



SECOND QUARTER REPORT

For the six months period ended May 31, 2006 and 2005

(Canadian \$)

- Notice to Reader
- Interim Consolidated Balance Sheets
- Interim Consolidated Statements of Operations and Deficit
- Interim Consolidated Statements of Cash Flows
- Notes to the Interim Consolidated Financial Statements



Notice to Reader

The accompanying unaudited interim consolidated financial statements and all information in the Quarter Report have been prepared by and are the responsibility of the management of the Company.

The Audit Committee of the Board of Directors, consisting of three members, has reviewed the financial statements and related financial reporting matters prior to submitting the financial statements to the Board for approval.

The Company's independent auditors, Manning Elliott, Chartered Accountants, have not performed a review of these consolidated financial statements.

"Robert Wasylyshyn"

Robert Wasylyshyn, President

"Glen Dickson"

Glen Dickson, Chairman

GOLD-ORE RESOURCES LTD.**INTERIM CONSOLIDATED BALANCE SHEETS (Unaudited)****AS AT MAY 31, 2006****3**

	Unaudited	Audited
	May 31, 2006	Nov. 30, 2005
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	\$ 548,596	\$ 88,464
Short term investments (BA)	1,935,731	-
Accounts receivable and refundable taxes	21,687	21,784
Prepaid expenses and deposits	3,135	3,135
	2,509,150	113,383
PROPERTY PLANT AND EQUIPMENT (Note 3)	13,836	13,897
MINERAL PROPERTIES (Note 4)	-	11,050
DEFERRED CHARGES (Note 5)		
Advances to Bjorkdal	1,160,035	-
Deferred corporate cost-Bjorkdal	1,784,966	200,119
	2,945,001	211,169
	\$ 5,467,987	\$ 338,449
LIABILITIES		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 26,633	\$ 85,860
SHAREHOLDER'S EQUITY		
CAPITAL STOCK (Note 6)	8,956,072	3,618,684
CONTRIBUTED SURPLUS (Note 7)	485,965	102,650
DEFICIT	(4,000,683)	(3,468,745)
	5,441,354	252,589
	\$ 5,467,987	\$ 338,449

See accompanying notes

On behalf of the Board:

"Bob Wasylyshyn"
Bob Wasylyshyn, Director

"Glen Dickson"
Glen Dickson, Director

GOLD-ORE RESOURCES LTD.**INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS AND DEFICIT (Unaudited)****FOR THE SIX MONTHS ENDED MAY 31, 2006 AND MAY 31, 2005****4**

	Three months ended		Six months ended	
	May 31, 2006	May 31, 2005	May 31, 2006	May 31, 2005
	\$	\$	\$	\$
INCOME				
Interest and Other Income	28,449	3,211	30,836	7,933
EXPLORATION EXPENSES				
Assaying	1,694	127	1,694	223
Drilling	-	-	-	-
Consulting	16,281	17,196	18,118	50,139
Field Equipment and Supplies	2,117	57	2,730	628
Field Labour	1,311	-	1,351	83
Field Office	419	2,797	419	3,329
Licenses, Taxes, and Permits	(1,494)	278	10,234	387
Surveying and Mapping	-	-	243	-
Travel and Accommodation	(522)	5,640	2,267	15,877
Vehicles and Fuel	1,581	1,114	1,780	3,271
	21,386	27,209	38,834	73,937
ADMINISTRATION EXPENSES				
Accounting and Legal	9,572	22,680	23,104	24,631
Amortization	900	644	1,736	1,288
Compensation Expense	314,680	30,900	314,680	30,900
Bank Charges and Interest	555	624	817	761
Foreign Exchange Loss	1,212	872	3,624	221
Insurance	-	1,568	-	3,135
Management Fees	60,700	30,975	115,000	59,385
Office, Rent, Couriers and Printing	23,077	18,440	34,547	33,576
Transfer Agent Fees and Regulatory Fees	5,508	2,495	9,766	6,294
Salaries	9,849	3,566	13,565	6,445
Travel and Accommodation	4,504	883	7,101	978
	430,557	113,647	523,939	167,614
TOTAL EXPENSES	451,943	140,856	562,773	241,551
NET LOSS FOR THE PERIOD	423,494	137,645	531,938	233,618
DEFICIT-BEGINNING OF PERIOD	3,577,189	2,756,557	3,468,745	2,660,584
DEFICIT- END OF PERIOD	4,000,683	2,894,202	4,000,683	2,894,202
Basic and Diluted Loss per Share	0.01	0.01	0.01	0.01
Weighted Average Number of Shares Outstanding for the Period	49,922,193	22,675,519	38,119,013	22,666,157

