

PROSPECTOR CONSOLIDATED RESOURCES INC.

**CONSOLIDATED FINANCIAL STATEMENTS
AND
QUARTERLY REPORT
FOR
YEAR ENDED DECEMBER 31, 2007; AND
NINE MONTHS ENDED SEPTEMBER 30, 2008**

The accompanying unaudited interim financial statements of the Company have been prepared by management and approved by the Audit Committee and Board of Directors of the Company

The Company advises as required by National Instrument 51-102, Part 4, subsection 4.3(3)(a), that it's independent auditors have not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements.

PROSPECTOR CONSOLIDATED RESOURCES INC.

Balance Sheets

As at September 30, 2008(unaudited) and December 31, 2007(audited)

	Sept 30 2008	December 31 2007
ASSETS		
<i>Current Assets</i>		
Cash and cash equivalents	\$ 200,865	\$ 206,677
Taxes recoverable	38,361	14,720
Other receivables	437	-
Subscriptions receivable – Note 7	100,943	38,000
Prepaid expenses	<u>423</u>	<u>-</u>
	341,029	259,397
Advances receivable – Note 10	3,850	15,822
Property, plant and Equipment – Note 5	1,238	2,382
Resource properties – Note 6	<u>1,843,266</u>	<u>1,065,639</u>
	<u>1,848,354</u>	<u>1,083,843</u>
	<u>\$2,189,383</u>	<u>\$1,343,240</u>
LIABILITIES		
<i>Current Liabilities</i>		
Accounts payable and accrued liabilities	<u>\$ 335,331</u>	<u>\$ 198,946</u>
(CAPITAL DEFICIT)		
SHAREHOLDER'S EQUITY		
Capital Stock – Note 7	12,170,915	11,230,750
Contributed Surplus – Note 9	596,289	525,389
Deficit	<u>(10,913,152)</u>	<u>(10,611,845)</u>
	<u>1,854,052</u>	<u>1,144,294</u>
	<u>\$ 2,189,383</u>	<u>\$ 1,343,240</u>

Approved by the Board:

“Joe Milbourne”, Director“Henry Neugebauer”, Director*See accompanying notes to the financial statements*

PROSPECTOR CONSOLIDATED RESOURCES INC.

Statements of Deferred Exploration Costs

For the nine months ended September 30, 2008 and year ended December 31, 2007

	Sept 30 2008	December 31 2007
Expenditures		
Camp equipment and supplies	\$ 131,657	\$ 10,666
Filings	26,929	10,689
Geological and geochemical	253,541	1,200
Project Management	<u>10,500</u>	<u>11,281</u>
Exploration costs incurred during the period	422,627	33,826
Deferred exploration costs, beginning of the period	23,137	87,890
Write off of deferred exploration costs	<u>-</u>	<u>(98,579)</u>
Deferred exploration costs end of period	<u>\$ 445,764</u>	<u>\$ 23,137</u>

See accompanying notes to the financial statements

PROSPECTOR CONSOLIDATED RESOURCES INC

Statements of Loss and Deficit (unaudited – prepared by management)

For the three months and nine months ending September 30, 2008 and 2007

	3 months ended Sept 30		9 months ended Sept 30	
	2008	2007	2008	2007
Interest and miscellaneous income	\$ -	\$ 434	\$10,484	\$ 1,709
Expenses				
Amortization	381	381	1,145	1,145
Bank Charges	189	64	412	230
Corporate Development	521	6,112	81,247	9,012
Filing and transfer agent fees	5,837	8,250	19,801	18,137
Investor relations	4,351	85	15,952	1,177
Legal and accounting	7,560	500	52,304	11,193
Management fees	10,000	11,250	32,500	32,500
Office and miscellaneous	(645)	330	4,509	2,192
Professional services	14,582	-	19,545	5,453
Project expenses	-	-	-	2,500
Rent	2,098	2,943	5,796	8,382
Stock compensation	18,984	-	70,900	-
Telephone	908	3,381	6,918	10,550
Travel and promotion	-	9,703	762	14,203
Total expenses for period	<u>64,766</u>	<u>42,999</u>	<u>311,791</u>	<u>116,674</u>
Gain/loss on investment	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net loss for period	(64,766)	(42,565)	(301,307)	(114,965)
Deficit, beginning of period	<u>(10,848,386)</u>	<u>(10,154,438)</u>	<u>(10,611,845)</u>	<u>(10,082,038)</u>
Deficit end of period	<u>\$ (10,913,152)</u>	<u>\$ (10,197,003)</u>	<u>\$ (10,913,152)</u>	<u>\$ (10,197,003)</u>

See accompanying notes to the financial statements

PROSPECTOR CONSOLIDATED RESOURCES INC.

