

COOPER COMPANIES INC
Form 4
November 03, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEBER JOHN ARTHUR

(Last) (First) (Middle)

6140 STONERIDGE MALL ROAD,
SUITE 590

(Street)

PLEASANTON, CA 94588

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

COOPER COMPANIES INC [COO]

3. Date of Earliest Transaction
(Month/Day/Year)

10/30/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

President, CooperVision, Inc.

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 15.83	10/30/2008	A	22,500					(1)	10/29/2018	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEBER JOHN ARTHUR 6140 STONERIDGE MALL ROAD, SUITE 590 PLEASANTON, CA 94588			President, CooperVision, Inc.	

Signatures

/s/ John Weber 11/03/2008
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Grant Date 10/30/08 NQ Date Exer.: One-fourth shall vest on the earlier of (a) 10/30/09 or (b) when the average closing price reaches \$17.73; one-fourth shall vest on the earlier of (a) 10/30/10 or (b) when the average closing price reaches \$19.00; one-fourth shall vest on the earlier of (a) 10/30/11 or (b) when the average closing price reaches \$20.58; one-fourth shall vest on the earlier of (a) 10/30/12 or (b) when the average closing price reaches \$22.16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. e="DISPLAY: inline; FONT-SIZE: 10pt; FONT-FAMILY: times new roman;">

Dividend income	18,649
Other income	18,649
Adjustments to fair value of derivatives	30,188
Reporting Owners	6,565

Interest expense	(616,493)	(37,418)	(653,911)
Loss from joint venture	(596,975)	(941,347)	(3,006,012)
(859,522) (859,522)			
Loss on sale of marketable securities			
(281,063)			
Bad debt expense			
(40,374)			
Loss on disposal of plant, property			
and equipment			
(334,927)			
Loss on disposal of bond			
(21,000)			
Total other income (expense)	(1,180,754)	(1,838,287)	(5,054,655)
Net loss	(4,728,070)	(2,645,231)	(22,816,810)
Basic and diluted loss per share			
			\$(0.07) \$(0.05)
Basic and diluted weighted-average			
shares outstanding			71,416,951
			56,755,520

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF SHAREHOLDERS' DEFICIT
For the Years Ended January 31, 2007 and 2006
and for the Period from January 1, 1995 to January 31, 2007

	Common Stock Shares	Common Stock Amount	Additional Paid in Capital	Other Com- prehensive (Loss)	Deficit	Accumulated Total
Balance December 31, 1994	6,768,358	\$ 6,768	-	-	\$ (636,084)	\$ (629,316)
Net loss					(233,877)	(233,877)
Balance December 31, 1995	6,768,358	6,768	-	-	(869,961)	(863,193)
Shares issued to creditors and shareholders of Warehouse Auto Centers, Inc.	305,709	306	305,403	-	(305,709)	-
Shares issued to investors and underwriters	5,135,130	5,135	4,701,835			4,706,970
Shares issued to purchase Washington Gulch	3,800,000	3,800	177,200			181,000
Shares issued in exchange for net profits interest	1,431,642	1,432	440,605			442,067
Shares issued to others	21,000	221	220,779			221,000
Shares issued to Repadre	100,000	100	99,900			100,000
Shares issued to repurchase 50% interest in Relief Canyon	1,000,000	1,000	999,000			1,000,000
Net loss for the period January 1, 1996 to January 31, 1997					(1,803,784)	(1,803,784)
Balance January 31, 1997	18,761,839	18,762	6,944,722	-	(2,979,454)	3,984,030
Shares issued to Warehouse Auto Centers, Inc. shareholders subsequently cancelled	(25,242)	(25)	(25,217)			(25,242)
Shares issued to others	12,500	13	4,987			5,000

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STATEMENTS OF SHAREHOLDERS' DEFICIT
For the Years Ended January 31, 2007 and 2006
and for the Period from January 1, 1995 to January 31, 2007

Additional shares issued to
investors and

underwriters for delay in share trading	513,514	513	204,487		205,000
Shares issued to Repadre	200,000	200	199,800		200,000
Net loss				(5,883,309)	(5,883,309)
Balance January 31, 1998	19,462,611	19,463	7,328,779	-	(8,862,763) (1,514,521)
Shares issued in exchange for rent	15,000	15	5,985		6,000
Shares issued to IBK	5,616,977	5,617	542,383		548,000
Shares issued in exchange for property	150,000	150	55,350		55,000
Net loss				(753,219)	(753,219)
Balance January 31, 1999	25,244,588	25,245	7,932,497	-	(9,615,982) (1,658,240)
Three-for-two stock split	12,672,441	12,671	(12,671)		-
Shares issued in exchange for debt conversion	3,205,674	3,206	1,279,065		1,282,271
Net loss				(919,735)	(919,735)
Balance January 31, 2000	41,122,703	41,122	9,198,891	-	(10,535,717) (1,295,704)
Shares issued for cash	1,796,000	1,796	663,204		665,000
Additional shares issued for delay in registration	239,200	239	(239)		-
Shares issued for offering costs	120,000	120	(60,120)		(60,000)
Shares issued for legal settlement	1,000,000	1,000	649,000		650,000
Shares issued for services	78,271	78	69,922		70,000
Net loss				(2,382,723)	(2,382,723)
Balance January 31, 2001	44,356,174	44,356	10,520,657	-	(12,918,440) (2,353,427)
Shares issued for cash	2,500,000	2,500	147,500		150,000

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF SHAREHOLDERS' DEFICIT
For the Years Ended January 31, 2007 and 2006
and for the Period from January 1, 1995 to January 31, 2007

Warrants issued with debt			20,000			20,000
Net loss					(1,502,366)	(1,502,366)
Balance January 31, 2002	46,856,174	46,856	10,688,157	-	(14,420,806)	(3,685,793)
Shares issued upon exercise of warrants	550,000	550	54,450			55,000
Offering costs			(1,467)			(1,467)
Warrants issued with debt			13,574			13,574
Net loss					(215,533)	(215,533)
Balance January 31, 2003	47,406,174	47,406	10,754,714	-	(14,636,339)	(3,834,219)
Shares issued upon exercise of warrants	200,000	200	19,800			20,000
Warrants issued with debt			63,918			63,918
Other comprehensive loss				(204,820)		(204,820)
Net loss					(470,823)	(470,823)
Balance January 31, 2004	47,606,174	47,606	10,838,432	(204,820)	(15,107,162)	(4,425,944)
Shares issued for cash	671,667	672	100,078			100,750
Offering costs			(124,337)			(124,337)
Warrants issued with common stock			124,337			124,337
Warrants issued with debt			1,284,234			1,284,234
Sale of marketable securities				204,820		204,820
Net loss					(1,278,140)	(1,278,140)
Balance January 31, 2005	48,277,841	48,278	12,222,744	-	(16,385,302)	(4,114,280)

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF SHAREHOLDERS' DEFICIT
For the Years Ended January 31, 2007 and 2006
and for the Period from January 1, 1995 to January 31, 2007

Shares issued for cash	5,000,000	5,000	1,070,000		1,075,000
Shares issued in exchange for					
debt conversion	12,326,231	12,326	1,836,609		1,848,935
Shares issued to purchase 22% interest in Crescent Red Caps LLC	2,500,000	2,500	497,500		500,000
Warrants issued with investment in joint venture			359,523		359,523
Warrants issued for services			15,690		15,690
Net loss for the period February 1, 2005 to January 31, 2006				(2,645,231)	(2,645,231)
Balance January 31, 2006	68,104,072	68,104	16,002,066	- (19,030,535)	(2,960,365)
Shares issued for cash	1,428,500	1,428	237,846		239,275
Shares issued in exchange for					
debt conversion	6,207,029	6,207	1,550,263		1,556,263
Stock issued for services	2,000,000	2,000	738,000		740,000
Warrants issued for services			373,905		373,905
Stock issued in settlement of litigation	100,000	100	38,900		39,000
Warrants issued with debt			173,114		173,114
Stock options issued			322,879		322,879
Net loss for the period February 1, 2006 to January 31, 2007				(4,728,070)	(4,728,070)
Balance, January 31, 2007	77,839,601	\$ 77,839	\$ 19,434,973	- \$(23,758,605)	\$(4,245,793)

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS
For the Years Ended January 31, 2007 and 2006
and for the Period from January 1, 1995 to January 31, 2007

	For the Years Ended January 31,		For the Period
	2007	2006	From January 1, 1995 to January 31, 2007
Cash flows from operating activities			
Net loss	\$ (4,728,070)	\$ (2,645,231)	\$ (22,816,810)
Adjustments to reconcile net loss to net cash used in operating activities			
Accretion of warrants issued as a debt discount	13,512	777,642	1,287,775
Accretion of beneficial conversion	-	71,645	107,468
Accretion of debt discount	248,962	2,740	251,672
Adjustments to fair value of derivatives	616,493	37,417	653,912
Loss from joint venture	-	859,522	859,522
Loss on sale of marketable securities	-	-	281,063
Depreciation and amortization	64,728	-	188,885
Loss on disposal of property, plant and equipment	-	-	334,927
Impairment in value of property, plant and equipment	-	-	807,266
Loss on disposal of bond	-	-	21,000
Impairment in value of Relief Canyon Mine	-	-	3,311,672
Impairment in value of joint investments	-	-	490,000

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Bad debt	-	-	40,374
Assigned value of stock and warrants exchanged for services	1,387,073	15,690	1,940,021
Assigned value of stock options issue for compensation	49,711	-	49,711
Gain on write off of note payable	-	-	(7,000)
Judgment loss accrued	-	-	250,000
(Increase) decrease in			
Restricted cash	(7,777)	(243,204)	(250,981)
Travel advance	(113,415)	678	(110,737)
Deposits	(7,368)		(2,868)
Deferred reclamation costs	370,290	243,210	175,548
Prepaid expenses	(140,000)	-	(142,900)
Reclamation bonds	-	-	185,000
Other assets	-	-	(1,600)
Increase (decrease) in			
Accounts payable	(199,445)	229,955	317,828
Accrued expenses	(209,744)	(249,871)	1,753,830
Net cash used by operating activities	(2,655,050)	(899,807)	(10,025,394)
Cash flows from investing activities			
Proceeds from sale of marketable securities	-	-	34,124
Investment in marketable securities	-	-	(315,188)
Advances from shareholder	-	-	7,436
Contribution from joint venture partner	-	-	775,000
Purchase of joint venture partner interest	-	-	(900,000)

The accompanying notes are an integral part of these financial statements

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Capital expenditures	(929,681)	(19,199)	(3,900,387)
Proceeds from disposal of property, plant and equipment			278,783
Investments in joint ventures	-	-	(490,000)
Note receivable	-	-	(268,333)
Repayment of note receivable	-	-	268,333
Net cash used by investing activities	(929,681)	(19,199)	(4,510,232)
Cash flows from financing activities			
Proceeds from the issuance of common stock	651,288	1,075,000	8,210,541
Proceeds from notes payable	2,841,500	527,500	8,396,048
Principal repayments of notes payable	(457,634)	-	(2,495,340)
Repayment of advances to affiliate	-	-	(231,663)
Deferred revenue	-	-	800,000
Net cash provided by financing activities	3,035,154	1,602,500	14,679,586
Net (decrease) increase in cash	(549,577)	683,494	143,960
Cash, beginning of year	700,224	16,730	6,687
Cash, end of year	\$ 150,647	\$ 700,224	\$ 150,647

The accompanying notes are an integral part of these financial statements

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Supplemental cash flow information for the years ended January 31, 2007 and 2006 and January 1, 1995 through January 31, 2007 as follows:

	For the Years Ended January 31,		For the Period
	2007	2006	From January 1, 1995 to January 31, 2007
Cash paid for interest	\$ -	\$ -	\$ 161,107
Cash paid for income taxes	\$ -	\$ -	\$ -
Non Cash Investing and Financing Activities:			
Conversion of related party note payable to common stock, including interest payable of \$446,193	\$ -	\$ 1,848,935	\$ 1,848,935
Conversion of convertible debenture to common stock, including interest payable of \$30,948	\$ 1,173,406	\$ -	\$ 1,173,406
Issuance of warrants as financing costs in connection with convertible debt	\$ 173,114	\$ -	\$ 173,114
Issuance of common stock as payment for settlement of liabilities	\$ 39,000	\$ -	\$ 39,000

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Years Ended January 31, 2007 and 2006 and for the
Period from January 1, 1995 to January 31, 2007

NOTE 1 - ORGANIZATION AND LINE OF BUSINESS

Prior to February 2000 Firstgold Corp. (“the Company”) was in the business of acquiring and exploring gold properties. The Company had rights to mine properties in Nevada and Montana. Its primary focus was on the Relief Canyon Mine located near Lovelock, Nevada, where it has performed development and exploratory drilling and was in the process of obtaining permits to allow operation of the Relief Canyon Mine. In December 1997, the Company placed the Relief Canyon Mine on care and maintenance status. The Company also conducted exploration at its Washington Gulch Mine property in Montana.

In February 2000 the Company began to implement an entirely new business model of investing in Internet companies. Due to the deterioration of the investment market for these types of companies in late 2000, the Company abandoned this investment strategy. From mid-2001 until the beginning of 2003 Firstgold was essentially inactive, continuing only with some of the care and maintenance at Relief Canyon, as provided for by a non-affiliate company owned by the Chairman and CEO of Firstgold .

The Company has now embarked on a business strategy whereby it invests in and/or manages gold mining and other mineral producing properties. Currently, the Company’s principal assets include various mineral leases associated with the Relief Canyon mine located near Lovelock, Nevada along with various items of mining equipment located at that site as well as a 22% interest in a joint venture covering two separate leasehold interests covering over 2700 acres in Lander County, Nevada; and a leasehold interest covering over 35,000 acres in Elko, County, Nevada. The Company’s business is to acquire, explore and, if warranted, develop various mining properties located in the state of Nevada. The Company plans to carry out comprehensive exploration and development programs and when appropriate, begin mining activities on its properties. The Company may fund and conduct these activities itself, or it may outsource some of these activities through the use of various joint venture, royalty or partnership arrangements pursuant to which other companies would agree to finance, carryout the exploration and development programs, or perform mining operations on Firstgold’s mining properties. The Company’s current plan may not require the hiring of significant amounts of mining employees depending upon the level, if any, of the mining and exploration activities outsourced to other entities.

Merger

In November 1996, Newgold, Inc. of Nevada (Old Newgold) was merged into Warehouse Auto Centers, Inc. (WAC), a public company, which had previously filed an involuntary petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Western District of New York. Pursuant to the plan of reorganization and merger (the Plan), (i) WAC which was the surviving corporation for legal purposes, changed its name to Newgold Inc. (the Company), (ii) the outstanding shares of Old Newgold were converted into the right to receive an aggregate of 12,000,000 shares or approximately 69% of the post merger outstanding common stock of the Company, (iii) each outstanding share of WAC was converted into the right to receive 1/65 share of the common stock of the Company, for an aggregate of 51,034 shares or less than 1% of the post merger outstanding common stock, (iv) unsecured trade debts and other unsecured pre-petition liabilities were paid in full via the issuance of one share of the Company’s stock, for each \$42 of debt, for an aggregate of 63,374 shares or less than 1% of the post merger outstanding common stock, and (v) post petition creditors received 1 share of stock for each \$1 of debt, for an aggregate of 191,301 shares or approximately 1% of the post merger outstanding common stock.