See accompanying notes

GOLD-ORE RESOURCES LTD.**INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)****FOR THE SIX MONTHS ENDED MAY 31, 2006 AND MAY 31, 2005****5**

	Three months ended		Six months ended	
	May 31, 2006	May 31, 2005	May 31, 2006	May 31, 2005
	\$	\$	\$	\$
CASH FROM (USED IN)				
OPERATING ACTIVITIES				
Net Loss for the Period	(423,494)	(137,645)	(531,938)	(233,618)
Items not involving cash				
Amortization	900	644	1,736	1,288
Compensation expense	314,680	30,900	314,680	30,900
	(107,915)	(106,101)	(215,521)	(201,430)
Change in non-cash working capital items				
Accounts receivable and refundable taxes	48,997	3,140	97	(3,541)
Prepaid expenses and deposits	-	1,748	-	3,311
Accounts payable & accrued liabilities	(120,096)	(53,898)	(59,227)	(57,199)
	(179,013)	(155,111)	(274,652)	(258,859)
FINANCING ACTIVITIES				
Shares Issued	172,125	200,000	4,208,375	200,000
Financing costs	3,165	(17,617)	(379,153)	(17,617)
	175,290	182,383	3,829,222	182,383
INVESTING ACTIVITIES				
Exploration costs	-	(203,199)	-	(218,539)
Purchase of short term investments	(1,935,731)	-	(1,935,731)	-
Proceeds on sale of property	11,050	-	11,050	-
Purchase of mineral claims & option pymts	(860,035)	-	(1,160,035)	(1,948)
Purchase of property, plant and equipment	(1,676)	-	(1,676)	(9,131)
Corporate costs deferred	2,835	-	(8,047)	-
Sale of marketable securities	-	584,100	-	729,465
	(2,783,557)	380,901	(3,094,438)	499,847
CASH - INCREASE (DECREASE) DURING PERIOD	(2,798,330)	408,173	460,132	423,371
CASH - BEGINNING OF PERIOD	3,346,926	43,296	88,464	28,098
CASH - END OF PERIOD	548,596	451,469	548,596	451,469
NON-CASH FINANCING ACTIVITIES				
20,000 Shares were issued of acquisition of property in Nicaragua	-	-	-	4,300
50,000 Shares issued in payment of commission	-	10,000	-	10,000
5,840,000 Shares were issued for Option of property in Sweden	-	-	1,576,800	-
	-	10,000	1,576,800	14,300

See accompanying notes

1. BASIS OF PRESENTATION

These unaudited Interim Consolidated Financial Statements have been prepared pursuant to the accounting standards established by the Canadian Institute of Chartered Accountants (CICA) for "Interim Financial Statements".

The disclosures in these Interim Consolidated Financial Statements do not conform in all respects to the requirements of Canadian generally accepted accounting principles for annual financial statements and they should be read in conjunction with the most recent annual financial statements and notes included in the Company's annual report for the year ended November 30, 2005.

Except as otherwise disclosed in these notes, the Interim Consolidated Financial Statements follow the same accounting policies and methods as the most recent annual financial statements, and include all adjustments necessary to present fairly the results for the interim periods. The results of operations for the six months period ended May 31, 2006 are not necessarily indicative of results to be expected for the entire year ending November 30, 2006.