Statements of Cash Flows (unaudited – prepared by management)

For the three months and nine months ending September 30, 2008 and 2007

	3 months ended Sept 30, 2008	3 months ended Sept 30, 2007	9 months ended Sept 30, 2008	9 months ended Sept 30, 2007
Operating activities				
Net loss for the period	\$ (64,766)	\$ (42,565)	\$ (301,307)	\$ (114,965)
Items not involving movement of cash				
Amortization	381	381	1,145	1,145
Stock based compensation	18,984	-	70,900	-
	(45,401)	(42,184)	(229,262)	(113,820)
Net change in non-cash working capital balances *	<u>196,959</u>	<u>(4,593)</u>	<u>203,033</u>	<u>(37,146)</u>
	151,558	(46,777)	(26,229)	(150,966)
Investing activities				
Exploration costs (incurred) recovered	(391,459)	(85,689)	(422,627)	-
Property acquisitions	<u>-</u>	<u>-</u>	<u>-</u>	<u>(75,000)</u>
	<u>(391,459)</u>	<u>(85,689)</u>	<u>(422,627)</u>	<u>(75,000)</u>
Financing activities				
Capital stock issued for property	-	-	-	-
Capital stock issued for cash	<u>433,044</u>	<u>294,400</u>	<u>443,034</u>	<u>387,900</u>
Increase (decrease) in cash, during the period	193,143	161,394	(5,812)	161,934
Cash, beginning of the period	<u>7,722</u>	<u>37,554</u>	<u>206,677</u>	<u>37,554</u>
Cash, end of the period	<u>\$ 200,865</u>	<u>\$ 199,488</u>	<u>\$ 200,865</u>	<u>\$ 199,488</u>

Supplemental disclosure of non-cash financing activities

Interest paid and income taxes paid	\$ -	\$ -	\$ -	\$ -
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Non-cash activities consist of:

Issuance of shares as property option payment	\$ -	\$ -	\$ 355,000	\$ -
Issuance of shares to settle payable	\$ 50,000	\$ -	\$ 50,000	\$ -
Subscription receivable	\$ 92,191	\$ -	\$ 92,191	\$ -
Management fees applied to adv. receivable	\$ -	\$ -	\$ -	\$ -

* Comprised of changes in term deposits, accounts, subscriptions & other receivables, taxes recoverable, prepaid expenses, advances receivable, and accounts payable.

See accompanying notes to the financial statements

PROSPECTOR CONSOLIDATED RESOURCES INC.

Notes to the Financial Statements

Nine Months ending September 30, 2008 and the Year Ended December 31, 2007

1. Nature of Operations and Going Concern Uncertainty

The Company is in the process of exploring its interests in resource properties and has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of amounts shown for resource properties and related deferred costs is dependent upon the existence of economically recoverable reserves, confirmation of the Company's interest in the underlying claims, the ability of the Company to obtain necessary financing to complete the development, and upon future profitable production or proceeds from the disposition thereof.

Although the Company has taken steps to verify title to mineral properties 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 or transfers and may be affected by undetected defects.

These financial statements have been prepared using Canadian generally accepted accounting principles applicable on a going concern basis, which presumes the Company will be able to realize its assets and discharge its liabilities in the normal course of operations for the foreseeable future. As at September 30, 2008, the Company has an accumulated deficit of \$10,913,152 ((December 31, 2007 - \$10,611,845) and has incurred a loss for the nine-month period of \$301,307 (9 months ending Sept 30, 2007 - \$114,695).