The Plan also required an amendment to the Company's capital structure to increase the number of shares authorized to 50,000,000 and to reduce the corresponding par value to \$.001.

In connection with the Plan, the Company raised \$4,707,000 of cash through the issuance of convertible debtor certificates. Shortly after confirmation of the Plan, the debtor certificates were exchanged for 5,135,130 shares of common stock (including 428,130 shares issued in lieu of paying cash for underwriter's fees) representing approximately 29% of the post merger outstanding common stock. An additional bonus of 513,514 shares was issued to investors and underwriters during the year ended January 31, 1998 for delay in the effective date of the Company's stock trading.

For accounting purposes, Old Newgold has been treated as the acquirer (reverse acquisition). Accordingly, the historical financial statements prior to November 21, 1996 are those of Old Newgold. There were no assets or liabilities acquired in this transaction and there is no impact on the statement of operations.

NOTE 2 - GOING CONCERN

These financial statements have been prepared on a going concern basis. During the years ended January 31, 2007 and 2006 and the period from January 1, 1995 to January 31, 2007, Firstgold incurred net losses of approximately \$4,728,070, \$2,645,231 and \$22,816,813, respectively. In addition, Firstgold had a total shareholders' deficit of \$4,245,793 and was in the development stage since inception and through January 31, 2007. The Company's ability to continue as a going concern is dependent upon its ability to generate profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The outcome of these matters cannot be predicted with any certainty at this time. Since inception, the Company has satisfied its capital needs by issuing equity securities.

Management plans to continue to provide for its capital needs during the year ended January 31, 2008 by issuing equity securities or incurring additional debt financing, with the proceeds to be used to re-establish mining operations at Relief Canyon as well as improve its working capital position. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern.

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NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Development Stage Company

Effective January 1, 1995 (date of inception), the Company is considered a development stage Company as defined in SFAS No. 7. The Company's development stage activities consist of the development of several mining properties located in Nevada. Sources of financing for these development stage activities have been primarily debt and equity financing. The Company has, at the present time, not paid any dividends and any dividends that may be paid in the future will depend upon the financial requirements of the Company and other relevant factors.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, the Company considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Restricted Cash

Restricted cash represents a certificate of deposit with Wells Fargo Bank to serve as collateral for a reclamation bond with the Nevada Department of Environmental Protection at the Relief Canyon Mine.

Marketable Securities Available for Sale

Investments in equity securities are classified as available-for-sale. Securities classified as available for sale are marked to market at each period end. Changes in value on such securities are recorded as a component of *Other comprehensive income (loss)*. If declines in value are deemed other than temporary, losses are reflected in *Net income (loss)*.

Property and Equipment

Depreciation, depletion and amortization of mining properties, mine development costs and major plant facilities will be computed principally by the units-of-production method based on estimated proven and probable ore reserves. Proven and probable ore reserves reflect estimated quantities of ore which can be economically recovered in the future from known mineral deposits. Such estimates are based on current and projected costs and prices. Other equipment is depreciated using the straight-line method principally over the estimated useful life of the respective asset.

Deferred Reclamation Costs

In August 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 143, "Accounting for Asset Retirement Obligations," which established a uniform methodology for accounting for estimated reclamation and abandonment costs. The statement was adopted February 1, 2003. The reclamation costs will be allocated to expense over the life of the related assets and will be adjusted for changes resulting from the passage of time and revisions to either the timing or amount of the original present value estimate.

Prior to adoption of SFAS No. 143, estimated future reclamation costs were based principally on legal and regulatory requirements. Such costs related to active mines were accrued and charged over the expected operating lives of the mines using the Units Of Production method based on proven and probable reserves.

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Future remediation costs for inactive mines were accrued based on management's best estimate at the end of each period of the undiscounted costs expected to be incurred at a site. Such cost estimates included, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates at inactive mines were reflected in earnings in the period an estimate was revised.

Exploration Costs

Exploration costs are expensed as incurred. All costs related to property acquisitions are capitalized.

Mine Development Costs

Mine development costs consist of all costs associated with bringing mines into production, to develop new ore bodies and to develop mine areas substantially in advance of current production. The decision to develop a mine is based on assessment of the commercial viability of the property and the availability of financing. Once the decision to proceed to development is made, development and other expenditures relating to the project will be deferred and carried at cost with the intention that these will be depleted by charges against earnings from future mining operations. No depreciation will be charged against the property until commercial production commences. After a mine has been brought into commercial production, any additional work on that property will be expensed as incurred, except for large development programs, which will be deferred and depleted.

Financing Costs

Financing costs, including interest, are capitalized when they arise from indebtedness incurred to finance development and construction activities on properties that are not yet subject to depreciation or depletion. Capitalization is based upon the actual interest on debt specifically incurred or on the average borrowing rate for all other debt except where shares are issued to fund the cost of the project.

Depreciation, Depletion and Amortization

Assets other than mining properties and mineral rights are depreciated using the straight-line method over their estimated useful lives. Capitalized development costs are amortized on the units of production method considering proven and probable reserves. Depreciation and depletion rates are subject to periodic review to ensure that asset costs are amortized over their useful lives.

Impairment

Mining projects and properties are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of these assets may not be recoverable. If estimated future cash flows expected to result from the use of the mining project or property and its eventual disposition are less than the carrying amount, impairment is recognized based on the estimated fair value of the mining project or property. Fair value generally is based on the present value of estimated future net cash flows for each mining project or property, calculated using estimates of proven and probable mineable reserves, geological resources, future prices, operating costs, capital requirements and reclamation costs. A provision for impairment in valuation of development costs and property, plant and equipment amounted to \$800,000 for the year ended January 31, 2002 and was charged to operating expense. After these adjustments all development costs and property, plant and equipment have been fully written off.

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Management's estimates of future cash flows are subject to risks and uncertainties. Therefore, it is reasonably possible that changes could occur which may affect the recoverability of the Company's investment in mineral properties.

Risks Associated with Gold Mining

The business of gold mining is subject to certain types of risks, including environmental hazards, industrial accidents, and theft. While the Company maintains insurance consistent with industry practice, it is not possible to insure against all risks associated with the mining business, or prudent to assume that insurance will continue to be available at a reasonable cost. The Company has not obtained environmental liability insurance because such coverage is not considered by management to be cost effective.

Reclamation Costs

Reclamation costs and related accrued liabilities, which are based on the Company's interpretation of current environmental and regulatory requirements, are accrued and expensed, upon determination.

Based on current environmental regulations and known reclamation requirements, management has included its best estimates of these obligations in its reclamation accruals. However, it is reasonably possible that the Company's best estimates of its ultimate reclamation liabilities could change as a result of changes in regulations or cost estimates.

Valuation of Derivative Instruments

FAS No. 133 "Accounting for Derivative Instruments and Hedging Activities " requires bifurcation of embedded derivative instruments and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black Scholes model as a valuation technique. Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as Adjustments to Fair Value of Derivatives. In addition, the fair values of freestanding derivative instruments such as warrants are valued using Black Scholes models.

Revenue Recognition

Revenues will be recognized when deliveries of gold are made, title and risk of loss passes to the buyer and collectibility is reasonably assured. Deferred revenue represents non-refundable cash received in exchange for royalties on net smelter returns on the Relief Canyon Mine. Deferred revenue will be amortized to earnings based on estimated production in accordance with the royalty agreement.

Fair Value of Financial Instruments

The Company's financial instruments include cash and cash equivalents and accounts payable - trade. The carrying amounts for these financial instruments approximate fair value due to their short maturities.

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Comprehensive Income

The Company utilizes SFAS No. 130, "Reporting Comprehensive Income." This statement establishes standards for reporting comprehensive income and its components in a financial statement. Comprehensive income as defined includes all changes in equity (net assets) during a period from non-owner sources. Examples of items to be included in comprehensive income, which are excluded from net income, include foreign currency translation adjustments, minimum pension liability adjustments, and unrealized gains and losses on available-for-sale marketable securities.

Comprehensive income is presented in the Company's financial statements since the Company did have unrealized gain (loss) of from changes in equity from available-for-sale marketable securities.

Income Taxes

The Company accounts for income taxes under the liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements or tax returns. Under this method, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amount expected to be realized.

As of January 31, 2007, the deferred tax assets related to the Company's net operating loss carry-forwards are fully reserved. Due to the provisions of Internal Revenue Code Section 382, the Company may not have any net operating loss carry-forwards available to offset financial statement or tax return taxable income in future periods as a result of a change in control involving 50 percentage points or more of the issued and outstanding securities of the Company.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Loss Per Share

The Company utilizes SFAS No. 128, "Earnings per Share." Basic loss per share is computed by dividing loss available to common shareholders by the weighted-average number of common shares outstanding. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Common equivalent shares are excluded from the computation if their effect is anti-dilutive.

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The following common stock equivalents were excluded from the calculation of diluted loss per share since their effect would have been anti-dilutive:

	2007	2006
Warrants	26,592,866	20,774,583

Concentrations of Credit Risk

Financial instruments which potentially subject the Company to concentrations of credit risk consist of cash and cash equivalents. The Company places its cash and cash equivalents with high credit, quality financial institutions. At times, such cash and cash equivalents may be in excess of the Federal Deposit Insurance Corporation insurance limit of \$100,000. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk on cash and cash equivalents.

Recent Accounting Pronouncements

In March 2005, the FASB issued FASB Interpretation (“FIN”) No. 47, “Accounting for Conditional Asset Retirement Obligations”. FIN No. 47 clarifies that the term conditional asset retirement obligation as used in FASB Statement No. 143, “Accounting for Asset Retirement Obligations,” refers to a legal obligation to perform an asset retirement activity in which the timing and (or) method of settlement are conditional on a future event that may or may not be within the control of the entity. The obligation to perform the asset retirement activity is unconditional even though uncertainty exists about the timing and (or) method of settlement. Uncertainty about the timing and/or method of settlement of a conditional asset retirement obligation should be factored into the measurement of the liability when sufficient information exists. This interpretation also clarifies when an entity would have sufficient information to reasonably estimate the fair value of an asset retirement obligation. FIN No. 47 is effective no later than the end of fiscal years ending after December 15, 2005 (December 31, 2005 for calendar-year companies). Retrospective application of interim financial information is permitted but is not required. Management does not expect adoption of FIN No. 47 to have a material impact on Firstgold’s financial statements.

In May 2005, the FASB issued Statement of Accounting Standards (SFAS) No. 154, “Accounting Changes and Error Corrections” an amendment to Accounting Principles Bulletin (APB) Opinion No. 20, “Accounting Changes”, and SFAS No. 3, “Reporting Accounting Changes in Interim Financial Statements” though SFAS No. 154 carries forward the guidance in APB No. 20 and SFAS No. 3 with respect to accounting for changes in estimates, changes in reporting entity, and the correction of errors. SFAS No. 154 establishes new standards on accounting for changes in accounting principles, whereby all such changes must be accounted for by retrospective application to the financial statements of prior periods unless it is impracticable to do so. SFAS No. 154 is effective for accounting changes and error corrections made in fiscal years beginning after December 15, 2005, with early adoption permitted for changes and corrections made in years beginning after May 2005.

Effective for reporting periods beginning after December 15, 2005, the EITF released Issue No. 04-6, “Accounting For Stripping Costs Incurred During Production In The Mining Industry.” The EITF reached a consensus of accounting for “stripping cost”, the cost of removing overburden (material overlying a mineral deposit that must be removed prior to mining) and waste materials, during the production phase and determined that such costs are considered variable production costs and thus should be included in the cost of inventory produced during the period in which the stripping costs are incurred. The consensus applies to only entities involved in finding and removing wasting natural resources. As such, this statement is not applicable to the Company.

In February 2006, the FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments", which amends SFAS No. 133, "Accounting for Derivatives Instruments and Hedging Activities" and SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishment of Liabilities." SFAS No. 155 amends SFAS No. 133 to narrow the scope exception for interest-only and principal-only strips on debt instruments to include only such strips representing rights to receive a specified portion of the contractual interest or principle cash flows. SFAS No. 155 also amends SFAS No. 140 to allow qualifying special-purpose entities to hold a passive derivative financial instrument pertaining to beneficial interests that itself is a derivative instrument. The Company is currently evaluating the impact of this new Standard but believes that it will not have a material impact on the Company's financial position, results of operations, or cash flows.

In March 2006, the FASB issued SFAS No. 156, "Accounting for Servicing of Financial Assets" ("SFAS NO. 156"), which provides an approach to simplify efforts to obtain hedge-like (offset) accounting. This Statement amends FASB Statement No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities", with respect to the accounting for separately recognized servicing assets and servicing liabilities. The Statement (1) requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into a servicing contract in certain situations; (2) requires that a separately recognized servicing asset or servicing liability be initially measured at fair value, if practicable; (3) permits an entity to choose either the amortization method or the fair value method for subsequent measurement for each class of separately recognized servicing assets or servicing liabilities; (4) permits at initial adoption a one-time reclassification of available-for-sale securities to trading securities by an entity with recognized servicing rights, provided the securities reclassified offset the entity's exposure to changes in the fair value of the servicing assets or liabilities; and (5) requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the balance sheet and additional disclosures for all separately recognized servicing assets and servicing liabilities. SFAS No. 156 is effective for all separately recognized servicing assets and liabilities as of the beginning of an entity's fiscal year that begins after September 15, 2006, with earlier adoption permitted in certain circumstances. The Statement also describes the manner in which it should be initially applied. The Company does not believe that SFAS No. 156 will have a material impact on its financial position, results of operations or cash flows.

In July 2006, the FASB released FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes", an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 clarifies the accounting and reporting for uncertainties in income tax law. This interpretation prescribes a comprehensive model for the financial statement recognition, measurement, presentation and disclosure of uncertain tax positions taken or expected to be taken in income tax returns. This statement is effective for fiscal years beginning after December 15, 2006. The Company is currently in the process of evaluating the expected effect of FIN 48 on its results of operations and financial position.

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Issues No. 157, "Fair Value Measurements" ("SFAS 157"), which defines the fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements.

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This statement is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Early adoption is encouraged, provided that the Company has not yet issued financial statements for that fiscal year, including any financial statements for an interim period within that fiscal year. The Company is currently evaluating the impact SFAS 157 may have on its financial condition or results of operations.

In September 2006, the FASB issued SFAS No. 158, "Employer's accounting for Defined Benefit Pension and Other Post Retirement Plans". SFAS No. 158 requires employers to recognize in its statement of financial position an asset or liability based on the retirement plan's over or under funded status. SFAS No. 158 is effective for fiscal years ending after December 15, 2006. The Company is currently evaluating the effect that the application of SFAS No. 158 will have on its results of operations and financial condition.

In September 2006, the United States Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements" ("SAB 108"). This SAB provides guidance on the consideration of the effects of prior year misstatements in quantifying current year misstatements for the purpose of a materiality assessment. SAB 108 establishes an approach that requires quantification of financial statement errors based on the effects on each of the company's balance sheets, statements of operations and related financial statement disclosures. The SAB permits existing public companies to record the cumulative effect of initially applying this approach in the first year ending after November 15, 2006 by recording the necessary correcting adjustments to the carrying values of assets and liabilities as of the beginning of that year with the offsetting adjustment recorded to the opening balance of retained earnings. Additionally, the use of the cumulative effect transition method requires detailed disclosure of the nature and amount of each individual error being corrected through the cumulative adjustment and how and when it arose. The Company is currently evaluating the impact SAB 108 may have on its results of operations and financial condition.