2. NATURE OF OPERATIONS

Gold-Ore Resources Ltd. ("the Company" or "Gold-Ore") was incorporated on October 22, 1996 under the Business Corporations Act (Alberta). On December 16, 1996 the Company was extra-provincially registered under the Company Act of British Columbia. The Company's principal business activities include the acquisition, exploration and development of mineral properties domiciled in Central America, the United States, and Sweden. The Company is in the exploration stage and has not yet determined whether any of these properties contain ore reserves that are economically recoverable.

These financial statements have been prepared on a consolidated basis and include the assets, liabilities and operations of the Company and its 100% owned U.S. subsidiary, La Plata Minerals Limited, and its 100% owned Honduran subsidiary, Recursos Santana S.A. de C.V. All material intercompany balances and transactions have been eliminated.

3. PROPERTY PLANT AND EQUIPMENT

			May 31, 2006	Nov. 30, 2005
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Office equipment	\$ 24,796	\$ 10,960	\$ 13,836	\$ 13,897
	<u>\$ 24,796</u>	<u>\$ 10,960</u>	<u>\$ 13,836</u>	<u>\$ 13,897</u>

4. MINERAL PROPERTIES**(a) Central America**

In January 2005, the Company formed a syndicate with two arm's length parties to explore for uranium in Central America. Under the terms of the agreement the Company will be carried for the initial \$1 million expenditure by the two other companies. Thereafter, each of the three companies will share in further expenditures. Mineral Concessions covering the areas of interest were granted by the Ministry of Mines in February 2006. A prospecting and sampling program was carried out in March, now the joint venture is reviewing the data obtained from the program to determine future work programs on the property.

4. MINERAL PROPERTIES (Continued)**(b) USA**

The La Plata mineral claims in Colorado were sold in December 2005 to Jackson Ventures Inc. of Vancouver, BC. The Company transferred 100% undivided interest in 12 unpatented lode claims and one patented claim for the sum of \$11,050 (US\$9,500).

5. OPTION TO ACQUIRE MINING OPERATIONS (DEFERRED CHARGES)

On January 23, 2006, the Company signed an Exclusive Option Agreement (the "Option") to purchase 100% of the share capital of Bjorkdalsgruvan AB of Sweden ("Bjorkdalsgruvan") from Minmet plc of Dublin, Ireland ("Minmet").

In consideration for the option, the Company issued to Minmet 5.84 million common shares of the Company and became operator of the project. The Company has committed US\$1.5 million to Bjorkdalsgruvan by way of an unsecured loan, to be provided as soon as possible, but no later than June 30, 2006. The proceeds of the loan will be directed towards exploration activities conducted on the properties. As at May 31, 2006, the Company had advanced CDN\$910,035.

In addition, the Company and Minmet will make available a standby loan facility of US\$1.5 million to finance any operating shortfalls. Under the terms of the loan facility, the initial US\$500,000 would be advanced by the Company, while the remaining US\$1 million would be advanced equally by the Company and Minmet. As at May 31, 2006 the company had advanced CDN\$250,000. The option will expire on December 31, 2007.

Upon exercising the option, the Company will be required to pay Minmet US\$2.0 million cash, issue to Minmet the greater of 4,000,000 common shares of the Company and the number of common shares of the Company equally US\$2.0 million based on the value of the closing price of the Company's common shares on the date of exercise, and take assignment of any funds advanced by Minmet to Bjorkdalsgruvan under the standby loan facility. Minmet will retain a sliding-scale net smelter royalty ("NSR") of between 0.50% and 1.75%, which changes based on gold prices. The Company may purchase the NSR for US\$1.0 million anytime after exercising the option.

