ITRONICS INC
Form SB-2/A
February 14, 2006

As filed with the Securities and Exchange Commission on February 14, 2006
Registration No. 333-127855

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

AMENDMENT NO. 5 TO

FORM SB-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ITRONICS INC.
(Name of small business issuer in its charter)

Texas	**2870**	**75-2198369**
(State or other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

6490 S. McCarran Blvd., Bldg C-23
Reno, Nevada 89509
(775) 689-7696
(Address and telephone number of principal executive offices and principal place of business)

Dr. John W. Whitney, Chief Executive Officer
ITRONICS INC.
6490 S. McCarran Blvd., Bldg C-23
Reno, Nevada 89509
(775) 689-7696
(Name, address and telephone number of agent for service)

Copies to:
Gregory Sichenzia, Esq.
Eric A. Pinero, Esq.
Sichenzia Ross Friedman Ference LLP
1065 Avenue of the Americas, 21st Flr.
New York, New York 10018
(212) 930-9700
(212) 930-9725 (fax)

APPROXIMATE DATE OF PROPOSED SALE TO THE PUBLIC:
From time to time after this Registration Statement becomes effective.

If any securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box: x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o ________

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o ________

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o ________

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. o ________

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, $.001 par value issuable upon conversion of the secured convertible notes	49,241,000(3)	$.08	$3,939,280	$421.50
Common stock, $.001 par value issuable upon exercise of warrants	759,000(4)	$.08	$60,720	$6.50
Total	50,000,000		$4,000,000	$428.00*

* We previously paid a filing fee in the aggregate amount of $376.64 in the initial filing of this registration statement on Form SB-2. We registered an additional 10,000,000 shares of our common stock in Amendment No. 3 on Form SB-2 which was filed on February 6, 2006, including 9,850,000 shares underlying the secured convertible notes and 150,000 shares underlying warrants. Accordingly, we paid a filing fee of $51.36 upon the filing of Amendment No. 3

(1) Includes shares of our common stock, par value $0.001 per share, which may be offered pursuant to this registration statement, which shares are issuable upon conversion of secured convertible notes and the exercise of warrants held by the selling stockholders. In addition to the shares set forth in the table, the amount to be registered includes an indeterminate number of shares issuable upon conversion of the secured convertible notes and exercise of the warrants, as such number may be adjusted as a result of stock splits, stock dividends and similar transactions in accordance with Rule 416. The number of shares of common stock registered hereunder represents a good faith estimate by us of the number of shares of common stock issuable upon conversion of the secured convertible notes and upon exercise of the warrants. For purposes of estimating the number of shares of common stock to be included in this registration statement, we calculated a good faith estimate of the number of shares of our common stock that we believe will be issuable upon conversion of the secured convertible notes and upon exercise of the warrants to account for market fluctuations, and antidilution and price protection adjustments, respectively. Should the conversion ratio result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary. In addition, should a decrease in the exercise price as a result of an issuance or sale of shares below the then current market price, result in our having insufficient shares, we will not rely upon Rule 416, but will file a new registration statement to cover the resale of such additional shares should that become necessary.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(c) and Rule 457(g) under the Securities Act of 1933, using the average of the high and low price as reported on the Over-The-Counter Bulletin Board on February 3, 2006, which was $.08 per share.

(3) Includes a good faith estimate (200%) of the shares underlying secured convertible notes to account for market fluctuations.

(4) Includes a good faith estimate of the shares underlying warrants exercisable at $.15 per share to account for antidilution and price protection adjustments.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said

Section 8(a), may determine.

THE INFORMATION CONTAINED IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. WE MAY NOT SELL THESE SECURITIES UNTIL THE REGISTRATION STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IS EFFECTIVE. THIS PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IT IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

PRELIMINARY PROSPECTUS SUBJECT TO COMPLETION, DATED FEBRUARY 14, 2006

ITRONICS INC.
50,000,000 SHARES OF
COMMON STOCK

This prospectus relates to the resale by the selling stockholders of up to 50,000,000 shares of our common stock, including up to 49,241,000 shares of common stock underlying secured convertible notes in a principal amount of $3,250,000 and up to 759,000 shares of common stock issuable upon the exercise of common stock purchase warrants. The secured convertible notes are convertible into our common stock at the lower of $0.10 or at a 45% discount to the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. The selling stockholders may sell common stock from time to time in the principal market on which the stock is traded at the prevailing market price or in negotiated transactions. The selling stockholders may be deemed underwriters of the shares of common stock, which they are offering. We will pay the expenses of registering these shares.