In October 2006, the Emerging Issues Task Force ("EITF") issued EITF 06-3, "How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That is, Gross versus Net Presentation)" to clarify diversity in practice on the presentation of different types of taxes in the financial statements. The Task Force concluded that, for taxes within the scope of the issue, a company may adopt a policy of presenting taxes either gross within revenue or net. That is, it may include charges to customers for taxes within revenues and the charge for the taxes from the taxing authority within cost of sales, or, alternatively, it may net the charge to the customer and the charge from the taxing authority. If taxes subject to EITF 06-3 are significant, a company is required to disclose its accounting policy for presenting taxes and the amounts of such taxes that are recognized on a gross basis. The guidance in this consensus is effective for the first interim reporting period beginning after December 15, 2006 (the first quarter of our fiscal year 2007). The Company does not expect the adoption of EITF 06-3 will have a material impact on Firstgold's results of operations, financial position or cash flow.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS 159). Under the provisions of SFAS 159, Companies may choose to account for eligible financial instruments, warranties and insurance contracts at fair value on a contract-by-contract basis.

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Changes in fair value will be recognized in earnings each reporting period. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is required to and plans to adopt the provisions of SFAS 159 beginning in the first quarter of 2008. The Company is currently assessing the impact of the adoption of SFAS 159.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment at January 31, 2007 was recorded at \$874,711 and consisted of \$676,635 of site and pad costs and mining equipment at the Relief Canyon Mine, \$134,784 in building cost in an office in Lovelock, NV and \$137,460 of other property and equipment. The Company had previously determined that the value of its fixed assets at the Relief Canyon Mine were permanently impaired and wrote off assets with a carrying value of \$800,000. When the Company can reestablish mining operations at Relief Canyon it is possible that some of these assets could be utilized in such operations.

A summary of property, plant and equipment previously written off was as follows:

	Buildings	Machinery & Equipment	Costs	Development Interest	Capitalized Total
Relief Canyon Mine	\$ 215,510	\$ 277,307	\$ 261,742	\$ 45,441	\$ 800,000

NOTE 5 - NOTES PAYABLE

Notes payable consist of the following at January 31, 2007:

Mortgage note payable	\$	100,000
The note bears interest at 10% per year and is due in January 2008. The loan is secured by a 3,000 square foot improved office building located in Lovelock, NV.		
Equipment note payable		47,037
The note does not bear any interest and is due in December 2007. The loan is secured by a Caterpillar loader.		
Total notes payable	\$	147,037

Interest expense was \$596,975, \$941,347 and \$3,006,012 for the years ended January 31, 2007 and 2006, and the period from January 1, 1995 to January 31, 2007, respectively.

NOTE 6 - CONVERTIBLE DEBENTURE

January 27, 2006 Convertible Debenture

On January 27, 2006, Firstgold entered into a Securities Purchase Agreement (the "Purchase Agreement") and other agreements in connection with the private placement of a convertible debenture, in the principal amount of \$1,000,000 and bearing interest at 8% per annum (the "Debenture"). The Debenture was funded \$600,000 on January 27, 2006, \$200,000 on March 2, 2006 and \$200,000 on July 18, 2006. Of the \$600,000 funded on January 27, 2006, \$77,500 was paid for various loan fees and closing costs. Of the \$200,000 funded on March 9, 2006, \$20,000 was paid for loan fees. Of the \$200,000 funded on July 18, 2006, \$20,000 was paid for loan fees.

On June 29, 2006 \$500,000 of the Debenture dated January 27, 2006 was converted into 1,904,037 shares of common stock and \$100,000 of the Debenture dated March 9, 2006 was converted into 495,050 shares of common stock. On September 15, 2006 1,523,229 shares of common stock were issued in conversion of the remaining \$400,000 in principal of outstanding Secured Convertible Debentures. An additional 117,852 shares of common stock was issued in conversion of \$30,948 of accrued interest on the Secured Convertible Debentures.

September 26, 2006 Convertible Debenture

On September 26, 2006, Firstgold entered into a Securities Purchase Agreement (the "Purchase Agreement") and other agreements, as amended on November 1, 2006, in connection with the private placement of convertible debentures, in the aggregate principal amount of \$3,000,000 and bearing interest at 8% per annum (the "Debenture"). The Debentures were funded \$1,000,000 on September 26, 2006, \$1,000,000 upon the filing of a resale registration statement with the SEC on December 1, 2006 and \$1,000,000 on March 15, 2007. Of the \$1,000,000 funded on September 26, 2006, \$120,000 was paid for various loan fees and closing costs and of the \$1,000,000 funded December 1, 2006, \$90,000 was paid for various loan fees and closing costs. The Debentures are due and payable three years after the issue date unless it is converted into shares of common stock or is repaid prior to its expiration date. The conversion rate is adjustable and at any conversion date, will be the lower of \$0.4735 per share or 95% of the Market Conversion Price.

In conjunction with the Purchase Agreement, Firstgold entered into an Investor Registration Rights Agreement (the "Registration Rights Agreement"). The Registration Rights Agreement requires Firstgold to register at least 15,000,000 shares of its Common Stock to cover the conversion of the Debenture (assuming conversion prices substantially below \$0.4735) and 3,500,000 shares of its Common Stock issuable upon conversion of warrants (the "Warrants" which are exercisable at a price of \$0.45 per common share) granted to the Debenture holder. Firstgold is required to keep this Registration Statement effective until the Debenture has been fully converted, repaid, or becomes due and the Warrants have been fully exercised or expire. Both the Debenture and the Warrants are currently convertible or exercisable, respectively.

In conjunction with the Purchase Agreement, Firstgold entered into a Security Agreement (the "Security Agreement"). The Security Agreement creates a secured interest in favor of the Debenture holder in Firstgold's mining interest and assets in the Relief Canyon Mine property. This security interest was created by recordation of a Memorandum of Security Agreement filed in Pershing County, Nevada in November 2006. Consequently, if a default occurred under the Debenture, the Debenture holder could take over or sell all of Firstgold's interests, business and assets associated with the Relief Canyon Mine.

The transaction, to the extent that it is to be satisfied with common stock of the Company, would normally be included as equity obligations. However, in the instant case, due to the indeterminate number of shares which might be issued under the embedded convertible note debt conversion feature, the Company is required to record a liability for the fair value of the detachable warrants and the embedded convertible feature of the note payable (included in the liabilities as a "derivative liability").

The accompanying financial statements comply with current requirements relating to warrants and embedded conversion features as described in FAS 133, EITF 98-5, 00-19, and 00-27, and APB 14 as follows:

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- The Company allocated the proceeds received between convertible debt and the detachable warrants based upon the relative fair market values on the date the proceeds were received.
- Subsequent to the initial recording, the change in the fair value of the detachable warrants, determined under the Black-Scholes option pricing formula, and the change in the fair value of the embedded derivative in the conversion feature of the convertible debentures were recorded as adjustments to the liabilities at January 31, 2007.
- \$616,493 of expense for the year ended January 31, 2007 relating to the change in the fair value of the Company's stock reflected in the change in the fair value of the warrants and derivatives (noted above) is included as other income (expense).
- Accreted interest of \$221,264 for the year ended January 31, 2007.

The following table summarizes the various components of the convertible notes as of January 31, 2007:

Derivative liabilities	\$	2,245,121
Convertible debenture		2,650,000
Unamortized discount		(402,135)
Deferred financing costs		(1,382,642)
Total convertible debt and financing costs	\$	3,110,344

October 10, 2006 Convertible Debentures

On October 10, 2006, Firstgold issued convertible debentures in the aggregate principal amount of \$650,000 and bearing interest of 8% per annum. The Debentures and accrued interest are convertible into shares of Firstgold common stock at a conversion rate of \$0.4735 per share. The Debentures are due and payable three years from the date of issue unless they are converted into shares of the Company's common stock or are repaid prior to their expiration date. Additionally, the investors were issued warrants to purchase an aggregate of 746,843 shares of Firstgold common stock with 426,767 warrants exercisable at \$0.45 per share and 320,076 warrants exercisable at \$0.60 per share. The warrants expire four years from the date of issuance. The warrants were issued as financing costs and total deferred financing cost of \$173,114 was recorded in relation to this debt.

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Except for the advance royalty and rent payments noted below, the Company is not obligated under any capital leases or non-cancelable operating lease with initial or remaining lease terms in excess of one year as of January 31, 2007. However, minimum annual royalty payments are required to retain the lease rights to the Company's properties.

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Relief Canyon Mine

The Company purchased the Relief Canyon Mine from J.D. Welsh Associates (Welsh) in January 1995. The mine consisted of 39 claims and a lease for access to an additional 800 acres contiguous to the claims. During 1997, the Company staked an additional 402 claims. Subsequent to January 31, 1998, the Company reduced the total claims to 50 (approximately 1,000 acres). The annual payment to maintain these claims is \$5,000. As part of the original purchase of Relief Canyon Mine, Welsh assigned the lease from Santa Fe Gold Corporation (Santa Fe) to the Company. The lease granted Santa Fe the sole right of approval of transfer to any subsequent owner of the Relief Canyon Mine. Santa Fe had accepted lease and minimum royalty payments from the Company, but has declined to approve the transfer. Due to Welsh's inability to transfer the Santa Fe lease, the original purchase price of \$500,000 for Relief Canyon Mine was reduced by \$50,000 in 1996 to \$450,000.

Subsequent to January 31, 1998, the lease was terminated by Santa Fe. Management believes loss of the Santa Fe lease will have no material adverse affect on the remaining operations of the mine operation or the financial position of the Company.

During 1996, Repadre Capital Corporation ("Repadre") purchased for \$500,000 a net smelter return royalty (Repadre Royalty). Repadre was to receive a 1.5% royalty from production at each of the Relief Canyon Mine and Mission Mines. In July 1997, an additional \$300,000 was paid by Repadre for an additional 1% royalty from the Relief Canyon Mine. In October, 1997, when the Mission Mine lease was terminated, Repadre exercised its option to transfer the Repadre Royalty solely to the Relief Canyon Mine resulting in a total 4% royalty. The total amount received of \$800,000 has been recorded as deferred revenue in the accompanying financial statements.

Crescent Red Caps Joint Venture

Firstgold is the owner of a 22.22% joint venture interest and is the operator of the Crescent Red Caps Joint Venture ("Crescent Red Caps"). The remaining 77.78% interest is held by ASDi LLC, a California limited liability company owned by A. Scott Dockter, Chairman and CEO of Firstgold. Additionally, Firstgold, by making expenditures over the next three years aggregating \$2,700,000, will end up with a 66.66% overall interest in the joint venture. Firstgold will then have the opportunity to purchase the remaining joint venture interest held by Mr. Dockter based on the results of the exploration work contemplated by these additional expenditures.

The Company acquired its 22.22% in the joint venture by issuing to ASDi LLC 2,500,000 shares of its restricted common stock and a warrant to purchase 2,500,000 shares of its common stock at a price of \$0.40. The warrant has a term of three years. The common stock was valued at \$0.20 per share for a total of \$500,000. The fair market value of the warrants was calculated to be \$359,522 as determined by the methodology described in Note 9. The Company recorded this investment as a loss from the joint venture of \$859,522 for the year ended January 31, 2006.

The properties are subject to two leases which include approximately 135 unpatented mining claims and cover approximately 2700 acres. All gold, silver and other mineral production by Crescent Red Caps is subject to a 3% net smelter return ("NSR") royalty payable to the lessors except for barite which is subject to a 10% royalty on ore produced from claims covered by the leases.

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Litigation

On February 4, 2000, a complaint was filed against Firstgold by Sun G. Wong in the Superior Court of Sacramento County, California (Case No. 00AS00690). In the complaint, Mr. Wong claims that he was held liable as a guarantor of Firstgold in a claim brought by Don Christianson in a breach of contract action against Firstgold. On September 26, 2006, the parties signed a Settlement Agreement to resolve this lawsuit. Pursuant to the Settlement Agreement, Firstgold paid Mr. Wong \$125,000 and issued him 100,000 shares of common stock on October 4, 2006 and made a final payment of \$50,000 to Mr. Wong on January 3, 2007. An Acknowledgment of Satisfaction of Judgment has been filed by Mr. Wong.

On February 8, 2007, a complaint was filed against ASDi, LLC, Crescent Red Caps LLC, Firstgold, and Scott Dockter by the Lessors of the Crescent Valley and Red Caps mining properties. The complaint was filed in the Sixth Judicial District Court of Lander County, Nevada (Case No. 9661). In the complaint the plaintiffs allege that ASDi, LLC wrongfully assigned its lessee rights in the Crescent Valley and Red Caps mining properties to Crescent Red Caps LLC (of which Firstgold is the Managing Member). The complaint seeks the termination of the leasehold rights granted to ASDi, LLC and quiet title and damages. The complaint also seeks an order against Firstgold restricting public claims of ownership or control of the mining properties. ASDi, LLC and Firstgold do not believe the lease assignments were wrongful or even required the Lessors' consent. Consequently, ASDi, LLC and Firstgold plan to vigorously defend this action. On April 3, 2007, a preliminary hearing was held in which the defendants sought a Summary Judgment to have the leasehold termination notices declared void. The Court did not grant the defendants' motions thus requiring the matter to proceed to trial on the merits. In addition, the Court will enter an injunction against public claims of ownership of the mining property by Firstgold. Until this matter is resolved, Crescent Red Caps LLC and/or Firstgold do not plan to expend funds on exploration expenses on the leased properties.

The Company is involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate dispositions of these matters will not have a material adverse effect on the Company's financial position, results or operations or liquidity.

NOTE 8 - SHAREHOLDERS' DEFICIT

The following common stock transactions occurred during the period from January 1, 1995 to January 31, 2007:

Common Stock

In January 1996, 3,800,000 shares were issued to purchase the rights to the Washington Gulch property. The site was acquired from a former officer of the Company. The property consists of a mill site located in Montana. The value of the common stock issued on the property was recorded at the cash value of the net monetary assets received which amounted to \$181,000.

In June, 1996 the Company exchanged several "net profits interests" for shares of common stock of the Company. A net profit interest is a royalty based on the profit remaining after recapture of certain operating, capital and other costs as defined by agreement. Net profits interests sold for \$442,037 were repurchased for 1,431,642 shares of common stock.

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In October 1996 the Company issued 1,000,000 shares, valued at \$1 per share, to Casmyn Corp. as partial consideration for the repurchase of their 50% interest in the Relief Canyon Mine.

In November 1996, the Company sold 100,000 shares in exchange for \$100,000 in cash to Repadre Capital Corporation.

