



TORCH RIVER RESOURCES LTD.

**SECOND QUARTER
INTERIM FINANCIAL STATEMENTS**

April 30, 2010
(Prepared by Management)

**NOTICE TO SHAREHOLDERS
FOR THE SECOND QUARTER ENDED APRIL 30, 2010
TORCH RIVER RESOURCES LTD.**

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 statement has not been reviewed by an auditor.

The Accompanying unaudited interim consolidated financial statements of Torch River Resources Ltd. have been prepared by, and are the responsibility of, the Company's management. The accompanying unaudited interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in Canada, consistent with previous periods.

Torch River Resources Ltd.'s independent auditor has not performed a review of these consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statement by an entity's auditor.

TORCH RIVER RESOURCES LTD.
BALANCE SHEET AS AT APRIL 30, 2010

	<u>April 2010</u>	<u>April 2009</u>	<u>YE October 31 2009 (Audited)</u>
ASSETS			
Current			
Cash and equivalents	\$ 10,560	\$ 54,218	\$ 130,251
Short term investments	0	0	104
Accounts receivable	27,472	309,532	43,078
Prepaid expenses	3,913	7,563	6,977
	<u>41,945</u>	<u>371,313</u>	<u>180,410</u>
Restricted cash	46,000	46,000	46,000
Equipment	72,727	90,240	81,012
Deferred finance charge		-	0
Mineral properties and rights	1,151,200	1,022,775	964,935
Deferred exploration costs	1,980,219	1,978,171	1,961,556
	<u>\$ 3,292,091</u>	<u>\$ 3,508,499</u>	<u>\$ 3,233,913</u>
LIABILITIES			
Current			
Accounts payable and accrued liabilities	\$ 29,063	\$ 48,373	\$ 35,381
Current portion of long term debt	-	12,884	-
	<u>29,063</u>	<u>61,257</u>	<u>35,381</u>
Long Term			
Finance contracts payable	-	-	-
	<u>29,063</u>	<u>61,257</u>	<u>35,381</u>
SHAREHOLDER'S EQUITY			
Share capital	10,383,453	10,162,850	10,212,972
Contributed surplus	875,300	875,300	875,300
Deficit	(7,995,725)	(7,590,908)	(7,889,740)
	<u>3,263,028</u>	<u>3,447,242</u>	<u>3,198,532</u>
	<u>\$ 3,292,091</u>	<u>\$ 3,508,499</u>	<u>\$ 3,233,913</u>

On behalf of the Board of Directors

"William E. Pfaffenberger"
William Pfaffenberger
President, CEO

"Barry Pearson"
Barry Pearson
CFO

TORCH RIVER RESOURCES LTD.

**STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME AND DEFICIT
FOR THE SECOND QUARTER ENDED APRIL 30, 2010**

	3 Months April 30 2010	3 Months April 30 2009	6 Months April 30 2010	6 Months April 30 2009
Administrative Costs				
Amortization	\$ 4,143	\$ 5,040	\$ 8,285	\$ 10,186
Bank and loan interest	812	860	860	1,016
Filing fees	7,645	7,495	7,645	7,611
General meetings	-	-	1,245	364
Internet and website	319	75	448	326
Investor relations	6,413	27,817	7,063	59,342
Management fees	26,400	26,400	52,800	52,800
Office compensation	700	240	1,525	1,080
Office expense	3,494	1,933	7,576	5,974
Professional fees	6,419	21,510	15,985	43,275
Telecommunications	-	95	50	420
Transfer agent	1,071	1,101	2,102	2,379
Travel & promotion	163	1,026	488	8,199
Operating costs for the quarter	\$ 57,579	\$ 93,592	\$ 106,072	\$ 192,972
Writedown of mineral property interests (note 5)	0	0	-	4,690,350
Interest income	-	(119)	(87)	(3,119)
Loss and comprehensive loss for the period	\$ 57,579	\$ 93,473	\$ 105,985	\$ 4,880,203
Deficit, beginning of year / quarter	\$ 7,938,146	\$ 7,497,435	\$ 7,889,740	\$ 2,710,705
Deficit end of quarter / period	\$ 7,995,725	\$ 7,590,908	\$ 7,995,725	\$ 7,590,908
Loss (gain) per share - basic and diluted	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.09

TORCH RIVER RESOURCES LTD.