The ability of the Company to continue as a going concern is in substantial doubt. The Company's continued existence as a going concern is dependent upon its ability to continue to obtain adequate financing arrangements and to achieve profitable operation. Management's plans in this regard are to obtain sufficient equity financing to enable the Company to continue its efforts towards the exploration and development of its mineral properties. These financial statements do not include adjustments to the amounts and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

2. Basis of Presentation

The financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles ("GAAP") with respect to the preparation of interim financial information. Accordingly, they do not include all the information and disclosures required by Canadian GAAP in the preparation of annual financial statements. Certain information and footnote disclosure normally included in financial statements prepared in accordance with GAAP have been omitted. The accounting policies, used in preparation of the accompanying unaudited interim consolidated financial statements, are the same as those described in our most recent annual financial statements. In the opinion of management, all adjustments of a normal recurring nature necessary for a fair presentation have been included. The results for interim periods are not necessarily indicative of results for the entire year. These interim financial statements should be read in conjunction with the Company's latest audited financial statements for the year ended December 31, 2007.

PROSPECTOR CONSOLIDATED RESOURCES INC.

Notes to the Financial Statements

Nine Months ending September 30, 2008 and the Year Ended December 31, 2007

3. Significant Changes in Accounting Policies

Capital Disclosures and Financial Instruments Disclosures and Presentation

Effective January 1, 2008, the Company adopted four new presentation and disclosure standards that were issued by the Canadian Institute of Chartered Accountants: Handbook Section 1535, Capital Disclosures (“Section 1535”), Handbook Section 3862, Financial Instruments – Disclosures (“Section 3862”), Handbook Section 3863, Financial Instruments – Presentation (“Section 3863”) and Handbook Section 1400 – General Standards of Financial Statements related to Going Concern.

Section 1535 requires the disclosure of both qualitative and quantitative information that enables users of financial statement to evaluate (i) an entity’s objectives, policies and processes for managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such non-compliance.

Sections 3862 and 3863 replace Handbook Section 3861, Financial Instruments – Disclosure and Presentation, revising and enhancing its disclosure requirements and carrying forward unchanged its presentation requirements for financial Instruments. Sections 3862 and 3863 place increased emphasis on disclosures about the nature and extent of risks arising from financial instruments and how the entity manages those risks.

4. Fair Values of Financial Instruments

The Company thoroughly examines the various financial instrument risks to which it is exposed and assesses the impact and likelihood of those risks. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other price risks. Where material, these risks are reviewed and monitored by the Board of Directors.

Capital Risk Management

The Company’s objective when managing capital is to safeguard its accumulated capital in order to provide an adequate return to shareholders by maintaining a sufficient level of funds, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company’s management to sustain future development of the business.

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

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine Months ending September 30, 2008 and the Year Ended December 31, 2007**

4. Fair Values of Financial Instruments (Cont'd)*Credit risk*

The Company's credit risk is limited to trade receivables in the ordinary course of business. As the Company has no sales revenues generated from its current operations, the Company is not exposed to significant credit risk on such financial instruments. The Company's credit risk has not changed significantly from the prior year.

Liquidity risk

The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for a minimum of twelve months. The Company has no credit facilities at this time and given the Company's current stage of development, it is not expected that such credit facilities would be available to the Company.

Future exploration, development, mining, and processing of minerals from the Company's properties will require substantial additional financing. The only current sources of funds available to the Company are the sale of additional equity capital, which if available, may result in substantial dilution to existing shareholders. There is no assurance that such funding will be available to the Company, or that it will be obtained on terms favourable to the Company. Failure to obtain sufficient financing may result in delaying or indefinite postponement of exploration, development, or production on any or all of the Company's properties, or even a loss of property interests. Management believes the Company's overall liquidity risk has increased from the prior year due to the current global credit crisis and lack of financing available in the equity markets.

Foreign Currency risk

The Company is exposed to currency exchange risks with respect to a balance of U.S. \$86,386 included in its accounts payable at September 30, 2008 and to the extent of its U.S. dollars denominated payments required to exercise a property option (Note 6).

