<u>(17,377,540)</u>	<u>(12,681,554)</u>	<u>(17,377,540)</u>	<u>(12,681,554)</u>

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

Majescor Resources Inc.

(A development stage Company)

Consolidated Comprehensive Loss (unaudited)

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
Net earnings (loss) for the period	(535,967)	(1,265,410)	(3,029,142)	5,506
Other comprehensive loss (Note 13)				
Unrealized loss on available-for-sale investments	(62,197)	(198,534)	(524,973)	(657,501)
Impairment loss on available-for-sale investments	117,849	-	117,849	-
Loss on available-for-sale investments sold	36,624	-	1,007,071	-
Comprehensive loss for the period	<u>(443,691)</u>	<u>(1,463,944)</u>	<u>(2,429,195)</u>	<u>(651,995)</u>

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

Majescor Resources Inc.
(A development stage Company)
Consolidated Cash Flows (unaudited)

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
OPERATING ACTIVITIES				
Net earnings (loss)	(535,967)	(1,265,410)	(3,029,142)	5,506
Non-cash items				
Amortization of property, plant and equipment	7,027	4,685	20,724	9,279
Stock-based compensation	43,128	116,170	143,319	345,025
Interest on convertible debenture	7,924	(1,795)	23,138	12,115
Allowance for bad debt	4,793	-	15,783	-
Write-down of mineral properties and deferred exploration expenses	41,675	680,590	562,694	1,241,020
Loss on sale of marketable securities	92,285	-	1,431,577	-
Impairment of marketable securities	117,849	-	117,849	-
Impairment of long term investment	-	-	36,000	-
Loss on sale of property, plant and equipment	-	-	1,167	-
Gain on sale of mineral properties	-	-	-	(3,053,343)
Changes in non-cash working capital items (Note 14)	166,901	353,756	452,380	429,731
Cash flows used in operating activities	<u>(54,385)</u>	<u>(112,004)</u>	<u>(224,511)</u>	<u>(1,010,667)</u>
INVESTING ACTIVITIES				
Long term deposit	-	(37,261)	-	(37,261)
Proceeds from sale of marketable securities	186,965	-	767,023	-
Acquisition of property, plant and equipment	-	(20,621)	(123,225)	(54,353)
Proceeds from sale of mineral properties	-	-	-	1,979,415
Option payments	-	-	12,500	50,000
Mineral properties and deferred exploration expenses	(304,171)	(1,217,296)	(1,365,343)	(3,019,599)
Tax credits and mining duties received	172,831	-	172,831	89,603
Cash flows from (used) in investing activities	<u>55,625</u>	<u>(1,275,178)</u>	<u>(536,215)</u>	<u>(992,195)</u>
FINANCING ACTIVITIES				
Common shares issued and cash flows from financing activities	-	82,650	-	648,138
Increase (decrease) in cash and cash equivalents	1,240	(1,304,533)	(760,726)	(1,354,724)
Cash and cash equivalents, beginning of period	322,908	2,513,820	1,084,874	2,564,011
Cash and cash equivalents, end of period	<u>324,148</u>	<u>1,209,287</u>	<u>324,148</u>	<u>1,209,287</u>
Non-cash supplemental information:				
Deferred exploration expenses included in accounts payable	81,922	229,575	81,922	229,575
Common shares issued to increase interest in mineral properties	-	-	93,200	128,750
Long term investment in exchange of mineral properties	-	(60,000)	-	(260,000)
Common shares issued in payment of interest on debenture	-	-	9,000	-
Marketable securities received on sale of mineral properties	-	-	130,000	1,560,000
Marketable securities received on option of mineral properties	29,000	-	-	-

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

Majescor Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

November 30, 2008

1. Governing statutes and nature of operations

Majescor Resources Inc. (the "Company" or "Majescor") was incorporated under the Canada Business Corporations Act (Alberta) on February 23, 1996. The current nature of operations involves acquisition, exploration and development of mineral resource properties. The Company is in the exploration stage and does not derive any revenue from the development of its properties.