Our common stock is registered under Section 15(d) of the Securities Exchange Act of 1934 and is listed on the Over-The-Counter Bulletin Board under the symbol "ITRO". The last reported sales price per share of our common stock as reported by the Over-The-Counter Bulletin Board on February 3, 2006, was $.08.

Investing in these securities involves significant risks. See "Risk Factors" beginning on page 6.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is ________, 2006.

The information in this Prospectus is not complete and may be changed. This Prospectus is included in the Registration Statement that was filed by Itronics Inc. with the Securities and Exchange Commission. The selling stockholders may not sell these securities until the registration statement becomes effective. This Prospectus is not an offer to sell these securities and is not soliciting an offer to buy these securities in any state where the sale is not permitted.

TABLE OF CONTENTS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and any prospectus supplement contain forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events.

In some cases, you can identify forward-looking statements by words such as “may,” “should,” “expect,” “plan,” “could “anticipate,” “intend,” “believe,” “estimate,” “predict,” “potential,” “goal,” or “continue” or similar terminology. These s are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks outlined under “Risk Factors,” that may cause our or our industry’s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements.

Unless we are required to do so under U.S. federal securities laws or other applicable laws, we do not intend to update or revise any forward-looking statements.

2

PROSPECTUS SUMMARY

The following summary highlights selected information contained in this prospectus. This summary does not contain all the information you should consider before investing in the securities. Before making an investment decision, you should read the entire prospectus carefully, including the "risk factors" section, the financial statements and the notes to the financial statements.

ITRONICS INC.

We are the inventor and developer of the "Beneficial Use Photochemical, Silver, and Water Recycling" technology that produces environmentally beneficial GOLD'n GRO fertilizers and silver bullion.

We are a process technology company that has developed what we believe is a unique technology for photochemical recycling. We, through our subsidiary, Itronics Metallurgical, Inc., extract more than 99% of the silver and virtually all of the other toxic heavy metals from used photoliquids. We then use this “Beneficial Use Photochemical, Silver and Water Recycling” technology to produce environmentally beneficial chelated multinutrient liquid fertilizer products sold under the trademark GOLD’n GRO, animal repellant/fertilizer products to be sold under the trademark GOLD’n GRO Guardian, and silver bullion. We also provide process planning and technical services to the mining industry.

For the years ended December 31, 2004 and 2003, we generated net revenues in the amount of $1,720,049 and $1,268,787 and net losses of $2,839,872 and $2,752,291, respectively. For the nine months ended September 30, 2005, we generated net revenues in the amount of $1,110,697 and a net loss of $2,665,012. As a result of recurring losses from operations and an accumulated deficit of $22,944,959 as of December 31, 2004, our Independent Registered Public Accounting Firm, in their report dated May 19, 2005, have expressed substantial doubt about our ability to continue as going concern.

Our principal offices are located at 6490 S. McCarran Blvd., Bldg C-23, Reno, Nevada 89509, and our telephone number is (775) 689-7696. We are a Texas corporation.

Common stock offered by selling stockholders	Up to 50,000,000 shares, including the following:
	– up to 49,241,000 shares of common stock underlying secured convertible notes in the principal amount of $3,250,000 (includes a good faith estimate of the shares underlying secured convertible notes to account for market fluctuations and antidilution protection adjustments, respectively),
	– up to 759,000 shares of common stock issuable upon the exercise of common stock purchase warrants at an exercise price of $.15 per share (includes a good faith estimate of the shares underlying warrants to account for antidilution protection adjustments),
	This number represents 25.35% of our current outstanding stock.