5. Property, Plant and Equipment

	2008		2007	
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Computer hardware and software	\$ 6,244	\$ (5,186)	\$ 1,058	\$ 2,148
Office equipment	3,044	(2,865)	179	215
Land	<u>1</u>	<u>-</u>	<u>1</u>	<u>1</u>
	<u>\$ 9,289</u>	<u>\$ (8,051)</u>	<u>\$ 1,238</u>	<u>\$ 2,382</u>

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine Months ending September 30, 2008 and the Year Ended December 31, 2007****6. Resource Properties**

	Kalzas	Cadamena	Beowawe	Total
Acquisition Costs				
<i>Bal at Dec 31, 2006</i>	-	-	111,579	111,579
Cost incurred	26,800	1,015,701	-	1,042,501
Write-off	<u>-</u>	<u>-</u>	<u>(111,578)</u>	<u>(111,578)</u>
<i>Bal at Dec 31, 2007</i>	26,800	1,015,701	1	1,042,502
Cost incurred	<u>75,000</u>	<u>280,000</u>	=	<u>355,000</u>
<i>Bal at Sept 30, 2008</i>	<u>101,800</u>	<u>1,295,701</u>	<u>1</u>	<u>1,397,502</u>
Deferred Exploration Costs				
<i>Bal at Dec 31, 2006</i>	-	-	87,890	87,890
Costs incurred	23,137	-	10,689	33,826
Write-off	<u>-</u>	<u>-</u>	<u>(98,579)</u>	<u>(98,579)</u>
<i>Bal at Dec 31, 2007</i>	23,137	-	-	23,137
Costs incurred	403,198	19,429	-	422,627
Write-off	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<i>Bal at Sept 30, 2008</i>	<u>426,335</u>	<u>19,429</u>	<u>-</u>	<u>445,764</u>
Total	<u>528,135</u>	<u>1,315,130</u>	<u>1</u>	<u>1,843,266</u>

Beowawe Property (Nevada)

In 2004, the Company entered into an option agreement with a related party ("Alpha option"), whereby it can acquire a 100% interest in 140 unpatented mining claims and 4 patented fee lands in north eastern Nevada by issuance of up to 1,800,000 common shares in three separate tranches (300,000 shares issued), incurring exploration costs of \$700,000 on the property, with \$350,000 to be spent by July 15, 2005 (amended to December 31, 2008) and an additional \$350,000 to be spent by July 15, 2006 (amended to December 31, 2009). Under the terms of the agreement, the optionor is to retain a 2% net smelter return royalty, which the Company has the right to reduce to 1% upon payment of \$1,000,000 at any time up to the third anniversary of commencement of commercial production. Furthermore, the Company maintains the claims and leases by making annual payments to underlying owners. Should the Company decide to relinquish the Alpha Option, the Company must relinquish the claims and leases, with maintenance fees paid up for one full year.

In 2007, the Company decided to focus its resources on its new properties under option and has written-down its interest in the Beowawe property to a nominal value of \$1.

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine months ending September 30, 2008 and the Year Ended December 31, 2007**

6. Resource Properties - cont'd*Kalzas Property (Yukon)*

In August 2007, subject to regulatory approval, the Company entered into an option agreement with Copper Ridge Explorations Inc. ("Copper Ridge") giving it the right to acquire a 100% interest in Kalzas Property located in the May Mining District, Yukon. Payments required to exercise the option include an initial cash payment, incurring exploration expenditures on the property, issuance of shares, and issuing share purchase warrants as follows:

	Cash	Exploration	Shares
On execution of agreement (paid)	\$ 25,000	\$ -	-
Upon regulatory acceptance	-	-	500,000
On or before December 31, 2007	-	80,000	-
On or before December 31, 2008	-	750,000	500,000
On or before December 31, 2009	-	1,250,000	1,000,000
On or before December 31, 2010	-	2,000,000	1,000,000
Earlier completion of pre-feasibility study and January 1, 2012	-	-	500,000
Earlier completion of feasibility study and January 1, 2013	-	-	1,000,000
Earlier completion of feasibility study and January 1, 2014	-	-	1,500,000
Total	<u>\$ 25,000</u>	<u>\$4,080,000</u>	<u>6,000,000</u>

The company is also required to issue 2,000,000 share purchase warrants to Copper Ridge comprised of:

- 1,000,000 warrants upon regulatory approval, exercisable for a two year period at \$0.25 per share in the first year and at \$0.50 per share in the second year
- additional 1,000,000 warrants to be issued by December 31, 2010 exercisable for a two year period at an exercise price to be determined at the time of issue.

In April of 2008, the Company announced it had submitted its National Instrument 43-101 to the Exchange as a requirement to receive approval from the Exchange for the Kalzas agreement. The report was accepted in May 2008 and the Company issued 500,000 common shares of the company and 1,000,000 share purchase warrants to Copper Ridge.