Until it is determined that the Company's properties contain mineral reserves or resources that can be economically mined, they are classified as mineral exploration properties. The recoverability of mineral exploration property costs and deferred exploration expenses is dependent upon: the discovery of economically recoverable reserves and resources; securing and maintaining title and beneficial interest in the properties; the ability to obtain necessary financing to complete exploration, development and construction of processing facilities; obtaining certain government approvals; and attaining profitable production.

Although the Company has taken steps to verify title to the mineral claims in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

2. Going concern assumption

These interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles and on the basis of a going concern assumption meaning the Company will be able to realize its assets and discharge its liabilities in the normal course of operations.

For the period ended November 30, 2008, the Company reported a loss of \$535,967 and an accumulated deficit of approximately \$17.4 million at that date. Management is evaluating various alternatives to secure the necessary financing for its ongoing working capital requirements (Note 17) so that the Company can continue as a going concern. Nevertheless, there is no assurance that these initiatives will be successful and there remains some uncertainty as to the ability of the Company to continue operating as a going concern.

The carrying amounts of assets, liabilities, revenues and expenses presented in the financial statements and the balance sheet classifications have not been adjusted as would be required if the going concern assumption was not appropriate..

3. Accounting changes

The accompanying interim unaudited consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). They are consistent with the policies and practices used in the preparation of the Company's audited annual consolidated financial statements, except for the adoption of new standards described in the following paragraphs. These interim unaudited consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the years ended February 29, 2008 and February 28, 2007.

Effective March 1, 2008, the Company adopted the new recommendations of the Canadian Institute of Chartered Accountants (CICA) under CICA Handbook Section 1400, "General Standards of Financial Statement Presentation", Section 1535, "Capital Disclosures", Section 3862, "Financial Instruments – Disclosures" and Section 3863, "Financial Instruments – Presentation". These new standards relate only to disclosure and presentation, and have no impact on the Company's financial results.

Section 1400 requires that management make an assessment of the Company's ability to continue as a going concern over a period of at least, but not limited to, twelve months from the balance sheet date.

Majescor Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

November 30, 2008

3. Accounting changes (continued)

Section 1535 establishes standards for disclosing information about an entity's capital and how it is managed to enable users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital.

Section 3862 describes the required disclosure for the assessment of the significance of financial instruments on an entity's financial position and performance and of the nature and extent of risk arising from financial instruments to which the entity is exposed and how the entity manages those risks.

The purpose of Section 3863 is to enhance the Financial Statements user's understanding of the significance of financial instruments to the Company's financial position, performance and cash flows. It carries forward the presentation-related requirements of Section 3861 "Financial Instruments – Disclosure and Presentation".

4. Marketable securities

	Cost	Unrealized loss	As at November 30 2008 Fair value	As at February 29, 2008 Fair value
	\$	\$	\$	\$
243,023 common shares of Vaaldiam Resources Inc.	12,151	(9,721)	2,430	883,882
42,500 common shares of Diamonds North Resources Ltd.	37,400	(22,950)	14,450	637,000
200,000 common shares of Sunridge Gold Corp.	29,000	(13,000)	16,000	-
Others	-	-	-	69,500
	<u>78,551</u>	<u>(45,671)</u>	<u>32,880</u>	<u>1,590,382</u>

During the period ended November 30, 2008, the Company sold 175,500 shares of Melkior and 257,500 shares of Diamonds North for net proceeds of \$186,965 and a loss of \$92,285.

During the period ended August 31, 2008, the Company sold 1,733,102 shares of Vaaldiam, 24,500 shares of Melkior, 60,000 shares of Santoy, and 400,000 shares of Diamonds North for net proceeds of \$580,058 and a loss of \$1,339,292.

On October 16, 2008, pursuant to an option agreement with Sunridge Gold Corp. ("Sunridge") dated September 25, 2008 on four properties in Madagascar, the Company received 200,000 common shares of Sunridge for a total value of \$29,000 (See Note 8).