In November 1996, Newgold, Inc. of Nevada (Old Newgold) was merged into Warehouse Auto Centers, Inc. (WAC), a public company, which had previously filed an involuntary petition under Chapter 11 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Western District of New York. Pursuant to the plan of reorganization and merger (the Plan), (i) WAC which was the surviving corporation for legal purposes, changed its name to Newgold, Inc. (the Company), (ii) the outstanding shares of Old Newgold were converted into the right to receive an aggregate of 12,000,000 shares or approximately 69% of the post merger outstanding common stock of the Company, (iii) each outstanding share of WAC was converted into the right to receive 1/65 share of the common stock of the Company, for an aggregate of 51,034 shares or less than 1% of the post merger outstanding common stock, (iv) unsecured trade debts and other unsecured pre-petition liabilities were paid in full via the issuance of one share of the Company's stock for each \$42 of debt, for an aggregate of 63,374 shares or less than 1% of the post merger outstanding common stock, and (v) post petition 1 share of stock for each \$1 of debt, for an aggregate of 191,301 shares or approximately 1% of the post merger outstanding common stock. The Plan also required an amendment to the Company's capital structure to increase the number of shares authorized to 50,000,000 and to reduce the corresponding par value to \$.001.

In connection with the Plan, the Company raised \$4,707,000 of cash through the issuance of convertible debtor certificates. Shortly after confirmation of the Plan, the debtor certificates were exchanged for 5,135,130 shares of common stock (including 428,130 shares issued in lieu of paying cash for underwriter's fees) of the Company representing approximately 29% of the post merger outstanding common stock.

In the bankruptcy reorganization of WAC, all creditors were issued stock in settlement of accounts payable. During fiscal 1998 post petition creditors had the option of receiving cash in lieu of stock. Five creditors returned 25,242 shares to the Company, resulting in a charge to stockholders' deficit of \$25,242.

In May 1997, the Company issued 12,500 shares to a note holder in payment of a \$5,000 note, which had originally been issued in exchange for an agreement to defer filing a judgment for collection of the \$200,000 note.

The Company's stock was approved by NASD for trading on July 7, 1997. On May 27, 1997, the investors in the WAC bankruptcy reorganization, which had been approved by the court on November 21, 1996, were issued a ten-percent bonus of 470,700 shares for the delay in trading. An additional 42,814 shares were issued to the investment bankers for a total of 513,514 shares. A total of \$205,000 was credited to stockholders' deficit for the transaction.

In October 1997 Repadre Capital Corp. exercised warrants to purchase 200,000 shares 1997 at \$1.00 per share.

The employment contract for the corporate counsel stipulated the Company would pay the rent for a law office. In March 1998, the Company issued 15,000 shares in lieu of cash for six months rent. General and administrative expense was charged \$6,000 for the rent. The corporate counsel's office was subsequently relocated to the Company's headquarters.

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In April 1998, the Company closed a Regulation S offering for 5,480,000 shares to raise \$548,000 at \$.10 per share. In connection with this offering 136,977 shares were issued as commission to brokers.

As an alternative to gold mining, the Board of Directors approved an exploration program for a calcium bentonite mine located in southern California. In payment of a purchase option on the mine, the Company issued 150,000 shares of stock to the mine owner in May 1998. The Company charged \$55,500 to exploration expense for the option. After completing the due diligence on the mine property, the Company abandoned development of the mine in August 1998.

On June 8, 1999 the Board of Directors approved a three-for-two stock split, effected in the form of a 50% stock dividend, payable to stockholders of record on June 10, 1999.

In January 2000 the Board of Directors, agreed that various creditors of the Company would settle their debt through conversion of the debt into equity by issuing stock at a price of \$0.40 per share. In total, \$1,282,271 of debt was converted into 3,205,674 shares of stock. \$477,977 or 1,194,943 shares were for amounts owed to the Chairman of the Company; \$328,733 or 821,833 shares were for amounts owed to two directors and \$475,561 or 1,188,898 shares were for amounts owed to other shareholders.

In February 2000, the Company closed a private placement offering of 1,196,000 shares to raise \$598,000 at \$.50 per share. Additionally, a warrant was issued with each share to purchase an additional share of common stock at \$1 per share. The warrants expired four years from the original date of closing. In connection with this offering \$60,000 was paid as commission to brokers in the form of 120,000 shares of common stock and were accounted for as offering costs. Due to the registration of the shares not being completed, as a penalty the Company issued an additional 239,200 to the investors in August 2000.

In April 2000, the Company issued 78,271 shares of common stock in exchange for services related to an Internet interview and broadcast with the Chairman and Chief Executive Officer of the Company..

In April 2000, a \$200,000 note payable and a \$250,000 judgment payable were settled and paid off in full by a shareholder of the company. The total balances due including interest and legal fees had grown to approximately \$650,000 at the time of settlement. The shareholder has received an additional 1,000,000 shares of stock as reimbursement for the payment of these amounts on behalf of the Company.

In October 2000 the Company issued 600,000 shares of common stock to an investor for \$67,000.

In February 2001 the Company issued 2,500,000 shares of common stock to an investor for \$150,000.

In January 2003 warrants to purchase 550,000 shares of common stock were exercised at a price of \$0.10 per share. The original exercise price was \$1.00 however the investors and the Company renegotiated the exercise price to \$0.10 per share.

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In February 2003 warrants to purchase 200,000 shares of common stock were exercised at a price of \$0.10 per share. The original exercise price was \$1.00 however the investor and the Company renegotiated the exercise price to \$0.10 per share.

In January 2005 the Company issued 671,667 shares of common stock at a price of \$0.15 per share to four investors for total proceeds of \$100,750. Additionally, 671,667 warrants to purchase common stock at a price of \$0.30 per share were issued to the investors. The warrants expire three years from the date of issuance.

In March 2005 a Special Meeting of Shareholders of Firstgold was held for the purpose of amending the Articles of Incorporation to affect an increase in the authorized shares of common stock issuable to 250,000,000 shares. At the meeting the proposal was approved by the shareholders, with a total of 31,392,611 shares voting in favor of the amendment, 411,711 voting against the amendment and 10,207 shares abstained from voting.

In February 2005 Firstgold issued 500,000 shares of common stock at a price of \$0.15 per share to an investor for total proceeds of \$75,000. Additionally, 500,000 warrants to purchase common stock at a price of \$0.30 per share were issued to the investor. The warrants expire three years from the date of issuance.

In April 2005 Firstgold issued 2,000,000 shares of common stock at a price of \$0.25 per share to investors for total proceeds of \$500,000. Additionally, 1,000,000 warrants to purchase common stock at a price of \$0.50 per share were issued to the investors. The warrants expire three years from the date of issuance.

In July 2005 Firstgold issued 12,326,231 shares of common stock at a price of \$0.15 per share to the Chief Executive Officer according to the terms of existing notes payable to the officer. The issuance resulted in the repayment of principal and interest totaling \$1,848,935.

In January 2006 Firstgold issued 2,500,000 shares of common stock at a price of \$0.20 per share to ASDi LLC, an entity controlled and managed by the Chief Executive Officer in exchange for a 22.22% interest in a newly formed entity, Crescent Red Caps Joint Venture (see Note 8). Additionally, 2,500,000 warrants to purchase common stock at a price of \$0.40 per share were issued to ASDi LLC. The warrants expire three years from the date of issuance.

In January 2006 Firstgold issued 2,500,000 shares of common stock at a price of \$0.20 per share to an investor for total proceeds of \$500,000. Additionally, 2,500,000 warrants to purchase common stock at a price of \$0.40 per share were issued to the investor. The warrants expire three years from the date of issuance.

In March 2006 Firstgold issued 500,000 shares of common stock at a price of \$0.20 per share to an investor for total proceeds of \$100,000. Additionally, 500,000 warrants to purchase common stock at a price of \$0.40 per share were issued to the investor. The warrants expire three years from the date of issuance.

In June 2006 Firstgold issued upon conversion 450,050 shares of common stock at a price of \$0.202 per share and 1,904,037 shares of common stock at a price of \$0.263 to a convertible debenture holder according to the terms of two existing convertible debentures. The issuance resulted in the repayment of principal totaling \$600,000 owed by Firstgold to the convertible debenture holder.

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In October 2006 Firstgold issued 100,000 shares of restricted common stock to one person in partial settlement of an existing litigation matter.

In October 2006 a finder's fee of 2,000,000 common shares and 2,000,000 warrants to purchase common shares at a price of \$0.50 per common share were issued to an unrelated third party for their work associated with the Antelope Peak mineral lease.

In January 2007 Firstgold issued 1,630,9181 shares of common stock at a price of \$0.15 per share to the Chief Financial Officer according to the terms of existing notes payable to the officer. The issuance resulted in the repayment of principal and interest totaling \$244,638.

In January 2007 Firstgold issued 535,643 shares of restricted common stock to one person in settlement of an existing note payable, accrued interest and accrued wages and bonus totaling \$357,422.

Warrants

Firstgold has issued common stock warrants to officers of Firstgold as part of certain financing transactions (see Note 6). Firstgold has also issued warrants as part of the issuance of a convertible debt transaction (see Note 7). Firstgold has also issued warrants as part of the issuance of common stock (see this Note 9).

The fair market value of these warrants issued during the years ended January 31, 2007 and 2006 was determined to be \$603,743 and \$1,365,758, respectively, and was calculated under the Black-Scholes option pricing model with the following assumptions used:

	2007	2006
Expected life	3 - 4 years	3 - 4 years
Risk free interest rate	4.75%-4.84%	3.77%-4.49%
Volatility	86%-160%	134%
Expected dividend yield	None	None

The fair value of these warrants is being amortized to interest expense over one and three years, the original life of the loans. Total amortization expense for the years ended January 31, 2007 and 2006 and the period from January 1, 1995 to January 31, 2007 was approximately \$13,517, \$777,642 and \$1,287,774, respectively.

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The following table presents warrant activity through January 31, 2007:

	Number of Shares	Weighted Average Exercise Price
Outstanding at January 31, 2000	-	\$ -
Granted	3,746,000	0.55
Exercised	-	-
Canceled or expired	-	-
Outstanding at January 31, 2001 and 2002	3,746,000	0.55
Granted	452,463	0.15
Exercised	(550,000)	(0.10)
Canceled or expired	-	-
Outstanding at January 31, 2003	3,648,463	0.43
Granted	1,265,766	0.15
Exercised	(200,000)	(0.10)
Canceled or expired	(996,000)	(1.00)
Outstanding at January 31, 2004	3,718,229	0.15
Granted	8,006,354	0.16
Exercised	-	-
Canceled or expired	-	-
Outstanding at January 31, 2005	11,724,583	0.16
Granted	9,050,000	0.37
Exercised	-	-
Canceled or expired	-	-
Outstanding at January 31, 2006	20,774,583	0.25
Granted	6,746,783	0.50
Exercised	(928,500)	(0.15)
Canceled or expired	-	-
Outstanding at January 31, 2007	26,592,866	\$ 0.32
Exercisable at January 31, 2007	26,592,866	\$ 0.32
Weighted average remaining contractual term	36 months	

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NOTE 9 - INCOME TAXES

As of January 31, 2007, the Company had net operating loss carry-forwards of approximately \$14,306,990 available to reduce future Federal taxable income which, if not used, will expire at various dates through January 31, 2027. Due to changes in the ownership of the Company, the utilization of these loss carry-forwards may be subject to substantial annual limitations. Deferred tax assets (liabilities) are comprised of the following at January 31, 2007:

Deferred Tax Assets		
Net Operating Loss Carry-forwards	\$	6,128,903
Contribution Carryover		16,029
Accrued Interest Payable		42,248
Accrued Payroll		146,092
Accrued Payroll Tax		187,253
AmortizationDiffBook/Tax		552,469
AccruedAccountsPayable		294,767
Capital Loss Difference		120,416
Stock compensation		6,722
Other		272
Less valuation allowance		(6,969,396)
Total Deferred Tax Assets		525,775
Deferred Tax Liability		
State Taxes		(525,775)
Total Deferred Tax Liabilities		(525,775)
Net deferred tax assets	\$	-

The net change in the total valuation allowance for the year ended January 31, 2007 was \$816,412. The valuation allowance is provided to reduce the deferred tax asset to a level which, more likely than not, will be realized.

The expected Federal income tax benefit, computed based on the Company's pre-tax losses at January 31, 2007 and the statutory Federal income tax rate, is reconciled to the actual tax benefit reflected in the accompanying financial statements as follows:

	2007	2006
Statutory regular federal income benefit rate	34.00%	34.00%
State taxes	8.84%	8.84%
Change in valuation allowance	(42.84)%	(42.84)%
Total	0.00%	0.00%

Previous to June 21, 1996, the stockholder of the Company elected under Internal Revenue Code Section 1362 to have the Company taxed as an S Corporation. As such, all Federal and substantially all State income tax attributes passed through the Company directly to the stockholder until that date.

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NOTE 10 - RELATED PARTY TRANSACTIONS

Loans from officers

In January 2007 a convertible promissory note with a balance of \$209,251 and additional accrued interest of \$35,387 due to the Chief Financial Officer and Secretary of Firstgold was converted into 1,630,918 shares of Firstgold common stock.

During the 2006 fiscal year, the Chairman and Chief Executive Officer of Firstgold had loaned Firstgold an aggregate of \$5,000. As of January 31, 2006 the net principal balance owing to him from previous loans was \$24,844 and accrued interest payable was \$33,023. These amounts were repaid to him during fiscal year end 2007.

Joint Venture with Officer

On January 25, 2006, Firstgold entered into a joint venture with ASDi, LLC to explore two Nevada mining properties known as the Red Caps Project and Crescent Valley Project and the properties are subject to two leases. The Red Caps consists of approximately 96 unpatented mining claims covering 1900 acres and the Crescent Valley consists of approximately 39 unpatented mining claims covering 750 acres. The Red Caps and Crescent Valley lessee is ASDi, LLC, which is owned and managed by the Chairman and CEO of Firstgold. The joint venture will be operated through a newly formed Nevada limited liability company called Crescent Red Caps, LLC. The terms of the joint venture provide for ASDi to contribute the Red Caps and Crescent Valley leases to the LLC in exchange for Firstgold issuing 2.5 million shares of its Common Stock to ASDi. Additionally, 2,500,000 warrants to purchase common stock at a price of \$0.40 per share were issued to ASDi LLC. The warrants expire three years from the date of issuance. Firstgold will initially own a 22.22% interest in the LLC and ASDi will hold a 77.78% interest. By expending up to \$1,350,000 on each project over the next three years, Firstgold can increase its interest in the LLC to 66.66%. Thereafter, Firstgold has the right to purchase the remaining interest in the LLC held by ASDi at a price to be determined by the results of the exploration work conducted. Firstgold will be the Manager of the LLC.

Prepayment of Airplane Time from Officer

In December 2006 Firstgold purchased 600 hours of airplane usage from the Chairman and Chief Executive Officer of Firstgold for \$120,000 at a rate of \$200 per hour. The airplane is to be used by Firstgold for commuting to and from Nevada to the various mine sites and the Lovelock, NV office. Based on current market rental rates for similar planes Firstgold believes that the current market hourly rate is substantially above its contract rate of \$200 per hour.

Advance to Officer

In January 2007 Firstgold made a temporary travel advance of \$100,000 to the Chairman and Chief Executive Officer. This amount had been fully repaid by May 2007.

NOTE 11 - SUBSEQUENT EVENTS

In March 2007 an additional \$1,000,000 was funded per the terms of the September 26, 2006 Convertible Debenture referred to in Note 6. Of the \$1,000,000 funded \$90,000 was paid for various loan fees and closing costs. This funding was originally to have been made upon the effectiveness of a registration statement; however the agreements were modified to provide for an earlier funding.