STATEMENT OF CASH FLOWS

FOR THE SECOND QUARTER ENDED APRIL 30, 2010

	3 Months April 30 2010	3 Months April 30 2009	6 Months April 30 2010	6 Months April 30 2009
Cash Flow from (used in) the following				
Operations				
Net income (loss) for the year	-\$ 57,579	-\$ 93,473	-\$ 105,985	-\$ 4,880,203
Items not involving cash		-		
Amortization	4,143	5,040	8,285	10,186
Writedown of mineral property interests	-	-	-	4,690,350
	(53,436)	(88,433)	(97,700)	(179,667)
Cash provided by (invested in) non-cash working capital				
Decrease (increase) in accounts receivable and prepaids	(870)	(4,276)	18,670	118,435
Increase (decrease) in accounts payable and Accrued liabilities	(21,664)	(25,296)	(6,318)	(173,415)
	(75,970)	(118,005)	(85,348)	(234,647)
Cash Flow from (used in) financing activities				
Issuance of share capital	174,000	50,000	174,000	50,000
Share issuance cost	(3,519)	(5,721)	(3,519)	(5,721)
Repayment of long term debt	-	-	-	-
Payment in financing contracts	-	(5,950)	-	(11,901)
	170,481	38,329	170,481	32,378
Cash flows from (used in) investing activities				
Acquisition of mineral properties for cash	(186,265)	(45,251)	(186,265)	(73,606)
Deferred exploration expenses	(6,000)	(25,132)	(18,663)	(91,127)
	(192,265)	(70,383)	(204,928)	(164,733)
Increase (decrease) in cash and cash equivalents	\$ (97,754)	\$ (150,059)	\$ (119,795)	\$ (367,002)
Cash and cash equivalents, beginning of period	108,314	204,277	130,355	421,220
Cash and cash equivalents, end of period	\$ 10,560	\$ 54,218	\$ 10,560	\$ 54,218

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

1. Going Concern

These financial statements have been prepared by the Company (without audit) on a going-concern basis which assumes that the Company will be able to realize assets and discharge liabilities in the normal course of business for the foreseeable future. Accordingly, it does not give effect to adjustments, if any, that would be necessary should the Company be unable to continue as a going concern and, therefore, be required to realize its assets and liquidate its liabilities in other than normal course of business and at amounts which may differ from those shown in the financial statements.

The Company's ability to continue as a going concern is contingent on its ability to obtain additional equity financing. However, the current financial equity market conditions and the low price of the Company's common shares make it difficult to raise funds by private placements of shares.

The amounts shown as mineral properties and related deferred costs represent costs net of recoveries to date, less amounts written off, and do not represent present or future values. Recoverability of the amounts shown for mineral properties is dependent upon the discovery of economically recoverable mineral reserves, securing and maintaining title and beneficial interest in the properties, the ability of the Company to obtain financing necessary to complete the exploration and development of its mineral property interests, and on future profitable production or proceeds from the disposition of the mineral property interests.

2. Nature of Operations

Torch River Resources Ltd. incorporated extra provincially in Alberta, Saskatchewan Manitoba, and British Columbia has shares listed on the TSX Venture Exchange.

Torch River Resources Ltd. is the result of an amalgamation filed March 26, 2004 effective September 4, 2003 between Torch River Mines Ltd. and Tael Capital Inc.

Tael was formed as a "Capital Pool Company" and was engaged in the business of identifying and evaluating properties or businesses with a view to completing a Qualifying Transaction. The amalgamation constitutes Tael's Qualifying Transaction for the purposes of TSXV Policy 2.4. Torch was a private Company that was formed to explore and develop mineral properties in Manitoba. The amalgamation allows Torch to provide liquidity to its existing shareholders and gain access to the capital markets.

The Company is in the process of exploring its mineral properties and has not determined whether these properties contain ore reserves which are economically recoverable.

The recoverability of amounts shown for mineral properties and related deferred costs is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development, and future profitable production from the properties of proceeds from disposition.