On June 11, 2008, in execution of the purchase and sale agreement dated January 25, 2008, with Vaaldiam Resources Ltd. ("Vaaldiam") for the acquisition of Majescor's 100% interest in the Tres Marias property, the Company received \$100,000 and 234,023 common shares of Vaaldiam for a total value of \$130,000.

5. Long term investment

During the period ended August 31, 2008, the carrying amount of the common shares held in Uranium World Energy Inc. was reduced to Nil and an impairment of \$36,000 was recorded.

Majescor Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

November 30, 2008

6. Property, plant and equipment

	November 30, 2008		February 29, 2008	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
	\$	\$	\$	\$
Office furniture and equipment	10,392	3,166	7,226	8,501
Computer equipment	32,255	15,064	17,191	19,401
Computer software	14,812	12,864	1,948	1,917
Analysis equipment	21,915	4,640	17,275	18,314
Drilling equipment	114,458	8,463	105,995	-
Web site development expenses	7,485	6,905	580	748
	<u>201,317</u>	<u>51,102</u>	<u>150,215</u>	<u>48,881</u>

The cost and accumulated amortization was \$81,712 and \$32,831 respectively as at February 29, 2008.

7. Mineral properties and deferred exploration expenses

	November 30, 2008		February 29, 2008	
	Acquisition Cost	Deferred Exploration Expenses	Acquisition Cost	Deferred Exploration Expenses
	\$	\$	\$	\$
Canada				
Québec				
a) Portage	-	-	52,096	447,904
b) Mirabelli	23,055	1,189,479	23,055	1,149,201
c) Lac Laparre	-	13,544	-	-
d) South Rae	358,778	1,308,129	367,600	829,587
e) Mistassini	1,921	126,456	931	115,193
f) West Minto	279,600	496,571	186,400	314,603
Nunavut				
g) Baker Lake	50,000	503,811	-	467,788
International				
h) Madagascar	456,109	502,592	480,000	497,305
	<u>1,169,461</u>	<u>4,140,582</u>	<u>1,110,082</u>	<u>3,821,581</u>

a) Portage

On July 6, 2005, the Company signed a memorandum of understanding with Forest Gate Resources Inc. ("Forest Gate"), by which Forest Gate could earn up to 55% interest in Portage by spending a total of 5 million dollars in 5 years on claim renewals and exploration. On May 7, 2007, Forest Gate announced its decision to withdraw from the Portage project, before having met its obligations to acquire a 50% interest in the property. During the period ended August 31, 2008, the Company wrote down the cost of the property to Nil as the project no longer fits the Company's strategy (\$52,096 in acquisition costs and \$456,865 in deferred exploration expenses).

Majescor Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

November 30, 2008

b) Mirabelli

In September 2006, the Company entered into an option agreement with De Beers Canada Exploration Inc. ("De Beers") on Mirabelli property in Northern Quebec to form a 51:49 Joint Venture by spending \$3.0 million on diamond exploration and to earn 80% interest by spending \$1.9 million in the gold and base metals exploration. Effective March 31, 2008, the option agreement between the Company and "De Beers" on the Mirabelli property was terminated, and replaced with an acquisition agreement effective April 1, 2008, which grants 100% ownership of the property to the Company.

c) Lac Laparre

On February 19, 2007, the Company entered into an agreement to option up to a 66 2/3% interest in the uranium rights on its Lac Laparre property to a Uranium Joint Venture comprised of Santoy Resources Inc. and its 50% partner Melkior Resources Inc. The Company will retain exclusive rights for diamonds. The terms of the Option Agreement call for an exploration work commitment of \$2.5 million over five years (with a guaranteed minimum of \$300,000 in year one), an up-front cash payment of \$50,000, the issuance of 200,000 shares of Melkior and 60,000 shares of Santoy in tranches over a one year period, and the retention of a 1.5% Net Smelter Return royalty interest, one half of which can be purchased at any time prior to commercial production for \$1 million.