As part of the modification the warrant to purchase 1,500,000 at an exercise price of \$0.60 was adjusted to reflect an exercise price of \$0.45. All other original terms and conditions of the Debenture and related documents remain unchanged.

On March 26, 2007, Firstgold obtained an irrevocable Letter of Credit effective March 26, 2007 from Umpqua Bank in favor of the U.S. Department of Interior, Bureau of Land Management to an aggregate amount of U.S. \$613,500 and represents the revised reclamation bond for the Relief Canyon Mine. The letter of credit is secured by a certificate of deposit in the amount of \$674,850

On April 12, 2007 Firstgold received net proceeds of \$2,374,200 upon the issuance of Units consisting of 5,673,110 shares of common stock and warrants to purchase 2,836,555 shares of common stock at an exercise price of \$0.65 per share.

FIRSTGOLD CORP.
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FOR THE QUARTER AND SIX MONTHS ENDED JULY 31, 2007

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
BALANCE SHEET

	July 31, 2007 (unaudited)	January 31, 2007
ASSETS		
Current assets:		
Cash	\$ 8,466,770	\$ 150,647
Travel advance	14,737	114,737
Deposits	107,368	7,368
Prepaid expense	133,640	140,000
Total current assets	8,722,515	412,752
Property, plant and equipment , net of accumulated depreciation of \$76,585 and \$20,850 at July 31, and January 31, 2007, respectively	1,837,479	928,029
Other Assets		
Restricted cash	674,850	250,981
Deferred reclamation costs	641,026	641,026
Total other assets	1,315,876	892,007
Total assets	\$ 11,875,870	\$ 2,232,788

LIABILITIES AND SHAREHOLDERS' DEFICIT

Current liabilities		
Accounts payable	\$ 732,600	\$ 598,788
Accrued expenses	1,268,904	1,198,174
Notes payable	171,492	130,249
Total current liabilities	2,172,996	1,927,211
Long-term liabilities		
Convertible debenture and related derivative liabilities net of unamortized discount of \$456,225 and \$402,135 and deferred financing costs of \$1,909,434 and \$1,382,642 at July 31, and January 31, 2007, respectively	4,567,281	3,110,344
Accrued reclamation costs	641,026	641,026
Deferred revenue	800,000	800,000
Total long-term liabilities	6,008,307	4,551,370

Explanation of Responses:

Total liabilities	8,181,303	6,478,581
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The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
BALANCE SHEET

	July 31, 2007	January 31, 2007
Commitments and contingencies		
Shareholders' surplus (deficit)		
Common stock, \$0.001 par value		
250,000,000 shares authorized at July 31, and January 31, 2007, respectively		
107,589,794 and 68,104,072 shares issued and outstanding at		
July 31, and January 31, 2007, respectively	107,599	77,839
Additional paid in capital	31,166,524	19,434,973
Deficit accumulated during the exploration stage	(27,579,556)	(23,758,605)
Total shareholders' surplus (deficit)	3,694,567	(4,245,793)
Total liabilities and shareholders' deficit	\$ 11,875,870	\$ 2,232,788

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF OPERATIONS
For the Six and Three Months Ended July 31, 2006 and 2005
and for the Period from January 1, 1995 to July 31, 2006

	For the Six Months Ended July 31,		For the Three Months Ended July 31,		For the Period From January 1, 1995 to July 31, 2007
	2007	2006	2007	2006	
Net Sales	\$ -	\$ -	\$ -	\$ -	\$ -
Exploration and maintenance costs	463,815	172,130	337,134	102,620	2,358,143
Gross loss	(463,815)	(172,130)	(337,134)	(102,620)	(2,358,143)
Operating expenses	(2,211,602)	(543,093)	(1,225,917)	(295,365)	(18,079,426)
Loss from operations	(2,675,417)	(715,223)	(1,563,051)	(397,985)	(20,437,569)
Other (expense)					
Interest income	83,306		77,340		170,058
Dividend income					30,188
Other income					6,565
Adjustments to fair value of derivatives	(703,992)	(661,824)	919,263	(370,977)	(1,357,903)
Interest expense	(523,539)	(231,492)	(275,580)	(145,502)	(3,529,551)
Loss from joint venture					(859,522)
Loss on sale of marketable securities					(281,063)
Bad debt expense					(40,374)
Loss on disposal of plant, property and equipment					(334,927)
Loss on disposal of bond					(21,000)
Total other income (expense)	(1,144,225)	(893,316)	721,023	(516,479)	(6,198,880)
Net loss	\$ (3,819,642)	\$ (1,608,539)	\$ (842,028)	\$ (914,464)	\$ (26,636,452)
Basic and diluted loss per share	\$ (0.04)	\$ (0.02)	\$ (0.01)	\$ (0.01)	

Basic and diluted weighted- average shares outstanding	87,133,248	68,922,690	93,940,374	69,464,614
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The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS
For the Six Months Ended July 31, 2007 and 2006
and for the Period from January 1, 1995 to July 31, 2007

	For the Six Months Ended July 31,		For the Period
	2007	2006	From January 1, 1995 to July 31, 2007
Cash flows from operating activities			
Net loss	\$ (3,819,642)	\$ (1,608,539)	\$ (26,636,452)
Adjustments to reconcile net loss to net cash used in operating activities			
Accretion of warrants issued as a debt discount	21,461	-	1,309,236
Accretion of beneficial conversion	-	-	107,468
Accretion of debt discount	119,919	71,830	371,591
Adjustments to fair value of derivatives	703,992	661,824	1,357,904
Loss from joint venture	-	-	859,522
Loss on sale of marketable securities	-	-	281,063
Depreciation and amortization	111,213	23,424	300,098
Loss on disposal of property, plant and equipment	-	-	334,927
Impairment in value of property, plant and equipment	-	-	807,266
Loss on disposal of bond	-	-	21,000
Impairment in value of Relief Canyon Mine	-	-	3,311,672
Impairment in value of joint investments	-	-	490,000
Bad debt	-	-	40,374
Assigned value of stock and warrants exchanged for services	358,062	68,020	2,298,083

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS
For the Six Months Ended July 31, 2007 and 2006
and for the Period from January 1, 1995 to July 31, 2007

Assigned value of stock options issued for compensation	55,039	2,057	104,750
Gain on write off of note payable	-	-	(7,000)
Judgment loss accrued	-	-	250,000
(Increase) decrease in			
Restricted cash	(423,869)	-	(674,850)
Travel advance	100,000	(4,392)	(10,737)
Deposits	(100,000)	(5,000)	(102,868)
Deferred reclamation costs	-	-	175,548
Prepaid expenses	6,360	(16,000)	(136,540)
Reclamation bonds	-	-	185,000
Other assets	-	-	(1,600)
Increase (decrease) in			
Accounts payable	133,812	(187,715)	451,640
Accrued expenses	70,730	50,135	1,824,560
Net cash used by operating activities	(2,662,923)	(942,356)	(12,688,317)
Cash flows from investing activities			
Proceeds from sale of marketable securities	-	-	34,124
Investment in marketable securities	-	-	(315,188)
Advances from shareholder	-	-	7,436
Contribution from joint venture partner	-	-	775,000

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS
For the Six Months Ended July 31, 2007 and 2006
and for the Period from January 1, 1995 to July 31, 2007

Purchase of joint venture partner interest	-	-	(900,000)
Capital expenditures	(965,185)	(32,287)	(4,865,572)
Proceeds from disposal of property, plant and equipment		-	278,783
Investments in joint ventures	-	-	(490,000)
Note receivable	-	-	(268,333)
Repayment of note receivable	-	-	268,333
Net cash used by investing activities	(965,185)	(32,287)	(5,475,417)
Cash flows from financing activities			
Proceeds from the issuance of common stock	10,992,988	100,000	7,659,253
Proceeds from notes payable	960,000	360,000	5,914,548
Principal repayments of notes payable	(8,757)	(24,845)	(2,062,551)
Repayment of advances to affiliate	-	-	(231,663)
Deferred revenue	-	-	800,000
Net cash provided by financing activities	11,944,231	435,155	26,623,817
Net increase (decrease) in cash	8,316,123	(539,488)	8,460,083
Cash, beginning of year	150,647	700,224	6,687
Cash, end of period	\$ 8,466,770	\$ 160,736	\$ 8,466,770

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
STATEMENTS OF CASH FLOWS
For the Six Months Ended July 31, 2007 and 2006
and for the Period from January 1, 1995 to July 31, 2007

Supplemental cash flow information for the six months ended July 31, 2007 and 2006 and January 1, 1995 through July 31, 2007 as follows:

	For the Six Months Ended July 31,		For the Period
	2007	2006	From January 1, 1995 to July 31, 2007
Cash paid for interest	\$ -	\$ -	\$ 161,107
Cash paid for income taxes	\$ -	\$ -	\$ -
Non Cash Investing and Financing Activities:			
Conversion of related party note payable to common stock, including interest payable of \$446,193	\$ -	\$ -	\$ 1,848,935
Conversion of convertible debenture to common stock including interest payable of \$30,948	\$ 450,000	\$ 600,000	\$ 1,623,406
Issuance of warrants as financing costs in connection with convertible debt	\$ -	\$ -	\$ 173,114
Issuance of common stock as payment for settlement of liabilities	\$ -	\$ -	\$ 39,000

The accompanying notes are an integral part of these financial statements

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FIRSTGOLD CORP.
(AN EXPLORATION STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS
For the Three Months Ended July 31, 2007

NOTE 1 - ORGANIZATION AND LINE OF BUSINESS

Firstgold Corp. has been in the business of acquiring and exploring gold properties. Firstgold had rights to mine properties in Nevada and Montana. Its primary focus was on the Relief Canyon mine located near Lovelock, Nevada, where it has performed development and exploratory drilling and was in the process of obtaining permits to allow operation of the Relief Canyon Mine. In December 1997, Firstgold placed the Relief Canyon Mine on care and maintenance status. From mid-2001 until the beginning of 2003 Firstgold was essentially inactive, only continuing with some of the care and maintenance at Relief Canyon, as provided for by a non-affiliate company owned by the Chairman and CEO of Firstgold.

Firstgold has embarked on a business strategy whereby it will invest in and/or manage gold mining and other mineral producing properties. Currently, Firstgold's principal assets include various mineral leases associated with the Relief Canyon mine located near Lovelock, Nevada along with various items of mining equipment located at that site. Firstgold's business will be to acquire, explore and, if warranted, develop various mining properties located in the state of Nevada. Firstgold plans to carryout comprehensive exploration and development programs on its properties. Firstgold plans to fund these activities itself, although some activities may be outsourced. Consequently, Firstgold's current plan will require the hiring of significant amounts of mining employees to carry out its future mining and current exploration activities.

NOTE 2 - GOING CONCERN

These financial statements have been prepared on a going concern basis. During the years ended January 31, 2007 and 2006 and the period from January 1, 1995 to January 31, 2007, Firstgold incurred net losses of approximately \$4,728,070, \$2,645,231, and \$22,816,810, respectively. In addition, Firstgold had a total shareholders' deficit of \$4,245,793 and has been in the exploration stage since inception and through January 31, 2007. Information for the six months ended July 31, 2007 include a net loss of \$3,819,642; negative cash flows from operations of \$2,662,923 and an accumulated shareholders' surplus of \$3,694,567. The Company's ability to continue as a going concern is dependent upon its ability to generate profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The outcome of these matters cannot be predicted with any certainty at this time. Since inception, the Company has satisfied its capital needs by issuing equity securities.

Management plans to continue to provide for its capital needs during the year ending January 31, 2008 by issuing equity securities or incurring additional debt financing, with the proceeds to be used to re-establish mining operations at Relief Canyon as well as improve its working capital position. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should Firstgold be unable to continue as a going concern.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

These financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnotes normally included in financial statements prepared in accordance with generally accepted accounting principles in the United States of America have been condensed or omitted pursuant to these rules and regulations. These consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in Firstgold's Form 10-KSB, as filed with the SEC for the year ended January 31, 2007.

Exploration Stage Company

Effective January 1, 1995 (date of inception), the Company is considered a development stage Company as defined in SFAS No. 7. The Company's development stage activities consist of the development of several mining properties located in Nevada. Sources of financing for these development stage activities have been primarily debt and equity financing. The Company has, at the present time, not paid any dividends and any dividends that may be paid in the future will depend upon the financial requirements of the Company and other relevant factors.

Cash and Cash Equivalents

For the purpose of the statements of cash flows, Firstgold considers all highly liquid investments purchased with original maturities of three months or less to be cash equivalents.

Restricted Cash

Restricted cash represents a certificate of deposit with Umpqua Bank to serve as collateral for a reclamation bond with the Nevada Department of Environmental Protection at the Relief Canyon Mine.

Deferred Reclamation Costs

In August 2001, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 143, "Accounting for Asset Retirement Obligations," which established a uniform methodology for accounting for estimated reclamation and abandonment costs. The statement was adopted February 1, 2003. The reclamation costs will be allocated to expense over the life of the related assets and will be adjusted for changes resulting from the passage of time and revisions to either the timing or amount of the original present value estimate.

Prior to adoption of SFAS No. 143, estimated future reclamation costs were based principally on legal and regulatory requirements. Such costs related to active mines were accrued and charged over the expected operating lives of the mines using the UOP method based on proven and probable reserves. Future remediation costs for inactive mines were accrued based on management's best estimate at the end of each period of the undiscounted costs expected to be incurred at a site. Such cost estimates included, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates at inactive mines were reflected in earnings in the period an estimate was revised.

Valuation of Derivative Instruments

FAS No. 133 "Accounting for Derivative Instruments and Hedging Activities" requires bifurcation of embedded derivative instruments and measurement of their fair value for accounting purposes. In determining the appropriate fair value, the Company uses the Black Scholes model as a valuation technique.

Derivative liabilities are adjusted to reflect fair value at each period end, with any increase or decrease in the fair value being recorded in results of operations as Adjustments to Fair Value of Derivatives. In addition, the fair values of freestanding derivative instruments such as warrants are valued using Black Scholes models.

Revenue Recognition

Revenues will be recognized when deliveries of gold are made, title and risk of loss passes to the buyer and collectibility is reasonably assured. Deferred revenue represents non-refundable cash received in exchange for royalties on net smelter returns on the Relief Canyon Mine. Deferred revenue will be amortized to earnings based on estimated production in accordance with the royalty agreement.

Risks Associated with Gold Mining

The business of gold mining is subject to certain types of risks, including environmental hazards, industrial accidents, and theft. Prior to suspending operations, Firstgold carried insurance against certain property damage loss (including business interruption) and comprehensive general liability insurance. While Firstgold maintained insurance consistent with industry practice, it is not possible to insure against all risks associated with the mining business, or prudent to assume that insurance will continue to be available at a reasonable cost. Firstgold has not obtained environmental liability insurance because such coverage is not considered by management to be cost effective. Firstgold currently carries no insurance on any of its properties due to the current status of the mine and Firstgold's current financial condition.