The assets of Bjorkdalsgruvan include an operating plant, reserves/resources and exploration properties of the Bjorkdal gold mine ("Bjorkdal") located in northern Sweden. Bjorkdal is located 30 kilometres northwest of the city of Skelleftea and 750 kilometres north of Stockholm, Sweden. The area has a long history of mining and has developed functional infrastructure including paved roads, low cost hydropower and a skilled labour force. In 2005 the Company conducted independent technical due diligence of the mine site and corporate due diligence on Bjorkdalsgruvan AB. A National Instrument 43-101 compliant report on the resources defined in the pit area of the mine was prepared.

6. CAPITAL STOCK

Authorized:

Unlimited common shares, voting, without par value

Unlimited preferred shares, non-voting, without par value

GOLD-ORE RESOURCES LTD.**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****FOR THE SIX MONTHS ENDED MAY 31, 2006 AND MAY 31, 2005**8

CAPITAL STOCK (Continued)

Issued and Outstanding

	Number of shares	Value
<i>Balance November 30, 2003</i>	19,980,838	\$ 2,873,528
Shares issued during 2004		
For Cash		
Exercise of warrants	2,013,187	539,844
Exercise of agent options	484,625	18,630
<i>Balance November 30, 2004</i>	22,478,650	\$ 3,432,002
Shares issued during 2005		
For mineral properties (i)	20,000	4,300
For cash - private placement , net of share issue costs (ii)	1,000,000	182,382
For services - share issue costs	50,000	-
<i>Balance November 30, 2005</i>	23,548,650	\$ 3,618,684
Shares issued during 2006		
For mineral properties (iii)	5,840,000	1,576,800
For cash		
Exercise of warrants and agent options	762,500	189,375
Exercise of stock options	125,000	19,000
Private placement, net of share issued costs (iv)	20,000,000	3,544,348
Fair value of options exercised	-	7,865
<i>Balance May 31, 2006</i>	50,276,150	8,956,072

- (i) On December 16, 2004, the Company issued 20,000 common shares to Glencairn Gold Corporation under the terms of a Definitive Agreement signed to explore the Tatascame Project in the northern portion of the La India Gold District, Nicaragua.
- (ii) On March 30, 2005 the Company issued 1,000,000 units at a price of \$0.20 per unit for gross proceeds of \$200,000. Each unit consisted of one common share and one non-transferable share purchase warrant. Each share purchase warrant is exercisable to purchase one common share of the Company at a price of \$0.25 expiring March 30, 2006, and thereafter at a price of \$0.30 expiring March 30, 2007. The Company paid commissions of \$10,000 and 10,000 common shares at a value of \$0.20 per share, together with agent options to acquire 50,000 units, carrying terms similar to those units issued in the private placement.
- (iii) On February 17, 2006, the Company issued 5,840,000 common shares to Minmet under the terms of the Exclusive Option Agreement (Note 5) to complete the acquisition of an exclusive option to purchase 100% of the share capital of Bjorkdalsgruvan.

CAPITAL STOCK (Continued)

- (iv) On February 17, 2006, the Company closed a brokered equity financing for gross proceeds of \$4,000,000. Ten million common shares at \$0.20 were sold pursuant to a Short Form Offering Document and 10,000,000 units were sold under a concurrent, brokered private placement at \$0.20 ("Unit"). Each unit consisted of one common share and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.30 per share expiring February 18, 2008. In the event that the Company's shares trade at a price of \$0.45 or more for a period of at least 20 consecutive trading days, after June 18, 2006, the Company will have the right to reduce the exercise period of the warrants to 30 days, after such period. The Company paid a cash commission of \$260,000, issued 975,000 agent warrants with an exercise price of \$0.20 expiring February 18, 2008, and 525,000 agent options entitling the agent to acquire one unit with terms similar to those units issued under the brokered private placement.