During the period ended November 30, 2008, the Company wrote down the costs of the project by \$2,330 in exploration expenses further to the abandonment of 15% of the property's claims.

d) South Rae

On January 22, 2007, the Company signed a letter of intent with Azimut Exploration Inc. ("Azimut") regarding South Rae Uranium property, located in the Ungava Region of Northern Quebec. Majescor can acquire a 50% interest by spending \$4.6 million in exploration over a 5-year period and may acquire an additional 15% interest upon delivery of a bankable feasibility study.

During the period ended November 30, 2008, the Company wrote down the costs of the project by \$40,990 (\$8,822 in acquisition costs and \$32,168 in deferred exploration expenses) further to the abandonment of 2% of the property's claims.

e) Mistassini

In March 2007, the Company entered into an agreement with its joint-venture partner Superior Diamonds Inc. to acquire 100% of the uranium rights on the Mistassini property located in the Otish Mountains district of Quebec. Superior Diamonds will retain 100% of the diamonds rights on the property. The terms of the Agreement stipulate that in exchange for providing 100% rights for uranium to Majescor, Superior Diamonds will retain 100% diamonds rights and a 2% Yellow Cake Royalty for uranium. Majescor retains a 2% royalty for diamonds. If minerals other than diamonds or uranium are discovered on the property, Superior Diamonds Inc. will have a 50.5% interest and Majescor will have a 49.5% interest in such minerals, and the parties shall jointly explore and exploit for such minerals.

In February 2008, the Company entered into an option agreement allowing Strateco Resources Inc. to acquire an option to earn an undivided 60% interest in Majescor's uranium rights by incurring a total of \$1.3 million in exploration expenditures over three years. As at November 30, 2008, the remaining commitments are as follows:

Majescor Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

November 30, 2008

	Exploration Expenses
	\$
On or before February 14, 2009	232,988
On or before February 14, 2010	400,000
On or before February 14, 2011	400,000
	<u>1,032,988</u>

f) West Minto

On March 12, 2007, the Company signed a letter of intent with Azimut regarding the West Minto Uranium property, located in the Nunavik District of Northern Quebec. The Company can acquire a 50% interest in the property by spending \$3.8 million in exploration over a 5-year period, including \$500,000 in year-one. The Company can further increase its interest in the project to 65% upon delivery of a bankable feasibility study. On March 12, 2008, the Company issued 270,000 common shares at a price of \$0.16 to Azimut for a total value of \$43,200.

g) Baker Lake

On October 8, 2005, the Company and De Beers Canada Inc. entered into an option agreement and a letter agreement whereby the Company could acquire a 80% interest in the Mineral Rights for diamonds and uranium by carrying out exploration and development work on the Mineral Rights. On June 5, 2008, in replacement of the option agreement and letter agreement, the Company signed an acquisition agreement with De Beers Canada Inc. whereby the Company acquires 100% interest in the Mineral Rights for diamonds and uranium at the Baker Lake property in exchange for Majescor common shares with an aggregate value of \$50,000. On July 4, 2008, the Company issued 362,319 common shares at a price of \$0.138 for a total value of \$50,000.

In August 2006, the Company entered into an option agreement with Uranium World Energy Inc. whereby Uranium World Energy Inc. can acquire an 80% interest in the Company's Baker Lake property uranium rights which had previously been optioned by the Company from De Beers Canada Inc. The property consists of two continuous claim blocks totaling 19 permits which are still held by De Beers Canada Exploration Inc. To earn its 80% interest, Uranium World Energy Inc. must incur \$640,000 in exploration expenses, issue 3,600,000 of its common shares to the Company and have its common shares traded in the TSX Venture Exchange no later than January 31, 2007. As the last condition was not satisfied, the Option Agreement was terminated effective April 1, 2008.

h) Madagascar

The Company holds a 100% interest in four gold and base metal properties: Daraina-extension, Analalava, Ankaramy and Besakoa.