Comprehensive Income

Firstgold utilizes SFAS No. 130, "Reporting Comprehensive Income." This statement establishes standards for reporting comprehensive income and its components in a financial statement. Comprehensive income as defined includes all changes in equity (net assets) during a period from non-owner sources. Examples of items to be included in comprehensive income, which are excluded from net income, include foreign currency translation adjustments, minimum pension liability adjustments, and unrealized gains and losses on available-for-sale marketable securities. Comprehensive income is presented in Firstgold's financial statements since Firstgold did have unrealized gain (loss) from changes in equity from available-for-sale marketable securities.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Loss Per Share

Firstgold utilizes SFAS No. 128, "Earnings per Share." Basic loss per share is computed by dividing loss available to common shareholders by the weighted-average number of common shares outstanding. Diluted loss per share is computed similar to basic loss per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. Common equivalent shares are excluded from the computation if their effect is anti-dilutive.

The following common stock equivalents were excluded from the calculation of diluted loss per share since their effect would have been anti-dilutive:

	2007	2006
Warrants	26,419,269	21,274,583
Options	3,825,000	1,350,000

Recent Accounting Pronouncements

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" (SFAS 159). Under the provisions of SFAS 159, Companies may choose to account for eligible financial instruments, warranties and insurance contracts at fair value on a contract-by-contract basis. Changes in fair value will be recognized in earnings each reporting period. SFAS 159 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The Company is required to and plans to adopt the provisions of SFAS 159 beginning in the first quarter of 2008. The Company is currently assessing the impact of the adoption of SFAS 159.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment at July 31, 2007 was recorded at \$1,914,064 and consisted of \$1,345,721 of site and pad costs, processing plant and mining equipment at the Relief Canyon Mine, \$414,009 in land and building cost in an office in Lovelock, NV and \$154,334 of other property and equipment. The Company had previously determined that the value of its fixed assets at the Relief Canyon Mine were permanently impaired and wrote off assets with a carrying value of \$800,000. When the Company can reestablish mining operations at Relief Canyon it is possible that some of these assets could be utilized in such operations.

A summary of property and equipment was as follows:

	Buildings	Machinery & Equipment	Development Costs	Capitalized Interest	Total
Relief Canyon Mine	\$ 215,510	\$ 277,307	\$ 261,742	\$ 45,441	\$ 800,000

NOTE 5 - NOTES PAYABLE

Notes payable consist of the following at July 31, 2007:

Mortgage note payable	\$ 100,000
The note bears interest at 10% per year and is due in January 2008. The loan is secured by a 3,000 square foot improved office building located in Lovelock, NV.	
Equipment notes payable	71,492
The note does not bear any interest and is due in December 2007. The loan is secured by a Caterpillar loader.	

Total notes payable	\$	171,492
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Firstgold recorded interest expense of \$275,580 and \$523,539 for the three months and six months ended July 31, 2007 compared to interest expense of \$145,502 and \$370,237 for the three months and six months ended July 31, 2006.

NOTE 6 – CONVERTIBLE DEBENTURES

September 26, 2006 Convertible Debenture

On September 26, 2006, Firstgold entered into a Securities Purchase Agreement (the “Purchase Agreement”) and other agreements, as amended on November 1, 2006, in connection with the private placement of convertible debentures, in the aggregate principal amount of \$3,000,000 and bearing interest at 8% per annum (the “Debenture”). The Debentures were funded \$1,000,000 on September 26, 2006, \$1,000,000 upon the filing of a resale registration statement with the SEC on December 1, 2006 and \$1,000,000 on March 15, 2007. Of the \$1,000,000 funded on September 26, 2006, \$120,000 was paid for various loan fees and closing costs; of the \$1,000,000 funded December 1, 2006, \$90,000 was paid for various loan fees and closing costs; and of the \$1,000,000 funded March 19, 2007, \$90,000 was paid for various loan fees and closing costs. The Debentures are due and payable three years after the issue date unless it is converted into shares of common stock or is repaid prior to its expiration date. The conversion rate is adjustable and at any conversion date, will be the lower of \$0.45 per share or 95% of the Market Conversion Price. On July 13, 2007 \$450,000 of the Debenture dated March 15, 2007 was converted into 1,000,000 shares of common stock.

In conjunction with the Purchase Agreement, Firstgold entered into an Investor Registration Rights Agreement (the “Registration Rights Agreement”). The Registration Rights Agreement requires Firstgold to register at least 15,000,000 shares of its Common Stock to cover the conversion of the Debenture (assuming conversion prices substantially below \$0.45) and 3,500,000 shares of its Common Stock issuable upon conversion of warrants (the “Warrants” which are exercisable at a price of \$0.45 per common share) granted to the Debenture holder. Firstgold is required to keep this Registration Statement effective until the Debenture has been fully converted, repaid, or becomes due and the Warrants have been fully exercised or expire. Both the Debenture and the Warrants are currently convertible or exercisable, respectively.

In conjunction with the Purchase Agreement, Firstgold entered into a Security Agreement (the “Security Agreement”). The Security Agreement creates a secured interest in favor of the Debenture holder in Firstgold’s mining interest and assets in the Relief Canyon Mine property. This security interest was created by recordation of a Memorandum of Security Agreement filed in Pershing County, Nevada in November 2006. Consequently, if a default occurred under the Debenture, the Debenture holder could take over or sell all of Firstgold’s interests, business and assets associated with the Relief Canyon Mine.

The transaction, to the extent that it is to be satisfied with common stock of the Company, would normally be included as equity obligations. However, in the instant case, due to the indeterminate number of shares which might be issued under the embedded convertible note debt conversion feature, the Company is required to record a liability for the fair value of the detachable warrants and the embedded convertible feature of the note payable (included in the liabilities as a “derivative liability”).

The accompanying financial statements comply with current requirements relating to warrants and embedded conversion features as described in FAS 133, EITF 98-5, 00-19, and 00-27, and APB 14 as follows:

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- The Company allocated the proceeds received between convertible debt and the detachable warrants based upon the relative fair market values on the date the proceeds were received.
- Subsequent to the initial recording, the change in the fair value of the detachable warrants, determined under the Black-Scholes option pricing formula, and the change in the fair value of the embedded derivative in the conversion feature of the convertible debentures were recorded as adjustments to the liabilities at July 31, 2007.
- \$1,623,255 of income for the three months ended July 31, 2007 relating to the change in the fair value of the Company's stock reflected in the change in the fair value of the warrants and derivatives (noted above) is included as other income (expense).
- Accreted interest of \$163,482 for the three months ended July 31, 2007.

The following table summarizes the various components of the convertible notes as of July 31, 2007:

Derivative liabilities	\$	3,235,430
Convertible debenture		3,200,000
Unamortized discount		(1,591,089)
Deferred financing costs		(277,060)
Total convertible debt and financing costs	\$	4,567,281

October 10, 2006 Convertible Debentures

On October 10, 2006, Firstgold issued convertible debentures in the aggregate principal amount of \$650,000 and bearing interest of 8% per annum. The Debentures and accrued interest are convertible into shares of Firstgold common stock at a conversion rate of \$0.45 per share. The Debentures are due and payable three years from the date of issue unless they are converted into shares of the Company's common stock or are repaid prior to their expiration date. Additionally, the investors were issued warrants to purchase an aggregate of 746,843 shares of Firstgold common stock exercisable at \$0.45 per share. The warrants were issued as financing costs and total deferred financing cost of \$173,114 was recorded in relation to this debt.

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Except for the advance royalty and rent payments noted below, Firstgold is not obligated under any capital leases or non-cancelable operating lease with initial or remaining lease terms in excess of one year as of July 31, 2007. However, minimum annual royalty payments are required to retain the lease rights to Firstgold's properties.

Relief Canyon Mine

Our mining property rights are represented by 146 unpatented mill site and mining lode claims which were re-staked in October 2004 and June 2006. Unpatented mining claims are generally considered subject to greater title risks than patented mining claims or real property interests that are owned in fee simple. To remain valid, such unpatented claims are subject to annual maintenance fees. As of July 31, 2007, we were current in the payment of such maintenance fees.

During 1996, Repadre Capital Corporation ("Repadre") purchased for \$500,000 a net smelter return royalty (Repadre Royalty). Repadre was to receive a 1.5% royalty from production at each of the Relief Canyon Mine and Mission Mines. In July 1997, an additional \$300,000 was paid by Repadre for an additional 1% royalty from the Relief Canyon Mine.

In October, 1997, when the Mission Mine lease was terminated, Repadre exercised its option to transfer the Repadre Royalty solely to the Relief Canyon Mine resulting in a total 4% royalty. The total amount received of \$800,000 has been recorded as deferred revenue in the accompanying financial statements.

Crescent Red Caps Joint Venture

Firstgold is the owner of a 22.22% joint venture interest and is the operator of the Crescent Red Caps Joint Venture (“Crescent Red Caps”). Crescent Red Caps was formed with the intention to acquire various mining properties located in Nevada. The remaining 77.78% interest is held by ASDi LLC, a California limited liability company owned by A. Scott Dockter, Chairman and CEO of Firstgold. Additionally, Firstgold, by making expenditures over the next three years aggregating \$2,700,000, can acquire a 66.66% overall interest in the joint venture. Firstgold will then have the opportunity to purchase the remaining joint venture interest held by ASDi LLC based on the results of the exploration work contemplated by these additional expenditures.

The Company acquired its 22.22% in the joint venture by issuing to ASDi LLC 2,500,000 shares of its restricted common stock and a warrant to purchase 2,500,000 shares of its common stock at a price of \$0.40. The warrant has a term of three years. The common stock was valued at \$0.20 per share for a total of \$500,000. The fair market value of the warrants was calculated to be \$359,522 as determined by the methodology described in Note 9. The Company recorded this investment as a loss from the joint venture of \$859,522 for the year ended January 31, 2006.

The properties are subject to two leases which include approximately 135 unpatented mining claims and cover approximately 2700 acres. All gold, silver and other mineral production by Crescent Red Caps is subject to a 3% net smelter return (“NSR”) royalty payable to the lessors except for barite which is subject to a 10% royalty on ore produced from claims covered by the leases. However, Crescent Red Caps does not hold any interest in the two leases due to litigation regarding such leases.

Litigation

On February 8, 2007, a complaint was filed against ASDi, LLC, Crescent Red Caps LLC, Firstgold, and Scott Dockter by the Lessors of the Crescent Valley and Red Caps mining properties. The complaint was filed in the Sixth Judicial District Court of Lander County, Nevada (Case No. 9661).

In the complaint the plaintiffs allege that ASDi, LLC wrongfully assigned its lessee rights in the Crescent Valley and Red Caps mining properties to Crescent Red Caps LLC (of which Firstgold is the Managing Member). The complaint seeks the termination of the leasehold rights granted to ASDi, LLC and quiet title and damages. The complaint also seeks an order against Firstgold restricting public claims of ownership or control of the mining properties. ASDi, LLC and Firstgold do not believe the lease assignments were wrongful or even required the Lessors’ consent. Consequently, ASDi, LLC and Firstgold plan to vigorously defend this action. On April 3, 2007, a preliminary hearing was held in which the defendants sought a Summary Judgment to have the leasehold termination notices declared void. The Court did not grant the defendants’ motions thus requiring the matter to proceed to trial on the merits. In addition, the Court has entered an injunction against public claims of ownership of the mining property by Firstgold. Until this matter is resolved, Crescent Red Caps LLC and/or Firstgold plans to expend limited funds on exploration expenses on the leased properties.

Firstgold is involved in various other claims and legal actions arising in the ordinary course of business. In the opinion of management, the ultimate dispositions of these matters will not have a material adverse effect on Firstgold’s financial position, results of operations or liquidity.

NOTE 8 - SHAREHOLDERS' DEFICITCommon Stock

In March 2007 warrants to purchase 1,125,000 shares of common stock were exercised at a price of \$0.20 per share.

In April 2007 warrants to purchase 2,340,013 shares of common stock were exercised by the Chief Executive Officer at a price of \$0.15 per share.

In April 2007 Firstgold received net proceeds of \$2,374,200 upon the issuance of Units consisting of 5,673,110 shares of common stock and warrants to purchase 2,836,555 shares of common stock at an exercise price of \$0.65 per share. In the event Firstgold does not either become listed on the Toronto Stock Exchange or have the Units registered under an effective registration statement pursuant to the Securities Act of 1933 on or before October 15, 2007, then each warrant that remains unexercised as of October 15, 2007 shall thereafter entitle the Holder to receive upon exercise 1.1 common shares, rather than one share, for the exercise price.

In May 2007 Firstgold received net proceeds of \$337,500 upon the issuance of Units consisting of 749,999 shares of common stock and warrants to purchase 375,002 shares of common stock at an exercise price of \$0.65 per share. In the event Firstgold does not either become listed on the Toronto Stock Exchange or have the Units registered under an effective registration statement pursuant to the Securities Act of 1933 on or before October 15, 2007, then each warrant that remains unexercised as of October 15, 2007 shall thereafter entitle the Holder to receive upon exercise 1.1 common shares, rather than one share, for the exercise price.

In June 2007 Firstgold received net proceeds of \$7,798,141 upon the issuance of Units consisting of 18,843,421 shares of common stock and warrants to purchase 9,421,711 shares of common stock at an exercise price of \$0.65 per share. Additionally, 1/10th of one common share and 1/20th of one warrant will be issued for each Unit in the event that Firstgold does not either become listed on the Toronto Stock Exchange or have the Units registered under an effective registration statement pursuant to the Securities Act of 1933 on or before November 15, 2007.

Warrants

Firstgold has issued common stock warrants to officers of Firstgold as part of certain financing transactions. Firstgold has also issued warrants as part of the issuance of a convertible debt transaction (see Note 6). Firstgold has also issued warrants as part of the issuance of common stock (see this Note 8).

The fair market value of warrants issued during the six months ended July 31, 2007 in conjunction with the issuance of common stock was determined to be \$2,683,089 and was calculated under the Black-Scholes option pricing model with the following assumptions used:

Expected life	1.5 years
Risk free interest rate	4.66% to 4.92%
Volatility	49.18% to 75.1%
Expected dividend yield	None

The fair value of these warrants has been recorded as both a debit and credit to additional paid in capital.

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The following table presents warrant activity from January 31, 2007 through July 31, 2007:

	Number of Shares	Weighted- Average Exercise Price
Outstanding, January 31, 2007	26,592,866	\$ 0.32
Exercised	(3,577,463)	\$ (0.17)
Granted	16,168,417	\$ 0.65
Outstanding, July 31, 2007	39,183,820	\$ 0.47
Exercisable, July 31, 2007	39,183,820	\$ 0.47

Stock options

The 2006 Plan provides for the issuance of non-qualified or incentive stock options to employees, non-employee members of the board and consultants. The exercise price per share is not to be less than the fair market value per share of the Company's common stock on the date of grant. The Board of Directors has the discretion to determine the vesting schedule. Options may be either immediately exercisable or in installments, but generally vest over a three-year period from the date of grant. In the event the holder ceases to be employed by the Company, all unvested options terminate and all vested installment options may be exercised within an installment period following termination. In general, options expire ten years from the date of grant.

Effective February 1, 2006, the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), *Share-Based Payment* (SFAS 123(R)), which requires the measurement and recognition of compensation expense for all share-based payment awards made to employees and directors, including stock options based on their fair values. Firstgold had not previously issued any stock options prior to adoption of the 2006 Plan. In March 2005, the SEC issued Staff Accounting Bulletin No. 107 (SAB 107) to provide guidance on SFAS 123(R). The Company has applied SAB 107 in its adoption of SFAS 123(R).