Ownership in mineral interests 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 interests. The Company has investigated ownership of

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

2. Nature of Operations (continued)

its mineral interests and, to the best of its knowledge, such ownership interests are in good standing. To date, the Company has not earned significant revenues and is considered to be in the exploration stage.

3. Significant Accounting Policies

(a) Use of Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. Actual results may differ from those estimates.

(b) Mineral Properties and Rights, and Deferred Exploration Costs

The Company follows the accepted accounting practice of capitalizing acquisition, exploration and development costs applicable to properties held. If the properties become productive the costs will be amortized over the anticipated production of the property. If the property is abandoned, the applicable costs will be written off.

Depletion of costs capitalized to properties will be recorded using the unit of production method based on estimated proven reserves as determined by independent engineers.

Management has determined each property or project to be a cost centre.

The costs capitalized represent those costs incurred to date and do not necessarily reflect present or future values.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Due to the fact that options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as a resource property cost or recoveries when the payments are made or received.

Management of the Company reviews and evaluates the carrying value of each mineral property for impairment when events or changes in circumstances indicate that the carrying amounts of the related asset may not be recoverable. If the total estimated future cash flow on an undiscounted basis is less than the carrying value of the asset, an impairment loss is measured and the asset is written down to fair value which is normally based on the discounted value of future cash flows. Where estimates of future net cash flows are not available and where other conditions suggest impairment, management assesses whether carrying value can be recovered by considering alternative methods of determining fair value. When it is determined that a mineral property is impaired, it is written down to its estimated fair value.

(c) Equipment

Equipment is recorded at cost less accumulated amortization. Amortization is provided using the following basis and annual rates:

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

3. Significant Accounting Policies (continued)

<u>Equipment</u>	<u>Basis</u>	<u>Rate</u>
Computer equipment	Declining balance	45%
Furniture, fixtures and office equipment	Declining balance	20%
Field equipment	Declining balance	20%

One half of the above rates are used in the year of acquisition.

(d) Cash Equivalents

Cash equivalents consist of highly liquid investments which are readily convertible into cash with maturities of three months or less when purchased.

(e) Investments and comprehensive income

Investments other than derivatives are classified as available-for-sale, and are measured at fair value, where applicable, or at an estimate of fair value. The resulting unrealized gains, net of applicable future income taxes, or losses, are included in other comprehensive income while realized gains, net of income taxes, or losses are included in the consolidated statement of operations. Unrealized gains and losses are recognized directly in other comprehensive income, except for other than temporary impairment losses, which are recognized in net earnings. Investments are reviewed on a regular basis to determine whether there has been a decline in value that is other than temporary. For the purpose of measuring any decline in value, the Company takes into account many factors related to each investment as well as all the factors that encompass, without being inclusive, a significant or prolonged decline in fair value, important financial distress of the issuer, a breach of contract, and increasing risk of issuer's bankruptcy, and disappearance of an active market for the financial asset concerned. If it is determined that the security is not impaired, an other-than-temporary impairment shall be considered to have occurred. If the decline in fair value is judged to be other than temporary, the cost basis of the individual security will be written down to fair value as a new cost basis and the amount of the write-down shall be included in earnings.

(f) Income Taxes

Income taxes are accounted for using the asset and liability method pursuant to Section 3465, Income Taxes of the Handbook of the Canadian Institute of Chartered Accountants. Future taxes are recognized for the tax consequences of "temporary differences" by applying enacted or substantively enacted statutory tax rates applicable to future years to differences between the financial statement carrying amounts and tax basis of existing assets and liabilities. The effect on deferred taxes for a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. In addition, Section 3465 requires the recognition of future tax benefits to the extent that realization of such benefits is more likely than not.

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

3. Significant Accounting Policies (continued)

(g) Stock Option Plan

The Company has a stock option plan that is described in Note 8.

For stock option awards granted and all direct awards of stock, the Company applies the fair value method. The fair value of stock options is determined by the Black-Scholes Option Pricing Model with assumptions for: weighted average risk-free interest rates; dividend yields; weighted-average volatility factors of the expected market price of the Company's Common Shares; and a weighted average expected life of the options. The fair value of direct awards of stocks is determined by the quoted market price of the Company's stock.