Common stock to be outstanding after the offering	Up to 247,248,179 shares
Use of proceeds	We will not receive any proceeds from the sale of the common stock. However, we will receive the sale price of any common stock we sell to the selling stockholders upon exercise of the warrants. We expect to use the proceeds received from the exercise of the warrants, if any, for general working capital purposes. However, AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC will be entitled to exercise up to 3,000,000 warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., or New Millennium Partners II, LLC exercise the warrants on a cashless basis, then we will not receive any proceeds from the exercise of those warrants. In addition, we have received gross proceeds $2,750,000 from the sale of the secured convertible notes and the investors are obligated to provide us with an additional $500,000 within five days of this prospectus being declared effective. The proceeds received from the sale of the secured convertible notes will be used for business development purposes, working capital needs, pre-payment of interest, payment of consulting and legal fees and purchasing inventory.
Over-The-Counter Bulletin Board Symbol	ITRO

The above information regarding common stock to be outstanding after the offering is based on 197,248,179 shares of common stock outstanding as of February 14, 2006 and assumes the subsequent conversion of our issued secured convertible notes and exercise of warrants by our selling stockholders.

EXPLANATORY NOTE:On July 15, 2005, we entered into a Securities Purchase Agreement with four accredited investors. In addition, on July 5, 2005 we entered into a Finder's Agreement with Confin International Investments, which acted as selling agent in connection with the July 2005 Securities Purchase Agreement. Any issuance of shares of common stock pursuant to the Securities Purchase Agreement and Finder's Agreement that would require us to issue shares of common stock in excess of our authorized capital is contingent upon us obtaining shareholder approval to increase our authorized shares of common stock from 250,000,000 to 1,000,000,000 and filing the certificate of amendment to our certificate of incorporation. We filed a proxy statement with the Securities and Exchange Commission on August 31, 2005, asking a super majority of our shareholders to authorize the increase in our authorized shares of common stock. If a super majority of our shareholders approve an increase in our authorized shares of common stock, we intend on filing the certificate of amendment to our certificate of incorporation immediately following our shareholder meeting. We are registering 50,000,000 shares of common stock pursuant to this prospectus that are underlying the secured convertible notes and warrants issued in connection with the Securities Purchase Agreement. Upon filing the certificate of amendment, we will amend this prospectus to include additional shares of common stock that are issuable pursuant to the Securities Purchase Agreement and the shares of common stock that are issuable pursuant to the Finder's Agreement.

JULY 2005 SECURITIES PURCHASE AGREEMENT

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on July 15, 2005 for the sale of (i) $3,250,000 in secured convertible notes and (ii) warrants to buy 3,000,000 shares of our common stock.

The investors are obligated to provide us with the funds (gross proceeds) as follows:

- $250,000 was disbursed on July 15, 2005;
- $1,000,000 was disbursed on August 1, 2005, upon receipt by the investors of a certificate representing the pledged shares of Dr. John W. Whitney, our President, as security for repayment of the secured convertible notes in the aggregate amount of 14,550,558 shares pursuant to the Guaranty and Pledge Agreement dated as of July 15, 2005;
- $1,000,000 was disbursed within five days of the filing of this registration statement;
- $500,000 was disbursed on January 26, 2006 as an advance on the final traunche; and
- $500,000 will be disbursed within five days of the effectiveness of this prospectus.

The secured convertible notes bear interest at 8%, mature three years from the date of issuance, and are convertible into our common stock, at the selling stockholders' option, at the lower of (i) $0.10 or (ii) a 45% discount to the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date. Accordingly, there is in fact no limit on the number of shares into which the notes may be converted. As of August 22, 2005, the average of the three lowest intraday trading prices for our common stock during the preceding 20 trading days as reported on the Over-The-Counter Bulletin Board was $.06 and, therefore, the conversion price for the secured convertible notes was $.033. Based on this conversion price, the $3,250,000 secured convertible notes, excluding interest, were convertible into 98,484,848 shares of our common stock.

AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and New Millennium Partners II, LLC have contractually agreed to restrict their ability to convert or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock.