STOCK OPTIONS, WARRANTS AND AGENT OPTIONS

- a) On March 29, 2006 the Company granted incentive stock options to directors of the Company and Company consultants, to purchase up to 1,700,000 common shares at an exercise price of \$0.34. The options are exercisable for a period of five years ending on March 27, 2011. The Company recognized a stock-based compensation expense of \$273,360 in the current period, which approximates its fair value. The fair value was determined using the Black-Scholes option-pricing model based on the following assumptions: expected life – 2.5 years; risk free interest rate – 3.94%; expected volatility – 74.85%; and no dividend yield.
- b) On April 19, 2006 Company engaged Harbour Financial to support the Company's investor relations. Under terms of the engagement, the Company granted Harbour incentive stock options to purchase 200,000 common shares at a price of \$0.44 for a period of 3 years and agreed to a six month initial term with a monthly fee of \$5,000. The options are exercisable for a period of three years ending on April 19, 2009. The Company recognized a stock-based compensation expense of \$41,320 in the current period, which approximates its fair value. The fair value was determined using the Black-Scholes option-pricing model based on the following assumptions: expected life – 2 years; risk free interest rate – 4.04%; expected volatility – 84.00%; and no dividend yield.

At May 31, 2006, the Company had the following options and warrants outstanding:

Security	Number	Exercise Price	Expiry Date
Options	175,000	\$0.10	Feb. 08, 2007
Options	650,000	\$0.10	Apr. 12, 2007
Options	400,000	\$0.15	Jan. 16, 2008
Options	450,000	\$0.23	Mar. 18, 2010
Options	1,700,000	\$0.34	Mar. 27, 2011
Options	200,000	\$0.44	April 19, 2009
Warrants	362,500	\$0.30	Mar. 30, 2007
Warrants	4,975,000	\$0.30	Feb. 18, 2008

Agent Options

During 2005, the Company issued 50,000 agent options to acquire 50,000 units in connection with the financing described in note 6 (ii). The options are exercisable at a price of \$0.20 per unit expiring on March 30, 2006. At May 31, 2006, all the options were exercised.

During the first quarter 2006, the Company issued 975,000 agent warrants with an exercise price of \$0.20, expiring February 18, 2008 and 525,000 agent options to acquire 525,000 units in connection with the financing described in note 6 (iv). At May 31, 2006 the entire agent warrants and the agent's options remain unexercised.

GOLD-ORE RESOURCES LTD.**NOTES TO INTERIM CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)****FOR THE SIX MONTHS ENDED MAY 31, 2006 AND MAY 31, 2005**10

7. CONTRIBUTED SURPLUS

Consist of unexercised fair value (FV) of stock options and share purchase warrants as follows:

	May 31, 2006	Nov. 30, 2005
Balance, beginning of year	\$ 102,650	\$ -
FV of stock options granted	314,680	102,650
FV of agents options granted	76,500	-
Less FV of options exercised	(7,865)	-
Balance May 31, 2006	\$ 485,965	\$ 102,650

8. RELATED PARTY TRANSACTIONS

The following related party transactions were recorded at their exchange amounts:

The Company paid \$115,000 (May 31, 2005: \$90,000) in management and consulting fees to two Directors as compensation for services performed.

9. SEGMENTED INFORMATION

In the opinion of management, the Company operates in one industry segment, the exploration and development of mineral properties. Management of the Company makes decisions about allocating resources based on the one operating segment.

A geographic summary of mineral properties and property, plant and equipment by country is as follows:

	Mineral Properties		Property and Equipment	
	May 31, 2006	Nov. 30, 2005	May 31, 2006	Nov. 30, 2005
United States	\$ -	\$ 11,050	\$ -	\$ -
Canada	-	-	13,836	13,897
TOTAL	\$ -	\$ 11,050	\$ 13,836	\$ 13,897

10. SUBSEQUENT EVENTS

- On June 22, 2006 the Company granted incentive stock options to one of its consultants to purchase up to 50,000 common shares at an exercise price of \$0.43. The option is exercisable for a period of three years ending June 22, 2009.
- On June 29, 2006 the Company completed the balance of the advance of the US\$1.5 million unsecured loan to Bjorkdalsgruvan as was committed under the terms of the Exclusive Option Agreement (Note 5).