(h) Basic and Diluted Loss Per Share

Basic earnings per share are computed by dividing the loss for the year by the weighted average number of common shares outstanding during the year. Diluted earnings per share reflect the potential dilution that could occur if potentially dilutive securities were exercised or converted to common shares. The dilutive effect of options and warrants and their equivalent is computed by application of the treasury stock method and the effect of convertible securities by the "if converted" method. Fully diluted amounts are not presented when the effect of the computations are anti-dilutive due to the losses incurred. Accordingly, there is no difference in the amounts presented for basic and diluted loss per share.

(i) Share Capital - Flow Through Shares

The Company finances a portion of its exploration activities through the issue of flow-through shares.

The Company provides certain share subscribers with a flow-through component for tax incentives available on qualifying Canadian exploration expenditures. The Company renounces the qualifying expenditures upon issuance of the respective flow-through common shares and accordingly is not entitled to the related taxable income deductions for such expenditures.

The Company did not issue any flow through shares in the first six months of the year, however on March 12, 2010 a subscription offering was announced which had a closing date of May 6, 2010. Those shares issued require that the Company make certain qualifying expenditures for tax purposes on or before December 31, 2010, the deduction of which flow through to the shareholders.

The Company adopted, on a prospective basis, recommendations by the Emerging Issues Committee ("EIC") of the CICA relating to the recording of flow-through shares. EIC 146 stipulates that future income tax liabilities resulting from the renunciation of qualified mineral expenditures by the Company from the issuance of flow-through shares are recorded as a reduction in share capital. Any corresponding realization of future income tax benefits resulting in the utilization of prior year losses available to the Company not previously recorded, whereby the Company did not previously meet the criteria for recognition, are reflected as part of the Company's operating results during the year the expenses are renounced to the share subscribers.

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

3. Significant Accounting Policies (continued)

(j) Contributed Surplus

The fair value of certain stock options have been valued using the Black-Scholes option-pricing model. The fair value on the grant of these securities is added to contributed surplus. Upon exercise, the corresponding amount of contributed surplus related to the security is removed from contributed surplus and added to share capital.

(k) Asset Retirement Obligations

Asset retirement obligations are recognized when a legal obligation arises. This liability is recognized at the fair value of the asset retirement obligation. When the liability is initially recorded the Company capitalizes the cost by increasing the carrying amount of the related long-lived assets. Over time the liability is accreted to its present value each period, and the capitalized cost is amortized over the useful life of the related asset. Upon settlement of the liability, the Company either settles the obligation for its recorded amount or incurs a gain or a loss upon settlement.

It is reasonably possible that the Company's estimates of its ultimate reclamation and site restoration liability could change as result of changes in regulations or cost estimates. The effect of changes in estimated costs is recognized on a prospective basis. Currently, the Company's projects are under option and at an exploration stage, and accordingly, no such obligations have arisen.

4. Equipment

Equipment consists of the following:

	Cost	Accumulated Depreciation	Net Book Value	
			Apr 30, 2010	Oct 31, 2009
Computer Equipment	\$ 10,247	\$ 8,912	\$ 1,335	\$ 1,571
Office Equipment	5,259	4,605	654	844
Field Equipment	145,994	75,256	70,738	78,597
	<u>\$ 161,500</u>	<u>\$ 84,630</u>	<u>\$ 72,727</u>	<u>\$ 81,012</u>

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

5. Mineral Properties and Rights and Deferred Exploration Costs

The Company has acquired certain mineral properties and rights, the costs of which are as follows:

Property	Property Costs	Exploration Costs	April 30, 2010	October 31, 2009
High Rock and Climpy	\$ 15,000	\$ 552,761	\$ 567,761	\$ 567,646
Red Bird Property	747,500	815,515	1,563,015	1,563,915
Grouse Mountain	33,435	18,918	52,353	51,853
Omineca/Elden-Fort	11,120	1,500	12,620	0
Mount Copeland	344,145	591,525	935,670	743,077
	<u>\$ 1,151,200</u>	<u>1,980,219</u>	<u>3,131,419</u>	<u>\$ 2,926,491</u>

High Rock and Climpy Property

The High Rock property and the Climpy property are gold prospects in northeast Manitoba located approximately 8 kilometres apart and cover approximately 1,544 hectares. The High Rock property consists of 9 mining claims covering 1,301 hectares and the Climpy property consists of one claim covering 243 hectares. Torch holds a 100% interest in all of the claims.