Confin International Investments (the "Selling Agent") acted as selling agent in connection with the offering. We will issue will issue up to a total of 3,000,000 warrants to the Selling Agent and the Selling Agent will receive gross fees of $260,000, representing 8% of the total gross proceeds received by us, as consideration for services performed in connection with the issuance of the secured convertible notes and warrants to the investors pursuant to the July 2005 Securities Purchase Agreement.

On January 26, 2006, we received a $500,000 advance on the final traunche of the Securities Purchase Agreement pursuant to which we issued an aggregate of $500,000 in secured convertible notes and warrants to purchase an aggregate of 461,539 shares of our common stock to AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and New Millennium Partners II, LLC. The remaining $500,000 pursuant to the Securities Purchase Agreement will be funded upon the effectiveness of this registration statement.

See the "Selling Stockholders" and "Risk Factors" sections for a complete description of the secured convertible notes.

RISK FACTORS

This investment has a high degree of risk. Before you invest you should carefully consider the risks and uncertainties described below and the other information in this prospectus. If any of the following risks actually occur, our business, operating results and financial condition could be harmed and the value of our stock could go down. This means you could lose all or a part of your investment.

Risks Relating to Our Business:

We Have a History Of Losses Which May Continue, and May Negatively Impact Our Ability to Achieve Our Business Objectives.

We incurred net losses of $2,839,872 and $2,752,291 for the years ended December 31, 2004 and 2003, respectively. For the nine months ended September 30, 2005, we incurred a net loss of $3,031,666. We cannot assure you that we can achieve or sustain profitability on a quarterly or annual basis in the future. Our operations are subject to the risks and competition inherent in the establishment of a business enterprise. There can be no assurance that future operations will be profitable. Revenues and profits, if any, will depend upon various factors, including whether we will be able to continue expansion of our revenue. We may not achieve our business objectives and the failure to achieve such goals would have an adverse impact on us.

We Anticipate That the Proceeds From Our July 2005 Private Placement Could Be Spent By as Early as March 2006. If We Are Unable to Obtain Additional Funding, Our Business Operations Will be Harmed. In Addition, Section 4e of the July 2005 Securities Purchase Agreements Contains Certain Restrictions and Limitations on Our Ability to Seek Additional Financing. If We Do Obtain Additional Financing, Our Then Existing Shareholders May Suffer Substantial Dilution.

We anticipate that the proceeds from our July 2005 private placement will be spent by as early as March 2006. Accordingly, we will require additional funds to sustain and expand our sales and marketing activities. Additional capital will be required to effectively support the operations and to otherwise implement our overall business strategy. Without the prior written consent of a majority-in-interest of the investors for a period ending on the later of (i) 270 days from the closing date, or (ii) 180 days from the date that this registration statement is declared effective by the SEC, Section 4e of our July 2005 Securities Purchase Agreement limits our ability to seek additional financing, including negotiating or contracting with any party to obtain additional equity financing (including debt financing with an equity component) which involves the following:

- the issuance of shares of our common stock at a discount to the market price on the date of issuance;
- the issuance of convertible securities that are convertible into an indeterminate number of shares of our common stock; or
- the issuance of warrants to purchase shares of our common stock.

There can be no assurance that financing will be available in amounts or on terms acceptable to us, if at all, or if a majority-in-interest of the investors under our July 2005 Securities Purchase Agreement will provide their prior written consent for us to engage in additional financing involving the issuance of our securities as set forth above. The inability to obtain additional capital will restrict our ability to grow and may reduce our ability to continue to conduct business operations. If we are unable to obtain additional financing, we will likely be required to curtail our marketing and development plans and possibly cease our operations. Any additional equity financing may involve substantial dilution to our then existing shareholders.

Our Independent Registered Public Accounting Firm Has Stated There is Substantial Doubt About Our Ability to Continue As a Going Concern, Which May Hinder Our Ability to Obtain Future Financing.