There is an underlying net smelter returns royalty of 2% on the claims that the company has the right to reduce by 1% upon payment of an additional \$500,000.

As of September 30, 2008, the company has incurred exploration costs \$445,764 which is below the required \$830,000 of exploration costs to be incurred prior to the end of December 31, 2008. Subsequent to September 30th, the Company signed an agreement with Copper Ridge revising the 2008 Kalzas expenditure commitment from \$750,000 to \$500,000. (See Note 14)

PROSPECTOR CONSOLIDATED RESOURCES INC.

Notes to the Financial Statements

Nine months ending September 30, 2008 and the Year Ended December 31, 2007

6. Resource Properties - cont'd

Candamena Property (Mexico)

In August 2007, subject to regulatory approval of the 43-101 technical report for Candamena, the Company entered into an option agreement with First Majestic Silver Corp. ("First Majestic") to acquire First Majestic's rights and interests in underlying option agreements for the acquisition of a 100% interest in assets and mineral concessions located in Chihuahua State, Mexico. Payments required to fully exercise the option include a cash payment of \$50,000 and issuance of 2,000,000 shares to First Majestic, and taking over all future payments to the property vendors totaling US\$6,375,000, plus VAT. As of September 30, 2008, the Company has paid \$825,000 to the property vendors.

In February of 2008, the Company announced it had submitted its National Instrument 43-101 to the Exchange as a requirement to receive approval from the Exchange for the Candamena Mining agreement. As a result of the acceptance of the 43-101, the company issued 2,000,000 shares to First Majestic in March 2008.

The Company is in the process of negotiating amendments to all payments to be made subsequent to January 1, 2008. The Company does not currently intend to proceed with the Candamena project in Mexico unless it is able to renegotiate the terms of the agreements with the two owners of the properties making up that project and obtain additional financing. At this time, Prospector has decided not to make the option payments to vendor and is negotiating a new schedule of payments. The Company has been advised by its Mexican counsel that although in arrears on the option payments, it is not in default of its option agreement obligations. Prospector intends to continue to re-negotiate the terms of the vendor option. While management believes that the Company will be able to recover the full value of its investment in the Candamena property, there can be no assurance that such negotiations will be successful or that the Company will receive the financing required to pursue the two option agreements at Candamena.

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine months ending September 30, 2008 and the Year Ended December 31, 2007****7. Capital Stock**

Authorized: 50,000,000 common shares without par value

	Nine months ended September 30, 2008		Year ended December 31, 2007	
	Number of shares	Amount	Number of shares	Amount
Issued and outstanding:				
Beginning balance	29,426,655	\$11,230,750	21,349,768	\$9,677,089
Issued for cash:				
Private placement	5,700,000	585,369	3,406,887	1,022,066
Exercise of warrants	-	-	3,900,000	452,500
Share issue costs	155,000	(10,204)	-	(18,205)
Issued for debt:				
Exercise of warrants (Note 10)	-	-	400,000	45,000
Subscriptions receivable:				
Warrants exercised	-	-	200,000	25,000
Stock options exercised	100,000	10,000	130,000	13,000
Issued for Resource Property payment				
Candamena Property (Note 6)	2,000,000	280,000		
Kalzas Property (Note 6)	500,000	75,000		
Fair value of options exercised	-	-	-	14,300
Shares issued in error, to be cancelled	(40,000)	-	40,000	-
Issued in the year	8,415,000	940,165	8,076,887	1,553,661
	<u>37,841,655</u>	<u>\$12,170,915</u>	<u>29,426,655</u>	<u>\$11,230,750</u>

Private Placements

In September 2008, the Company completed a non-brokered private placement for proceeds of \$570,369. The private placement consisted of (a) 2,500,000 common shares at \$0.10 with a warrant exercisable for two years from issuance at \$0.10; and (b) 3,200,000 flow-through common shares at \$0.10 with a warrant exercisable for a period of two years from issuance at \$0.10.

Finders fees of \$12,400 were paid and 155,000 shares issued with a warrant exercisable for two years from issuance at \$0.10 in connection with the private placement.