These claims do not include surface rights, but the use of such surface areas as may be required to carry out a mining operation can be obtained according to regulation. The claims have not been surveyed.

Red Bird Property

On July 8, 2005 the Company entered into an agreement with Red Bird Resources Ltd. whereby the Company would have an option to acquire a 100% interest in a molybdenum/copper property consisting of 840 hectares located in the Skeena Mining Division of the Central Coastal region of British Columbia.

The option is subject to a 2.5% net smelter return ("NSR") royalty which shall be retained by the Optionor on the Property.

At May 31, 2008 the Company earned a 25% undivided interest in the property.

The Company did not complete the Option Agreement to earn 100% of the property and wrote down the property in the year ended October 31, 2009 to reflect the 25% earned interest. Red Bird retains the sole right to negotiate future deals with third parties on 100% of the Red Bird Property.

Grouse Mountain

In July of 2007 the Company entered into an agreement with William Pfaffenberger to purchase six mineral (silver) claims covering a total of 1,574.5054 hectares at Grouse Mountain, British Columbia for a total of \$33,060 in cash.

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TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

5. Mineral Properties and Rights and Deferred Exploration Costs (continued)

Omineca / Elden-Fort

The Company announced that it had signed an option agreement (the "Omineca Option Agreement") with a private vendor under which Torch may earn a 100% interest in the 12 mineral claims comprising 1,611.5 hectares located in the Omineca Mining Division, Specularite Lake, B.C. Under the terms of the agreement, the Company shall earn up to a 100% interest in the Omineca Property by a one time payment to the vendor in the amount of \$10,000, spending up to \$250,000 on work programs over a period of forty-two (42) months and issuing up to an aggregate of two million shares to the vendor over the same time period.

Mount Copeland

On February 12, 2008, the Company entered into an agreement whereby the Company will have the option to acquire a 100% interest in a molybdenum/copper property consisting of two mineral claims covering a total of 730.112 hectares located in British Columbia.

The option is subject to a 2.75% net smelter royalty ("NSR") which shall be retained by the Optionor on the property.

The interest will be earned by the Company paying the following:

- (a) \$15,000 upon signing the agreement (paid)
- (b) \$10,000 on or before the 28th of April 2008 and \$25,000 together with 200,000 common shares on or before the 30th day of June (paid and issued)
- (c) \$25,000 together with 200,000 common shares on or before the 28th day of April 2009 (paid)
- (d) \$200,000 together with 900,000 common shares on or before the 28th day of April 2010
- (e) \$200,000 on or before the 28th day of April 2011 upon which, all payments being made, the title to the mineral claims will be transferred to Torch River Resources Ltd.

In addition to the foregoing, the Company is obligated to pay the following for work commitments:

- (a) \$100,000 during the summer and fall of the 2008 calendar year but, in any event, on or before November 1, 2008 (paid)
- (b) \$400,000 on or before November 1, 2009 (expended)

The Company announced on February 25 and March 24, 2010 that it had entered into an agreement to amend the option payment. The Company with the payment of \$100,000 and 1,480,000 shares will acquire 100% of

property subject only to the above noted NSR. This amendment will replace the final two payments noted above in (d) and (e). The cash payment and issuance of the shares were completed April 23, 2010.

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

6. Measurement Uncertainty

The Company has attempted to take a conservative valuation of its mineral properties and has booked an impairment charge on the Red Bird property to reflect a possible reduction in value. The Company has not experienced any other property specific adverse impact to date on its operations but general mining market

conditions have deteriorated, resulting in a decrease in the price of the Company's common shares, which in turn has created difficulty in raising sufficient equity capital to effectively explore or develop the Company's mineral property interests.

One or more of the issues described, or other factors beyond management's control, in future periods could adversely affect the Company's operations and could result in future potential or total write downs of the Company's recorded mineral property total interest of \$3,131,419 as at April 30, 2010. Such write-down amounts could be material.