In their report dated May 19, 2005 on our financial statements as of and for the year ended December 31, 2004, our independent registered public accounting firm stated that our recurring losses from operations and our accumulated deficit as of December 31, 2004 raised substantial doubt about our ability to continue as a going concern. Since December 31, 2004, we have continued to experience net operating losses. Our ability to continue as a going concern is subject to our ability to generate a profit and/or obtain necessary funding from outside sources, including obtaining additional funding from the sale of our securities, increasing sales or obtaining loans and grants from various financial institutions where possible. Our continued net operating losses and stockholders' deficiency increase the difficulty in meeting such goals and there can be no assurances that such methods will prove successful.

Our Fertilizer Sales Are Dependent Upon Our Contract With Western Farm Service, Inc., Which Accounted for $989,084, or 97% of 2004 Fertilizer Sales. The Loss of This Contract Could Cause Us to Cease Operations.

In March 1998 we signed a definitive licensing, manufacturing, and distribution agreement with Western Farm Service, Inc. (WFS), a wholly owned subsidiary of Agrium, Inc. (a NYSE company) to market our GOLD'n GRO fertilizer products. The five-year agreement, with optional five-year renewal periods, was extended for another five years in March 2003. After the initial five year period, the contract may be terminated by either party in any subsequent year by giving the other party written notice 120 days prior to December 31 st of each year. Substantially all of our fertilizer sales (97%, or an aggregate of $989,084 during 2004; a similar percentage is expected for 2005) are to WFS and we would be materially adversely affected if the contract were terminated. Any such termination may cause us to curtail or cease operations.

Our Photochemical Recycling and Related Silver Refining Revenue Were Dependent on Our Contract with Shutterfly, Inc., Which Accounted for $201,291, or 59%, of Such 2004 Revenue. Shutterfly, Inc. Also Supplied 65% of Our Used Photochemicals Which We Use as a Raw Material in our GOLD'n GRO Fertilizer Products.

We entered into our standard recycling services contract with Shutterfly, Inc., a private company in the digital imaging and processing industry, in July 2001. In December 2004, our photochemical recycling services provided to Shutterfly, Inc. were discontinued by mutual agreement. Due to the nature of our business, our photochemical recycling customers are also suppliers of our used photochemical raw material needed for fertilizer manufacturing. This raw material is the primary ingredient that distinguishes our GOLD'n GRO fertilizer products from competing fertilizer products. If we are unable to find new customers to replace the lost volume of used photochemicals, we would use up our present inventory of used photochemicals which would limit fertilizer sales to less than our present volumes. If this were to occur, we would be prevented from expanding fertilizer sales to a level required to become profitable, resulting in continuing substantial losses.

The EPA Registration Process for GOLD'n GRO Guardian Animal Repellent Will Be Lengthy and Expensive. There is No Guarantee That the Product Will Be Approved By the EPA and There Is No Guarantee That The Product Will Be Accepted In the Markets We Are Targeting. If Our Registration is Not Approved or if This Product is Not Accepted in the Markets Which We Are Targeting, Substantial Losses Could Occur.

Registration of GOLD'n GRO Guardian with the Federal EPA, followed by registration in each state in which it will be sold, is necessary before the product can be sold in any state. The product is an animal repellent fertilizer and represents a new category of fertilizer for us. Our main risk is that the registration may take longer than anticipated, and that the cost could be higher than presently budgeted. After registration is complete, normal market introduction timing of 2 to 3 years can be expected, and there is always the risk that another company with superior resources may develop a similar product The revenues to be generated by product sales, after the product is registered, are expected to be supplemental to the regular GOLD'n GRO fertilizer sales but could grow to become a significant part of total fertilizer sales within a few years after introduction.

There is no assurance that the registration of GOLD'n GRO Guardian will be approved or that even if approved, that this product will be accepted in the markets which we are targeting. If our registration is not approved or if GOLD'n

GRO Guardian is not accepted in the marketplace, substantial losses could occur.

If We Are Unable to Retain the Services of Dr. John W. Whitney or If We Are Unable to Successfully Recruit Qualified Personnel Having Experience in Business, We May Not Be Able to Continue Our Operations.