In February 2008, the Company signed and executed a letter of intent (replaced by an option agreement on September 15, 2008) with Sunridge Gold Corp ("Sunridge") by which Sunridge can acquire up to a 100% interest in four gold and base metal properties held by Majescor in Madagascar: Besakoa, Daraina, Ankaramy and Analalava. Sunridge can earn 50% interest by spending \$2.0 million in qualifying expenditures over 2 years and issuing 500,000 common shares. Within 90 days following its initial obligations, Sunridge can obtain an additional 25% by expending an additional \$2,500,000 by the end of the third anniversary of the Agreement and by issuing an additional 500,000 common shares. On October 16, 2008, the Company received 200,000 shares from Sunridge valued at \$29,000.

Majescor Resources Inc.

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Notes to Consolidated Financial Statements (unaudited)

November 30, 2008

8. Related party transactions

Related party transactions not disclosed elsewhere in these consolidated financial statements are as follows: Under an agreement between the Company and Everton Resources Inc., the Company reimburses the cost of shared salaries and benefits, rent and office expenses paid by Everton Resources Inc. (which shares common management). During the three-month and nine-month periods ended November 30, 2008, the cost of shared salaries and benefits were respectively \$27,888 and \$83,664 (\$33,143 and \$127,904 in 2007) and rent and office expenses were respectively \$10,600 and \$31,800 (\$9,827 and \$26,387 in 2007). Included in Amount due to related party is \$13,061 due to Everton Resources Inc. (Nil as at February 29, 2008).

Under a joint venture agreement between the Company and Uranium World Energy Inc (in which the Company retains a participation and shares a common director and CFO), the Company is the operator for Uranium project. All exploration expenditures incurred on the project and paid by the Company were invoiced in addition to 10% management fees to Uranium World Energy Inc. Included in amount due from related parties is \$95,466 due from Uranium World Energy Inc. (\$98,466 as at February 29, 2008). As at February 29, 2008, the Company recorded a 100% allowance for bad debt for this amount, and as at August 31, 2008, the Company recovered \$3,000 of the amount receivable, and reversed the allowance for the same amount.

These transactions were measured at the exchange amount, that is the amount established and accepted by the parties and were conducted in the normal course of business.

The amounts due from related parties are without interest and terms of repayment.

9. Accounts payable and accrued liabilities

During fiscal 2006, the Company filed for flow-through renunciations totaling \$1,352,650 and recorded renounced exploration expenditures of \$711,000 as a reduction of share capital and an increase in future income tax liability. As at December 31, 2006, the Company had incurred \$718,256 of the required flow-through expenditures and a \$77,187 Part XII.6 tax expense on the monthly unspent balance of flow-through funds. Since the Company had not spent the entire \$1,352,650 of flow-through funds by December 31, 2006, the Company is still potentially liable to its investors for an estimated amount of \$196,700 which has been accrued as a liability as at November 30, 2008..

10. Convertible debenture

On January 25, 2007, the Company completed a private placement of unsecured convertible debenture of \$150,000 to fund its Mirabelli project. The debenture matures on January 25, 2010 and bears interest at the rate of 12% per annum, payable semi-annually either in cash or in shares. The principal is convertible at the option of the holder into common shares of the Company at \$0.17 per unit. Each unit consists of one common share and one share subscription warrant entitling the owner to subscribe to one common share of the Company for 24 months at a price of \$0.20.

The debenture is accounted for in accordance with its substance and is presented in the financial statements in its component parts, measured at their respective fair values at the time of issue. The liability component has been calculated as the present value of the required principal and interest payments discounted at a rate approximating the interest rate that would have been applicable to non-convertible debt at the time the debenture was issued.

On August 4, 2008, the Company issued 78,261 common shares at a price of \$0.115 in payment of interest on the debenture.

Majescor Resources Inc.

(A development stage Company)

Notes to Consolidated Financial Statements (unaudited)

November 30, 2008

	November 30, 2008		February 29, 2008	
	Liability component	Equity component	Liability component	Equity component
		\$		\$
Balance – beginning of period	123,139	39,525	112,776	39,525
Interest accrued (1)	23,138	-	19,433	-
Interest paid	(9,000)	-	(9,070)	-
Balance – end of period	<u>137,277</u>	<u>39,525</u>	<u>123,139</u>	<u>39,525</u>

(1) Interest expense on the liability component also includes the accretion of the liability component.