7. Long-Term Debt

The Company does not carry any long term debt.

8. Share Capital

The authorized share capital of the Company is:

- An unlimited number of voting common shares without par value.
- An unlimited number of non-voting first preferred shares.
- An unlimited number of non-voting second preferred shares.

At April 30, 2010 the Company's issued share capital with comparables to the prior year (April 30, 2009) was as follows:

	2010		2009	
	Number of shares	\$ Amount	Number of shares	\$ Amount
<u>Common Shares</u>				
Balance, beginning of year	54,692,657	10,212,972	52,742,657	10,096,072
Private placement	2,000,000	100,000	1,000,000-	50,000
Issued for Option Agreement	1,480,000	74,000	450,000-	-
Warrants exercised	-	-	-	-
Options exercised	-	-	-	-
Share issue costs	-	(3,519)	-	-
Balance, April 30	58,172,657	10,383,453	54,192,657	10,096,072

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

8. Share Capital Options and Warrants

Options

The Company has established a stock based compensation plan pursuant to which options to purchase common shares may be granted to certain officers, directors, and contractors of the Company as well as persons providing ongoing services to the Company. Exercise price of options equals at least the market price of the Company's stock on the date of grant. Stock options are exercisable on the day of grant and are for a two or five-year term in accordance with TSX Venture Exchange policy.

	Number of Shares	Weighted Average Exercise Price
Outstanding October 31, 2009	3,970,000	0.25
Expired	(600,000)	0.24
Outstanding April 30, 2010	3,370,000	0.25

Options Granted

There were no options issued in the six months ended April 30, 2010.

A summary of the status of the company incentive stock option plan as at April 30, 2010 is as follows:

Number of Shares Under Option	Exercise Price	Expiry Date
120,000	0.180	August 25, 2011
100,000	0.135	January 17, 2012
500,000	0.160	March 7, 2012
1,000,000	0.380	May 15, 2012
670,000	0.032	June 6, 2012
320,000	0.180	February 17, 2013
230,000	0.160	May 29, 2013
50,000	0.015	July 12, 2013
380,000	0.120	July 29, 2013
<u>3,370,000</u>		

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

8. Share Capital Options and Warrants (continued)

Warrants

	<u>Number of Warrants</u>	<u>Weighted Average Exercise Price</u>
Outstanding October 31, 2009	3,368,363	0.27
Expired	(500,000)	0.15
<u>Additions</u>	<u>2,000,000</u>	0.10
Outstanding April 30, 2010	<u>4,868,363</u>	0.21

The Company has not completed any private placements during the current period. However, the following summary shows the status of the share purchase warrants available from previous issues.

<u>Number of Warrants</u>	<u>Purchase Price</u>	<u>Expiry Date</u>
789,450	0.30	May 21, 2010
476,190	0.30	June 20, 2010
57,143	0.30	June 20, 2010
1,096,500	0.30	June 29, 2010
131,580	0.30	June 29, 2010
317,500	0.25	September 15, 2010
<u>2,000,000</u>	0.10	March 31, 2015
<u>4,868,363</u>		

9. Related Party Transactions

During the quarter the Company incurred charges from directors or companies sharing common directors as follows:

	<u>2010</u>	<u>2009</u>
Management fees	\$ 9,000	\$ 9,000
Office expense	0	0
Travel and promotion	0	0
Stock compensation	0	0
Meeting expense	0	707
	<u>\$ 9,000</u>	<u>\$ 9,707</u>

These transactions occurred during the normal course of operations and were measured at the exchange amount that is the amount established and accepted by the parties.

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

10. Contingency

A term deposit of \$46,000 has been pledged as security to the Scotia Bank for their irrevocable letter of credit in favor of the Province of British Columbia, Ministry of Energy and Mines.