The Company adopted SFAS 123(R) using the modified prospective transition method as of and for the six months ended July 31, 2007. In accordance with the modified prospective transition method, the Company's financial statements for prior periods have not been restated to reflect, and do not include, the impact of SFAS 123(R). Share-based compensation expense recognized is based on the value of the portion of share-based payment awards that is ultimately expected to vest. Share-based compensation expense recognized in the Company's Statement of Operations during the six months ended July 31, 2007 includes compensation expense for share-based payment awards granted during the current fiscal year.

In conjunction with the adoption of SFAS 123(R), the Company elected to attribute the value of share-based compensation to expense using the straight-line method. Share-based compensation expense related to stock options and restricted stock grants was \$55,039 for the six months ended July 31, 2007, and was recorded in the financial statements as operating expense.

For the six months ended July 31, 2007 the Company's calculations were made using the Black-Scholes option pricing model with the following weighted average assumptions: expected life, 36 months following the grant date; stock volatility, 49.2% to 75.0%; risk-free interest rates of 4.09% to 4.90%; and no dividends during the expected term. As stock-based compensation expense recognized in the consolidated statement of operations pursuant to SFAS No. 123(R) is based on awards ultimately expected to vest, expense for grants beginning upon adoption of SFAS No. 123(R) on February 1, 2006 will be reduced for estimated forfeitures. SFAS No. 123(R) requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Forfeitures are estimated based on historical experience.

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A summary of the Company's stock option activity is as follows:

	# of Shares	Weighted Ave. Exercise Price	Aggregate Intrinsic Value
Outstanding as of January 31, 2007	2,350,000	\$ 0.46	\$ 0
Granted	1,500,000	\$ 0.65	\$ 0
Exercised	(25,000)	\$.16	
Cancelled	0	\$ 0	
Outstanding as of July 31, 2007	3,825,000	\$ 0.54	\$ 0
Exercisable as of July 31, 2007	1,962,500	\$ 0.54	\$ 0

Additional information regarding options outstanding as of July 31, 2007 is as follows:

Range of exercise prices	Options outstanding			Options exercisable	
	Number outstanding	Weighted average remaining contractual life (years)	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$0.16 —					
\$0.35	425,000	2.00	\$0.24	137,500	\$0.30
\$0.50	1,900,000	1.75	\$0.50	1,075,000	\$0.50
\$0.65	1,500,000	.75	\$0.65	750,000	\$0.65
	3,825,000	2.75	\$0.54	1,962,500	\$0.54

The weighted-average grant-date fair value of options granted during the six months ended July 31, 2007 was \$0.65. At July 31, 2007 there was \$228,223 of total unrecognized compensation costs related to non-vested stock options granted under the Plan, which will be recognized over a period not to exceed three years. At July 31, 2007, 1,150,000 shares were available for future grants under the Stock Option Plan.

NOTE 9 - RELATED PARTY TRANSACTIONS

Prepayment of Airplane Time from Officer

In December 2006 Firstgold purchased 600 hours of airplane usage from the President and Chief Executive Officer of Firstgold for \$120,000 at a rate of \$200 per hour. The airplane is to be used by Firstgold for commuting to and from Nevada to the various mine sites and the Lovelock, NV office. Based on current market rental rates for similar planes Firstgold believes that the current market hourly rate is substantially above its contract rate of \$200 per hour. During the quarter and six months ended July 31, 2007 \$1,600 and \$6,360, respectively of airplane time was used by Firstgold.

Advance to Officer

In January 2007 Firstgold made a temporary travel advance of \$100,000 to the Chairman and Chief Executive Officer. This amount had been fully repaid by April 30, 2007.

NOTE 10 – SUBSEQUENT EVENT

On September 13, 2007 \$1,000,000 of the outstanding balance of the September 26, 2006 Convertible Debenture referred to in Note 6 was converted into 2,222,222 shares of common stock.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 24. Indemnification of Directors and Officers.

Our Certificate of Incorporation provides that no director or officer of Firstgold, Inc. (the “Company”) shall be personally liable to the Company or its stockholders for monetary damages for any breach of fiduciary duty by such person as a director or officer, except for (i) breach of director’s duty of loyalty to the Company or its stockholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) unlawful payment of dividends or unlawful stock purchase or redemption; or (iv) any transaction from which the director derived an improper personal benefit. Our Bylaws provide, in pertinent part, that the Company shall indemnify any person made a party to or involved in any civil, criminal or administrative action, suit or proceeding by reason of the fact that such person is or was a director or officer of the Company, or of any corporation which such person served as such at the request of the Company, against expenses reasonably incurred by, or imposed on, such person in connection with, or resulting from, the exercise of such action, suit, proceeding or appeal thereon, except with respect to matters as to which it is adjudged in such action, suit or proceeding that such person was liable to the Company, or such other corporation, for negligence or misconduct in the performance of such person’s duties as a director or officer of the Company. The determination of the rights of such indemnification and the amount thereof may be made, at the option of the person to be indemnified, by (i) order of the Court or administrative body or agency having jurisdiction over the matter for which indemnification is being sought; (ii) resolution adopted by a majority of a quorum of our disinterested directors; (iii) if there is no such quorum, resolution adopted by a majority of the committee of stockholders and disinterested directors of the Company; (iv) resolution adopted by a majority of the quorum of directors entitled to vote at any meeting; or (v) order of any Court having jurisdiction over the Company. Such right of indemnification is not exclusive of any other right which such director or officer may have, and without limiting the generality of such statement, they are entitled to their respective rights of indemnification under any bylaws, agreement, vote of stockholders, provision of law, or otherwise in addition to their rights under the Company’s Bylaws.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the “Securities Act”) may be permitted to directors, officers and controlling persons of Firstgold pursuant to the foregoing provisions, or otherwise, Firstgold has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

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Item 25. Other Expenses of Issuance and Distributions.

The estimated expenses of this offering in connection with the issuance and distribution of the securities being registered, are as follows:

Registration Fee	\$	905
Blue Sky Fees		500
Printing		1,000
Legal Fees and Expenses		30,000
Accounting Fees and Expenses		25,000
Miscellaneous		1,552
Total	\$	58,957

Item 26. Recent Sales of Unregistered Securities.

During Firstgold's current fiscal year ending January 31, 2008, it issued the following securities pursuant to exemptions from registration under the Securities Act.

On June 22, 2007, Firstgold issued 18,843,421 units at a price of \$0.45 per unit. Each unit consisted of one share of Firstgold common stock and ½ warrant to purchase a share of Firstgold common stock at an exercise price of \$0.65 per share. Firstgold raised gross proceeds of \$8,479,539.45 from the sale of the units. From this amount, Firstgold paid a Selling Agent Fee of \$593,568 and issued 1,866,667 units to the Selling Agent as compensation units. The warrants expire eighteen (18) months from the date of issuance.

On April 12, 2007, Firstgold issued 5,673,110 Units at a price of \$0.45 per Unit. Each Unit consisted of one share of Firstgold common stock and ½ warrant to purchase a share of Firstgold common stock at an exercise price of \$0.65 per share. The warrants expire eighteen (18) months from the date of issuance. Firstgold raised net proceeds of \$2,374,200 from the sale of the Units after paying a selling agent commission of \$178,703.

The units referred to above were offered and sold exclusively to individuals residing or entities formed outside the United States and are not deemed to be "U.S. persons" as that term is defined under Regulation S. Each investor represented that it is purchasing such shares for its own account. Both the offer and the sale of the Firstgold shares were made outside the United States and are deemed to be "offshore transactions" as that term is defined under Regulation S. The share certificates contain a legend indicating that such shares can only be transferred in compliance with the provisions of Regulation S. In light of the foregoing, such sales were deemed exempt from registration pursuant to Regulation S of the 1933 Act. The shares are deemed to be "restricted securities" as defined in Rule 144 under the 1933 Act.

The following issuances of stock, warrants, and other equity securities were made without any public solicitation to a limited number of investors or related individuals or entities in separately negotiated transactions. Each investor represented to us that the securities were being acquired for investment purposes only and not with an intention to resell or distribute such securities.

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Each of the individuals or entities had access to information about our business and financial condition and was deemed capable of protecting their own interests. The stock, warrants and other securities were issued pursuant to the private placement exemption provided by Section 4(2) or Section 4(6) of the Securities Act. These are deemed to be “restricted securities” as defined in Rule 144 under the Securities Act and the warrant certificates and the stock certificates bear a legend limiting the resale thereof.

On May 18, 2007, Firstgold issued 749,998 Units at a price of \$0.45 per Unit. Each Unit consisted of one share of Firstgold common stock and ½ Warrant to purchase a share of Firstgold common stock at an exercise price of \$0.65 per share. The warrants expire eighteen (18) months from the date of issuance. Firstgold raised gross proceeds of \$337,500 from the sale of the Units.

On March 23, 2007, we issued options to purchase an aggregate of 250,000 shares of our common stock to each of our three independent Directors from the 2006 Stock Option Plan. The options are exercisable at \$0.65 per share and vest 50% at the time of issue, and 50% on the first anniversary of the issue date. The options expire in 10 years.

During Firstgold's most recently completed fiscal year ending January 31, 2007, it issued the following securities pursuant to exemptions from registration under the Securities Act:

On January 31, 2007, Jim Kluber converted \$209,251 of convertible debt and interest thereon into 1,630,918 shares of our common stock. The conversion price was \$0.15 per share. The issuance of shares upon the conversion of debt was made pursuant to the private placement exemption provided by Section 4(2) of the Securities Act. All shares issued are deemed to be “restricted securities” as defined in Rule 144 under the Securities Act and the stock certificate bear a legend restricting the resale thereof.

In January 2007, we issued options to purchase an aggregate of 250,000 shares of our common stock to a new director from our 2006 Stock Option Plan. The options are exercisable at \$0.50 per share. The options fully vest after one year and expire in ten years.

On October 26, 2006 Firstgold issued 2,000,000 shares of restricted common stock and warrants to purchase 2,000,000 shares of restricted common stock immediately exercisable at a price of \$0.50 per share. The shares and warrants were issued to one investor as a finder's fee related to the Antelope Peak Lease.

On October 10, 2006, Firstgold issued convertible debentures in the aggregate principal amount of \$650,000 and bearing interest of 8% per annum. The Debentures and accrued interest are convertible into shares of Firstgold common stock at a conversion rate of \$0.4735 per share. The Debentures are due and payable three years from the date of issue unless they are converted into shares of the Company's common stock or are repaid prior to their expiration date. Additionally, the investors were issued warrants to purchase an aggregate of 746,843 shares of Firstgold common stock with 426,767 warrants exercisable at \$0.45 per share and 320,076 warrants exercisable at \$0.60 per share. The warrants expire four years from the date of issuance. The convertible debentures and units were offered and sold exclusively to individuals residing or entities formed outside the United States and are not deemed to be “U.S. persons” as that term is defined under Regulation S. Each investor represented that it is purchasing such shares for its own account. Both the offer and the sale of the Firstgold shares were made outside the United States and are deemed to be “offshore transactions” as that term is defined under Regulation S. The share certificates contain a legend indicating that such shares can only be transferred in compliance with the provisions of Regulation S. In light of the foregoing, such sales were deemed exempt from registration pursuant to Regulation S of the 1933 Act. The shares are deemed to be “restricted securities” as defined in Rule 144 under the 1933 Act.

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On October 4, 2006 Firstgold issued 100,000 shares of restricted common stock to one person in partial settlement of an existing litigation matter.

On September 26, 2006, Firstgold entered into a Securities Purchase Agreement (the "Purchase Agreement") and a Registration Rights Agreement (the "Registration Rights Agreement"), as amended on November 1, 2006, in connection with a private placement of convertible debentures, in the aggregate principal amount of \$3,000,000 and bearing interest of 8% per annum (the "Debentures"). The Debentures were sold to one investor. The Debentures were funded \$1,000,000 on September 26, 2006, \$1,000,000 on December 1, 2006 and \$1,000,000 on March 16, 2007. The Debentures are due and payable three years from the date of issue unless they are converted into shares of the Company's common stock or are repaid prior to their expiration date. Additionally, pursuant to the Purchase Agreement, the investor was issued warrants (the "Warrants") to purchase an aggregate of 3,500,000 shares of Firstgold common stock exercisable at \$0.45 per share. The Warrants have a term of four years and are immediately exercisable.

On September 15, 2006, Firstgold issued 1,523,229 shares of restricted common stock in conversion of the remaining \$400,000 in principal of outstanding Secured Convertible Debentures held by Cornwell Capital Partners from a prior financing transaction. An additional 117,852 shares of restricted common stock was issued in conversion of \$30,948 of accrued interest on the Secured Convertible Debentures.

In September 2006, we issued options to purchase an aggregate of 250,000 shares of our common stock to one director from our 2006 Stock Option Plan. The options are exercisable at \$0.50 per share. The options expire in ten years.

In July 2006, we issued options to purchase an aggregate of 1,350,000 shares of our common stock to three employees and one director from our newly adopted 2006 Stock Option Plan. The options are exercisable at between \$0.32 and \$0.50 per share. 500,000 of these options expire in five years while the balance of options expire in ten years.

In June 2006, Firstgold issued 2,399,087 shares of restricted common stock in conversion of \$600,000 in principal of outstanding Secured Convertible Debentures held by Cornell Capital Partners from a prior financing transaction.

In March 2006, Firstgold issued 500,000 shares of restricted common stock at a price of \$0.20 per share to an investor for total proceeds of \$100,000. Additionally, 500,000 warrants to purchase common stock at a price of \$0.40 per share were issued to the investor. The warrants expire three years from the date of issuance.

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In March 2006, \$200,000 was funded per the terms of the Debenture referred to in paragraph (i) below. Of the \$200,000 funded \$20,000 was paid for various loan fees and closing costs. All of the original terms and conditions of the Debenture and related documents remain unchanged.

During Firstgold's fiscal year ended January 31, 2006, it issued the following securities pursuant to exemptions from registration under the Securities Act:

On January 27, 2006, Firstgold entered into a Securities Purchase Agreement (the "Purchase Agreement") and a Registration Rights Agreement (the "Registration Rights Agreement") in connection with a private placement of a convertible debenture, in the principal amount of \$1,000,000 and bearing interest of 8% per annum (the "Debenture"). The Debenture will be funded \$600,000 at the closing, \$200,000 upon the filing of a resale registration statement with the Securities and Exchange Commission and \$200,000 upon the registration statement being declared effective. The Debenture is due and payable on January 27, 2009 unless it is converted into shares of the Company's common stock or is repaid prior to its expiration date. Additionally, pursuant to the Purchase Agreement, the investor was issued warrants (the "Warrants") to purchase an aggregate of 2,500,000 shares of Firstgold common stock with 1,250,000 warrants exercisable at \$0.20 per share and 1,250,000 warrants exercisable at \$0.30 per share. The Warrants have a term of four years and are immediately exercisable.