11. Share capital**a) Authorized**

Unlimited number of common shares without par value.

Issued

	Three months ended November 30, 2008		Nine months ended November 30, 2008	
	Number of shares	\$	Number of shares	\$
Balance - beginning of period	99,924,175	21,235,923	99,213,595	21,133,723
Shares issued to increase participation in mineral properties	-	-	632,319	93,200
Shares issued in payment of interest on debenture	-	-	78,261	9,000
Balance - end of period	<u>99,924,175</u>	<u>21,235,923</u>	<u>99,924,175</u>	<u>21,235,923</u>

b) Warrants

	Three months ended November 30, 2008			Nine months November 30, 2008		
	Number	Weighted average exercise price	Black- Scholes Value	Number	Weighted average exercise price	Black- Scholes Value
		\$	\$		\$	\$
Balance – Beginning of period	9,001,156	0.20	548,495	11,398,956	0.20	653,782
Expired	-	-	-	(2,397,800)	0.20	(105,287)
Balance – End of period	<u>9,001,156</u>	<u>0.20</u>	<u>548,495</u>	<u>9,001,156</u>	<u>0.20</u>	<u>548,495</u>

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As at November 30, 2008, the following stock purchase warrants were outstanding and exercisable:

Number	Exercise Price	Black-Scholes Value	Expiry Date
	\$	\$	
7,847,310	0.20	505,054	August 31, 2009 (1)
1,153,846	0.20	43,441	December 4, 2009 (2)
<u>9,001,156</u>		<u>548,495</u>	

(1) During the period ended August 31, 2008, the Company extended the expiry date of these warrants for a one year period.

(2) During the period ended November 30, 2008, the Company extended the expiry date of these warrants for a one year period.

c) Stock option plan

The Company has a stock option plan approved by its shareholders. At the 2006 annual general meeting, the shareholders approved a resolution to increase the number of shares reserved for issuance under its stock option plan, subject to regulatory approval, from 4,793,848 options to 9,374,409 options, representing 10% of the outstanding shares as at February 28, 2007. A maximum of 9,374,409 stock options (maximum of 5% of the number of common shares outstanding in favour of one person) may be granted. These options may be granted to the Company's employees, officers, directors, and non-employees, subject to regulatory terms and approval. The exercise price of each option can be set equal to or greater than the closing market price, less allowable discounts, of the common shares on the TSX Venture Exchange on the day prior to the date of the grant of the option. Options have a maximum term of ten years and terminate 60 days following the termination of the optionee's employment, except in cases of retirement or death. Vesting of options is made at the discretion of the Board of Directors at the time the options are granted.

	Three months ended November 30, 2008		Nine months ended November 30, 2008	
	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price
		\$		\$
Balance – beginning of period	7,033,162	0.18	7,438,162	0.18
Cancelled	(1,358,000)	0.21	(1,763,000)	0.22
Balance – end of period	<u>5,675,162</u>	<u>0.17</u>	<u>5,675,162</u>	<u>0.17</u>

As at November 30, 2008 the following options were outstanding and exercisable:

Exercise price	Number outstanding	Weighted average remaining contractual life	Number exercisable
\$0.15-\$0.17	4,550,162	3.17 years	4,550,162
\$0.18-\$0.28	<u>1,125,000</u>	3.33 years	<u>1,125,000</u>
	<u>5,675,162</u>		<u>5,675,162</u>

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12. Contributed surplus

Contributed surplus consists of the following components:

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
Balance – beginning of period	1,664,395	1,245,093	1,458,917	1,021,608
Stock options granted	43,128	116,170	143,319	345,025
Stock options exercised	-	-	-	(5,370)
Black-Scholes value of expired warrants	-	12	105,287	12
Balance – end of period	<u>1,707,523</u>	<u>1,361,275</u>	<u>1,707,523</u>	<u>1,361,275</u>