11. Financial Instruments and Risk Management

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at April 30, 2010, the classification of the financial instruments, as well as their carrying values and fair values, are shown in the table below:

	2010		2009	
	Fair Value	Carrying Value	Fair Value	Carrying Value
Held-for-trading				
Cash and cash equivalents	\$ 10,560	\$ 10,560	\$ 54,218	\$ 54,218
Loans and receivables				
Accounts receivable	\$ 27,472	\$ 27,472	\$ 309,532	\$ 309,532
Other financial liabilities				
Accounts payable	\$ 29,063	\$ 29,063	\$ 48,373	\$ 48,373

The fair values of the Company's financial instruments measured April 30, 2010, constitute Level 1 measurements for its cash and cash equivalents within the fair value hierarchy and Level 3 measurements for its loans and receivables and other financial liabilities defined under Canadian GAAP.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its obligations. The Company's maximum exposure to credit risk at the balance sheet date under its financial instruments is summarized as follows:

	April 30, 2010
Accounts and other receivables-	
Currently due	\$ 27,472
Past due by 90 days or less, not impaired--	
Past due by greater than 90 days, not impaired	--
	27,472
Cash and cash equivalents	10,560
	\$ 38,032

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the six months ended April 30, 2010

11. Financial Instruments and Risk Management (continued)

All of the Company's cash and cash equivalents are held with major financial institutions in Canada, and management believes the exposure to credit risk with such institutions is not significant. The Company considers the risk of material loss to be significantly mitigated due to the financial strength of the major financial institutions where cash and term deposits are held. In the quarter ended April 30, 2010, no material provision has been recorded in respect of impaired receivables. The Company's maximum exposure to credit risk as at April 30, 2010, is the carrying value of its financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. The Company has a planning and budgeting process in place by which it anticipates and determines the funds required to support normal operation requirements as well as the growth and development of its mineral property interests. The Company coordinates this planning and budgeting process with its financing activities through the capital management process described in Note 12, in normal circumstances. Due to the lack of liquidity, management has increased its focus on liquidity risk given the impact of the current economic climate on the availability of finance. Further information regarding liquidity risk is set out in Note 1.

The Company's financial liabilities are comprised of its accounts payable and accrued liabilities and amounts due to related parties, the contractual maturities of which at April 30, 2010, are summarized as follows:

	2010
Accounts payable and accrued liabilities with contractual maturities-	
Within 90 days or less	\$ 29,063
In later than 90 days, not later than one year	-
Due to related parties with contractual maturities	
Within 90 days or less	-
<u>In later than 90 days, not later than one year</u>	<u>-</u>

Market risks

The significant market risks to which the Company is exposed include commodity price risk, interest rate risk and foreign exchange risk.

- Commodity price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risk associated with fluctuations in the market prices of molybdenum and copper and the outlook for these metals, as the Company's ability to raise capital is affected by the commodity

TORCH RIVER RESOURCES LTD.
(An exploration stage company)
Notes to the Interim Financial Statements
For the three months ended April 30, 2010

11. Financial Instruments and Risk Management (continued)

prices that the Company is exploring for on its mineral property interests. The Company does not have any hedging or other derivative contracts respecting its operations.

- Interest rate risk

The Company has no significant exposure at April 30, 2010, to interest rate risk through its financial instruments.

- Currency risk

The Company has no significant exposure at April 30, 2010 to currency risk as all cash and cash equivalents are held in Canadian funds.

12. Management of capital

The Company's objective in managing capital is to maintain adequate levels of funding to safeguard its ability to continue as a going concern in order to pursue the development of its mineral property interests.

As the Company is in the exploration stage it endeavours to manage its capital structure in a manner that provides sufficient funding for operational activities through funds primarily secured through equity capital obtained in private placements. There can be no assurances that the Company will be able to continue raising capital in this manner.

There are no externally imposed capital requirements to which the Company is subject.

13. Subsequent Events

On May 6, 2010 the company closed a Private Placement for 2,100,000 Shares at \$0.05 per common share for gross proceeds of \$105,000. 1,050,000 units consisted on one flow-through common share in the capital of the Company issued and one common share purchase warrant. The further 1,050,000 units consisted of one common share in the capital of the Company issued and one common share purchase Warrant. Each Warrant entitles the holder to purchase one Common Share of the Company at an exercise price of \$0.10 for a period of twenty four months from the closing of the Offering. The common shares and warrants have a four month hold period from the closing date of the Offering (September 6, 2010)