In November 2007, the Company completed a non-brokered private placement for proceeds of \$1,022,066. The private placement was comprised of a first tranche of 3,346,887 units at a price of \$0.30 per unit plus an additional 60,000 units of a second tranche at \$0.30 per unit. Each unit consists of one common share and one-half (1/2) share purchase warrant exercisable at \$0.60 per share for a one year period. Finders fees of \$16,009 were paid in connection with the private placement.

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine months ending September 30, 2008 and the Year Ended December 31, 2007**

7. Capital Stock – cont'd

In May 2006, the Company completed a non-brokered private placement for proceeds of \$200,000. The private placement was comprised of 2,000,000 units at a price of \$0.10 per unit. Each unit consisted of one common share and one common share purchase warrant exercisable until May 17, 2007 at the exercise price of \$0.15 per share.

Subscription Receivable

	Private Placement	Warrants	Stock Options	Total
Due from other individuals	\$ 92,191	\$ -	\$ 8,822	\$ 100,943

Share issued in Error, to be cancelled

A total of 40,000 shares were issued in error in excess of amount of warrants and private placement subscriptions available and are to be returned to the transfer agent for cancellation. The transfer agent cancelled these shares during Q2 2008.

Warrants

The following table summarizes the number of fully exercisable warrant transactions during 2007 and 2008:

	Number of Warrants	Weighted Average Exercise Price
Balance January 1, 2007	5,050,000	\$ 0.12
Issued	1,703,444	\$ 0.60
Exercised	(4,500,000)	\$ 0.12
Expired	(550,000)	\$ 0.15
Balance December 31, 2007	1,703,444	\$ 0.60
Issued	6,880,000	\$ 0.12
Exercised	-	\$ -
Expired	-	\$ -
Balance September 30, 2008	8,583,244	\$ 0.22

Warrants outstanding at September 30, 2008 entitles the holders to purchase up to 1,728,444 common shares of the Company at \$0.60 per share until October 24, 2008, 1,000,000 common shares of the Company at \$0.25 per share until May 13, 2010, and 5,855,000 common shares at \$0.10 per share until September 23, 2010.

8. Stock Options

The Company has a stock option plan for directors, officers and certain consultants. Under the plan, the Company may grant options for up to a maximum of 20% of the issued shares of the Company at the time of the granting of the stock options.

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine months ending September 30, 2008 and the Year Ended December 31, 2007**

8. Stock Options - cont'd

Changes to the stock options are shown in the following table:

	September 30, 2008		December 31, 2007	
	Number of Options	Average Exercise Price	Number of Options	Weighted Average Exercise Price
<i>Balance, beginning of year</i>	2,820,000	\$0.13	2,327,750	\$ 0.12
Granted	225,000	\$0.25	700,000	0.15
Exercised	(100,000)	\$0.10	(130,000)	-
Expired	(870,000)	\$0.10	(77,750)	0.12
<i>Balance, end of period</i>	<u>2,075,000</u>	<u>\$0.16</u>	<u>2,820,000</u>	<u>\$ 0.13</u>

In January 2008, the Company agreed to pay \$1,450 per month for an 18 month period for investor relations services and to grant stock options exercisable for 167,000 shares of the Company for a three year period at an exercise price to be determined based on market prices at the date of grant. As of September 30, 2008, no stock options have been issued under this arrangement.

Stock options outstanding and exercisable at September 30, 2008 are shown in the following table:

Number	Weighted Average Exercise Price	Expiry Date
225,000	\$ 0.25	February 5, 2013
500,000	0.15	August 27, 2012
100,000	0.16	August 14, 2012
100,000	0.15	July 31, 2012
1,150,000	0.15	August 8, 2011
<u>2,075,000</u>	<u>\$ 0.16</u>	

For the nine months ended September 30, 2008, the compensation expense recorded for stock options granted was \$70,900 (December 31, 2007 - \$97,625). The weighted average fair value of options granted during 2008 was \$0.25 (2007 - \$0.12).

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine months ending September 30, 2008 and the Year Ended December 31, 2007**

8. Stock Options - cont'd*Stock-Based Compensation*

The fair value of the options granted was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions:

	2008	2007
Risk-free interest rate	3.40%	4.32%
Expected life of options (years)	5	5
Dividend yield	-	-
Volatility	81%	78%

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

9. Contributed Surplus

<i>Balance at January 1, 2007</i>	442,064
Stock based compensation expense - 2007	97,625
Transfer to share capital on exercise of options	<u>(14,300)</u>
<i>Balance at December 31, 2007</i>	525,389
Stock based compensation expense - 2008	<u>70,900</u>
<i>Balance at September 30, 2008</i>	<u><u>\$ 596,289</u></u>

PROSPECTOR CONSOLIDATED RESOURCES INC.