On January 27, 2006, Firstgold issued 2,500,000 shares of common stock at a price of \$0.20 per share to an investor for total proceeds of \$500,000. Additionally, 2,500,000 warrants to purchase common stock at a price of \$0.40 per share were issued to the investor. The warrants expire three years from the date of issuance. The shares were offered and sold exclusively to individuals residing or entities formed outside the United States and are not deemed to be "U.S. persons" as that term is defined under Regulation S. Each investor represented that it is purchasing such shares for its own account. Both the offer and the sale of the Firstgold shares were made outside the United States and are deemed to be "offshore transactions" as that term is defined under Regulation S. The share certificate contains a legend indicating that such shares can only be transferred in compliance with the provisions of Regulation S. In light of the foregoing, such sales were deemed exempt from registration pursuant to Regulation S of the 1933 Act. The shares are deemed to be "restricted securities" as defined in Rule 144 under the 1933 Act.

On January 25, 2006, Firstgold entered into a joint venture with ASDi, LLC to explore Nevada mining properties. ASDi, LLC is owned and managed by A. Scott Dockter, President and CEO of Firstgold. The joint venture will be operated through a newly formed Nevada limited liability company called Crescent Red Caps, LLC. The terms of the joint venture provide for ASDi to contribute various mining properties to the LLC in exchange for Firstgold issuing 2.5 million shares of its common stock and warrants to purchase 2.5 million shares of Firstgold Common Stock at an exercise price of \$0.40 per share for a term of three years to ASDi. Firstgold will initially own a 22.22% interest in the LLC and ASDi will hold a 77.78% interest. By expending up to \$1,350,000 on each project over the next three years, Firstgold can increase its interest in the LLC to 66.66%. Thereafter, Firstgold has the right to purchase the remaining interest in the LLC held by ASDi at a price to be determined by the results of the exploration work conducted. Firstgold will be the Manager of the LLC.

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During Firstgold's fiscal year ended January 31, 2005, it issued the following equity securities pursuant to exemptions from registration under the Securities Act:

In October 2004, Firstgold borrowed \$3,081 from its President, Scott Dockter. The promissory note is not convertible into stock, is due on in one year and bears interest at 8% per year. In conjunction with this loan, the President was issued warrants to purchase 20,540 shares of Firstgold's common stock of \$0.15 per share. In addition, new convertible promissory notes were issued to Scott Dockter, Firstgold's CEO and James Kluber, Firstgold's CFO in the principal amounts of \$1,402,742 and \$209,251, respectively. The notes bear interest at 8% per annum and are due September 30, 2005. In connection with the issuance of these notes, Firstgold issued warrants to purchase 5,798,140 and 1,395,007 shares of common stock to its Chief Executive Officer and Chief Financial Officer, respectively.

In July 2004, Firstgold borrowed \$8,500 from its President, Scott Dockter. The promissory note is not convertible into stock, is due on July 31, 2005, and bears interest at 8% per year. In connection with the loans, warrants to purchase 56,667 shares of Firstgold common stock have been issued. The warrants have been valued using the Black-Scholes option pricing model. The warrants were issued at \$0.15 per share and expire in five years from the date of issuance.

In April 2004, Firstgold borrowed \$9,650 from its President, Scott Dockter. The promissory note is not convertible into stock, is due on April 30, 2005, and bears interest at 8% per year. In connection with the loans, warrants to purchase 64,333 shares of Firstgold common stock have been issued. The warrants have been valued using the Black-Scholes option pricing model. The warrants were issued at \$0.15 per share and expire in five years from the date of issuance.

Item 27. Exhibits

<u>ExhibitNo.</u>	<u>Description of Exhibit</u>
2.1 ⁽⁴⁾	Plan of Reorganization and Merger Agreement, dated as of July 23, 1999, between the Registrant and Business Web, Inc.
2.2 ⁽⁶⁾	First Amendment to Plan of Reorganization and Merger Agreement, dated as of October 31, 1999, between the Registrant and Business Web, Inc.
2.3 ⁽⁷⁾	Termination Agreement, dated as of December 27, 1999, between the Registrant and Business Web, Inc.
3.1 ⁽²⁾	Certificate of Incorporation of the Registrant.
3.2 ⁽¹⁾	Certificate of Amendment to Certificate of Incorporation of the Registrant.
3.3 ⁽²⁾	Bylaws of the Registrant
4.1 ⁽⁹⁾	Convertible Debenture
4.1.(a) ⁽¹³⁾	Form of Convertible Debenture dated September 26, 2006
4.2.(a) ⁽⁹⁾	Form of Warrant - \$0.20 exercise price
4.2.(b) ⁽⁹⁾	Form of Warrant - \$0.30 exercise price
4.3.(a) ⁽¹⁵⁾	Convertible Debenture dated December 1, 2006

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4.3.(b) ⁽¹⁷⁾	Convertible Debenture dated March 16, 2007
4.4 ⁽¹³⁾	Form of Warrant dated September 26, 2006
4.4(a) ⁽¹⁵⁾	Warrants dated November 1, 2006
4.4(b) ⁽¹⁵⁾	Warrants dated November 1, 2006
4.4.(a) ⁽¹⁷⁾	Amended and Restated Warrant dated March 16, 2007
4.5 ⁽¹⁹⁾	Warrants dated April 12, 2007 filed as Exhibits 10.26
4.6 ⁽²⁰⁾	Warrants dated June 22, 2007
5.1 ⁽²²⁾	Opinion of Counsel
5.1(a)*	Updated Opinion of Counsel
10.1 ⁽³⁾	Promissory Note between Firstgold and A. Scott Dockter, dated April 2, 1997, for the principal amount of \$100,000.
10.2 ⁽³⁾	Promissory Note between Firstgold and A. Scott Dockter, dated April 17, 1997, for the principal amount of \$50,000.
10.3 ⁽³⁾	Promissory Note between Firstgold and A. Scott Dockter, dated April 30, 1997, for the principal amount of \$20,000.
10.4 ⁽³⁾	Promissory Note between Firstgold and A. Scott Dockter, dated May 30, 1997, for the principal amount of \$35,000
10.5 ⁽⁵⁾	Promissory Note between Firstgold and A. Scott Dockter, dated December 24, 1998, for the principal amount of \$24,000.
10.6 ⁽⁷⁾	Warrant to Purchase shares of Common Stock of Business Web, Inc.
10.7 ⁽⁹⁾	Securities Purchase Agreement dated January 27, 2006 by and among Firstgold and the investor named therein.
10.8 ⁽⁹⁾	Registration Rights Agreement dated January 27, 2006 by and among Firstgold and the investor named therein.
10.9 ⁽¹⁰⁾	Joint Venture Agreement dated January 25, 2006 between Firstgold, Inc. and ASDi, LLC
10.10 ⁽¹⁰⁾	Crescent Red Caps LLC - Operating Agreement
10.11 ⁽¹¹⁾	Employment Agreement for A. Scott Dockter dated February 1, 2006
10.12 ⁽¹¹⁾	Employment Agreement for James W. Kluber dated February 1, 2006
10.13 ⁽¹²⁾	Pledge and Escrow Agreement dated January 27, 2006 by and among Firstgold and the investor named therein.
10.14 ⁽¹⁵⁾	Firstgold, Inc. 2006 Stock Option Plan
10.15 ⁽¹³⁾	Securities Purchase Agreement dated September 26, 2006 by and among Firstgold and the investor named therein.
10.15.(a) ⁽¹⁴⁾	Amendment Number 1 to Securities Purchase Agreement dated November 1, 2006.
10.16 ⁽¹³⁾	Registration Rights Agreement dated September 26, 2006 by and among Firstgold and the investor named therein.
10.16.(a) ⁽²¹⁾	Modification to Registration Rights Agreement
10.16(b) ⁽¹⁴⁾	Amendment No. 1 to Investor Registration Rights Agreement
10.17 ⁽¹⁵⁾	Amended Memorandum of Security Agreement
10.18(a) ⁽¹⁵⁾	Pledge and Escrow Agreement dated September 26, 2006
10.18(b) ⁽¹⁵⁾	Amendment to Pledge and Escrow Agreement dated November 1, 2006
10.19 ⁽¹⁶⁾	Transfer Agent Instructions
10.20 ⁽¹⁸⁾	Aircraft Time Sharing Agreement dated December 1, 2006
10.21 ⁽²³⁾	Form of Subscription Agreement for Regulation S offering in April 2007
14 ⁽⁸⁾	Code of Business Conduct and Ethics.

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23.1	Consent of Counsel (incorporated by reference to Exhibit 5.1 of this filing)
23.2*	Consent of Independent Registered Public Accounting Firm
23.3*	Consent of Independent Registered Public Accounting Firm

* Filed herewith

- (1) Incorporated by reference to the Registrant's Annual Report on Form 10-KSB for the fiscal year ended January 31, 1996 filed with the omission on January 22, 1997.
- (2) Incorporated by reference to the Registrant's Registration Statement on Form SB-2 (File No. 33-49920) filed with the Commission on October 14, 1993.
- (3) Incorporated by reference to Registrant's Annual Report on Form 10-KSB for the fiscal year ended January 31, 1997 filed with the Commission on June 30, 1997.
- (4) Incorporated by reference to Registrant's Annual Report on Form 10-KSB for the fiscal year ended January 31, 1999 filed with the Commission on October 1, 1999.
- (5) Incorporated by reference to Registrant's First Amendment to Annual Report on Form 10-KSB for the fiscal year ended January 31, 1999, filed with the Commission on October 20, 1999.
- (6) Incorporated by reference to Registrant's Form 8-K filed with the Commission on November 2, 1999.
- (7) Incorporated by reference to Registrant's Annual Report on Form 10-KSB for the fiscal year ended January 31, 2000 filed with the Commission on May 17, 2000.
- (8) Incorporated by reference to Registrant's Annual Report on Form 10-KSB for the fiscal year ended January 31, 2005 filed with the Commission on May 2, 2005
- (9) Incorporated by reference to Registrant's Form 8-K filed with the Commission on February 2, 2006
- (10) Incorporated by reference to Registrant's Form 8-K/A filed with Commission on February 27, 2006.
- (11) Incorporated by reference to Registrant's Registration Statement on Form SB-2 (File No. 333-132218) filed with the Commission on March 6, 2006.
- (12) Incorporated by reference to Registrant's Amended Registration Statement on Form SB-2 (File No. 333-132218) filed with the Commission on June 12, 2006.
- (13) Incorporated by reference to Registrant's Form 8-K filed with the Commission on September 28, 2006.
- (14) Incorporated by reference to Registrant's Form 8-K/A filed with the Commission on November 24, 2006.
- (15) Incorporated by reference to Registrant's First Amended Registration Statement on Form SB-2 (File No. 333-139052) filed with the Commission on February 8, 2007
- (16) Incorporated by reference to Registrant's Second Amended Registration Statement on Form SB-2 (File No. 333-139052) filed with the Commission on April 16, 2007
- (17) Incorporated by reference to Registrant's Form 8-K filed with the Commission on March 22, 2007.
- (18) Incorporated by reference to Registrant's Annual Report on Form 10-KSB for the fiscal year ended January 31, 2007, filed with the Commission on May 16, 2007.
- (19) Incorporated by reference to Registrant's Form 8-K filed with the Commission on May 11, 2007.
- (20) Incorporated by reference to Registrant's Form 8-K filed with the Commission on June 28, 2007.
- (21) Filed as exhibit to Registration Statement on Form SB-2 #333-145016 filed August 1, 2007.
- (22) Filed as exhibit to Amendment No. 1 to Registration Statement on Form SB-2 #333-145016 filed September 27, 2007.
- (23) Filed as exhibit to Amendment No. 2 to Registration Statement on Form SB-2 #333-145016 filed November 7, 2007.

Item 28. Undertakings.

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which it offers or sells securities, a post-effective amendment to this registration statement to:

Explanation of Responses:

- (i) Include any prospectus required by Sections 10(a)(3) of the Securities Act of 1933 (the “1933 Act”);

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(ii) Reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement;

(iii) Include any additional or changed material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the 1933 Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities that remain unsold at the end of the offering.

(4) For determining liability of the undersigned small business issuer under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned small business issuer undertakes that in a primary offering of securities of the undersigned small business issuer pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned small business issuer will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned small business issuer relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned small business issuer or used or referred to by the undersigned small business issuer;

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(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned small business issuer or its securities provided by or on behalf of the undersigned small business issuer; and

(iv) Any other communication that is an offer in the offering made by the undersigned small business issuer to the purchaser.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430(B) or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided; however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by referenced into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorized this registration statement to be signed on our behalf by the undersigned, in the City of Cameron Park, State of California on November 2, 2007.

FIRSTGOLD CORP.

By: /s/ A. SCOTT DOCKTER

Name: A. Scott Dockter

Title: Chief Executive Officer

In accordance with the requirements of the Securities Act of 1933, this amended registration statement was signed by the following persons in the capacities and on the dates stated:

Signatures	Title	Date
<u>/s/ A. SCOTT DOCKTER</u> A. Scott Dockter	Chief Executive Officer and Director	November 2, 2007
<u>/s/ JAMES KLUBER</u> James Kluber	Principal Accounting Officer, Principal Financial Officer, and Secretary	November 2, 2007
<u>/s/ TERRENCE LYNCH</u> Terrence Lynch	Director	October 29, 2007
<u>/s/ STEPHEN AKERFELDT</u> Stephen Akerfeldt	Director	October 29, 2007
<u>/s/ DONALD HEIMLER</u> Donald Heimler	Director	October 29, 2007
<u>/s/ FRASER BERRILL</u> Fraser Berrill	Director	October 30, 2007

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EXHIBIT INDEX

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Exhibit 3.2	Certificate of Amendment to Certificate of Incorporation of the Registrant.
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Exhibit 4.2(a)	Form of Warrant - \$0.20 exercise price
Exhibit 4.2(b)	Form of Warrant - \$0.30 exercise price
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Exhibit 4.4(b)	Warrants dated November 1, 2006
Exhibit 4.4(c)	Amended and Restated Warrant dated March 16, 2007
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Exhibit 4.6	Warrants dated June 22, 2007
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Exhibit 5.1(a)*	Updated Opinion of Counsel
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Exhibit 10.13	Pledge and Escrow Agreement dated January 27, 2006 by and among Firstgold and the investor named therein.
Exhibit 10.14	Firstgold, Inc. 2006 Stock Option Plan
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Exhibit 10.15(a)	Amendment Number 1 to Securities Purchase Agreement dated November 1, 2006.
Exhibit 10.16	Registration Rights Agreement dated September 26, 2006 by and among Firstgold and the investor named therein.
Exhibit 10.16(a)	Modification to Registration Rights Agreement
Exhibit 10.16(b)	Amendment No. 1 to Investor Registration Rights Agreements
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Exhibit 10.18(a)	Pledge and Escrow Agreement dated September 26, 2006
Exhibit 10.18(b)	Amendment to Pledge and Escrow Agreement dated November 1, 2006
Exhibit 10.19	Transfer Agent Instructions
Exhibit 10.20	Aircraft Time Sharing Agreement dated December 1, 2006
Exhibit 10.21*	Form of Subscription Agreement for Regulation S offering in April 2007.
Exhibit 14	Code of Business Conduct and Ethics.
Exhibit 23.1	Consent of Counsel (incorporated by reference to Exhibit 5.1 of this filing)
Exhibit 23.2*	Consent of Independent Registered Public Accounting Firm
Exhibit 23.3*	Consent of Independent Registered Public Accounting Firm

* Exhibits included in this Second Amended SB-2 Registration Statement