13. Accumulated other comprehensive loss

Accumulated other comprehensive loss consists of the following components:

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
Balance, beginning of period	137,947	458,967	645,618	-
Unrealized (gain) loss on marketable securities	(92,276)	198,534	(599,947)	657,501
Balance, end of period	<u>45,671</u>	<u>657,501</u>	<u>45,671</u>	<u>657,501</u>

14. Changes in non-cash working capital items

Changes in the non-cash working capital consists of the following items:

	Three months Ended November 30, 2008	Three months Ended November 30, 2007	Nine months Ended November 30, 2008	Nine months Ended November 30, 2007
	\$	\$	\$	\$
Accounts receivable	141,150	14,825	474,497	(168,914)
Amount due from related parties	-	329,958	-	109,448
Advances to operators	-	170,116	6,708	82,077
Prepaid expenses	8,697	8,086	117,430	66,390
Accounts payable and accrued liabilities	16,999	(35,755)	(116,080)	794,797
Amount due to related parties	55	(8,974)	13,061	(31,067)
Amount due to operators	-	16,268	(43,235)	16,268
Total changes in non-cash working capital	<u>166,901</u>	<u>494,524</u>	<u>452,380</u>	<u>868,999</u>

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15. Segmented information

The Company has determined that it only operates in one segment, being acquisition, exploration and development of mineral properties for economically recoverable reserves. Long term assets segmented by geographical area are as follows:

	November 30, 2008	February 29, 2008
	\$	\$
Canada	4,531,558	4,039,238
Madagascar	958,700	1,007,306
Total	<u>5,490,258</u>	<u>5,046,544</u>

16. Financial Risk management Objectives and Policies, and Financial Risks

The Company's risk management is coordinated by the officers of the Company, in close-cooperation with the members of the Board of Directors.

The Company's financial instruments at November 30, 2008 consist of cash and cash equivalents, marketable securities, accounts receivable, accounts payable and accrued liabilities, and amount due to related party. The fair value of these financial instruments approximates their carrying value. It is management's opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

The Company has limited exposure to financial risk arising from fluctuations in foreign exchange rates (US dollars and MGA (Magalasy Ariary) and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

The Company manages its liquidity needs by carefully monitoring cash outflows due in day-to-day business. Liquidity needs are monitored in various time bands, including 30-day projection, 180-day and 360-day lookout periods. Due to the nature of the activities of the Company, funding for long-term liquidity needs are dependent on the company's ability to obtain additional financing, through various means, including equity financing.

The Company's capital management objectives are to ensure its ability to continue as a going concern and to provide an adequate return to its shareholders. As long as the Company is in the exploration and development stages of its mining properties, it is not the intention of the Company to contract debt obligations to finance its work programs.

17. Subsequent events

Effective December 4, 2008, the shares of the Company were consolidated on the basis of one (1) post-consolidation common share for every ten (10) preconsolidation common shares held, passing from 99,924,175 to 9,992,418 common shares issued and outstanding. As a result, Basic and diluted net earnings (loss) per common shares have been retroactively adjusted to reflect the stock consolidation.

On January 16, 2009, the Company announced the opening of a non-brokered private placement offering 2,000,000 units at a price of \$0.10 each for gross proceeds of \$200,000. Each unit will consist of one common share and one common share purchase warrant, which entitles the holder to acquire one additional common share at a price of \$0.12 for a period of 24 months following the closing of the Offering.

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Subsequent to the period ended November 30, 2008, the Company terminated the letter of intent with Azimut with respect to the South Rae and West Minto properties. Consequently, the Company will write down the costs of the property to Nil (\$358,778 and \$279,600 respectively in acquisition costs and \$1,309,953 and \$497,161 respectively in exploration expenses).

Subsequent to the period ended November 30, 2008, the Company abandoned important number of claims on the Mistassini and Mirabelli properties.. Consequently, the Company will write down the costs of the properties by Approximately \$ 865,000

18. Comparative figures

Certain of the comparative figures have been reclassified to conform with the current year's presentation.