Notes to the Financial Statements

Nine months ending September 30, 2008 and the Year Ended December 31, 2007

10. Related Party Transactions

Consulting and management fees of \$22,500 (Sept 30, 2007 - \$33,750) were earned by a director for services to June 30, 2008. Effective July 2008, the director resigned from the Company. Additional amounts totalling \$9,672 (\$nil – September 30, 2007) are due from the director. The amount was fully paid back subsequent to September 30th (Note 14)

Effective July 1, 2008, the Company entered into a Consulting agreement with an officer of the Company. Under the terms of the agreement, the officer was paid a one-time signing bonus of \$4,000 and will be paid management fees of \$2,000/month beginning July 1, 2008 for a period of 12 months.

At September 30, 2008, a balance of \$92,191 was owing from Directors & Officers of the Company resulting from subscriptions made as part of the Private Placement closed in September.

During the nine month period ended September 30, 2008, the Company recorded expense reimbursements of \$6,125 to directors.

The Company has an option agreement ("Alpha option") with a director and a company controlled by him to acquire a 100% interest in a resource property located in Nevada (Note 6).

Transactions with related parties noted above were in the normal course of business and were measured at the exchange rate, which was the amount of consideration established and agreed to by the related parties.

11. Commitments

The Company has agreed to pay \$1,450 per month for an 18-month period for investor relations services. See Note 8 for additional information.

Effective July 1, 2008, the Company has agreed to pay \$2,000 per month to an officer of the Company for management services for a 12-month period.

Future payments for lease of office space

2008	\$ 7,538
2009	7,068
Thereafter	<u>-</u>
	<u>\$ 14,606</u>

PROSPECTOR CONSOLIDATED RESOURCES INC.**Notes to the Financial Statements****Nine months ending September 30, 2008 and the Year Ended December 31, 2007**

12. Income Taxes

Details of the components of income taxes are as follows:

	2007	2006
Loss before income taxes	\$ (529,807)	\$ (205,183)
Expected income tax recovery at statutory rate 34.12%	180,770	70,008
Adjustment in income taxes resulting from:		
Items not deductible for tax purposes	(97,896)	(20,031)
Unrecognized benefit of non-capital losses	(82,540)	(50,892)
Other items	(334)	915
Total income taxes	\$ -	\$ -

Future Income Taxes

Future income taxes result primarily from differences in the recognition of certain revenue and expense items for financial and income tax reporting purposes. The temporary differences that give rise to future tax assets and liabilities at December 31, 2007 and 2006 are as follows:

	2007	2006
Future tax assets (liabilities)		
Non-capital losses carried forward	\$ 648,400	\$ 679,400
Resource related deductions	1,983,400	1,780,000
Property and equipment	24,500	256,200
	2,656,300	2,485,600
Less: valuation allowance	(2,656,300)	(2,485,600)
Net future income tax assets	\$ -	\$ -

The Company has experienced non-capital losses totaling approximately \$2,059,000 which are deductible against future taxes payable and expire in various years from 2008 to 2027, and has resource and tax pools available to reduce future taxable income that aggregate approximately \$6,297,000 at December 31, 2007.

PROSPECTOR CONSOLIDATED RESOURCES INC.

Notes to the Financial Statements

Nine months ending September 30, 2008 and the Year Ended December 31, 2007

13. Segmented Information

The Company has one operating segment, the acquisition, exploration and development of resource properties.

Geographic segmentation of total assets is as follows:

	2007	2006
Canada	\$ 345,538	\$ 54,475
United States	1	199,469
Mexico	1,015,701	-
	<u>\$ 1,361,240</u>	<u>\$ 253,944</u>

14. Subsequent Events

The balance of \$9,672 owing from a Director was fully paid.

On Nov 14th, the Company signed an agreement with Copper Ridge revising the 2008 Kalzas expenditure commitment from \$750,000 to \$500,000. The expenditure commitment will be made up in either 2009 or 2010.