Our success depends to a significant extent upon the continued service of Dr. John W. Whitney, our current President, Treasurer and Director. Loss of the services of Dr. Whitney could have a material adverse effect on our growth, revenues, and prospective business. However, Dr. Whitney is bound by several confidentiality agreements, which specifically include non-compete clauses. We have applied for a "key man" life insurance policy on the life of Dr. Whitney in the amount of $5,000,000. In addition, in order to successfully implement and manage our business plan, we will be dependent upon, among other things, successfully recruiting qualified personnel having experience in business. Competition for qualified individuals is intense. There can be no assurance that we will be able to find, attract and retain existing employees or that we will be able to find, attract and retain qualified personnel on acceptable terms.

We Are in Default on Substantially All of Our Equipment Leases, Which if Not Settled, Could Result in the Repossession of Certain Equipment and Cause Us to Cease Operations

As of January 31, 2006, delinquent payments on our equipment leases totaled approximately $555,000. As discussed in the Legal Proceedings section, many of these leases are subject to ongoing litigation or the lessor has received a judgment. The creditors with judgments may seize the secured equipment and/or other assets at any time without notice. Also as discussed in the Legal Proceedings section, we have renegotiated several other leases. These leases are subject to stipulated judgments that allow the lessor to repossess the secured equipment and/or seize other assets without further court action if we become delinquent on future payments. The loss of our equipment could cause us to cease operations.

If We Are Not Able to Successfully Market and Gain Public Awareness of Our Products and Services, We May Sustain Substantial Losses Which Could Require Us to Curtail or Cease Our Operations.

The production of photochemical fertilizer for commercial and consumer applications is a new business concept characterized by competition with established fertilizer manufacturers who have historically produced products that have heretofore fulfilled the market demand. Achieving market awareness and acceptance for products being introduced and under development requires substantial marketing efforts and expenditure of significant marketing and advertising funds. There is uncertainty as to the rate of sales expansion and the degree of market acceptance of our products. Because of this, we are currently developing and evaluating, and anticipate that we will continue to develop, marketing and advertising for such new products or services; we will devote resources, financial and otherwise to such efforts. The failure of these efforts could result in substantial losses.

Our Success is Dependant on The Ability of Our Products and Services to Compete in Our Various Industries.

We operate in three highly competitive industries which have been characterized by pricing pressures, business consolidations, and flat or low growth trends in revenues and sales. Each of the industries in which we are operating has its own competitive characteristics. The mining technical services segment is somewhat dependent on metals prices in relation to production costs; the industry is under price pressure and consolidations are occurring. The need for technical services in this environment is reduced for certain types of services, but increased for others. There is increased competition from foreign firms who have exchange rate differentials that provide them a competitive advantage in provision of certain services. Our photochemical recycling segment operates in the photowaste hauling and disposal industry. A few large service companies and a few smaller regional companies characterize this industry. Expansion into international markets will also bring direct competition from foreign firms. The photochemical recycling segment also operates in the fertilizer industry. The fertilizer market consists of “Specialty Agriculture Market”, the “Bulk Field Crop Market”, and the “Urban Fertilizer Market”. We are currently concentrating on increasing bulk GOLD’n GRO fertilizer sales, primarily in the Specialty Agriculture and the Bulk Field Crops markets. The fertilizer markets are mature and dominated by a few large manufacturers and distributors. The western U.S. distributor for the GOLD’n GRO fertilizers is one of these companies. Because the markets are mature, the rate of growth to be achieved when introducing new products is uncertain because of the need to displace existing products.

Our markets are not characterized by rapid technological change. These industries are characterized by the need to make large capital investments in order to be participants. This limits the rate of technological change and makes it more difficult for entry by new competitors. Prior to our photochemical recycling technology development, the recovery and disposal of hazardous photochemical waste was characterized by low or limited technology and consisted primarily of hauling and dumping the chemical for a fee. Most of the existing companies recover and sell a portion of the contained silver. The main risk is price fluctuations in the silver market.

The fertilizer industry is stable and new product development and introduction is a long-term process. The reason is that crops grow on seasonal cycles and crop nutrition is complex and affected by many factors. It takes years to develop a new fertilizer product due to the complexity of the plant nutrition process. Because of this, innovation in the fertilizer nutrient product market is low. Now that some of our products and nutrition programs are being introduced into the marketplace, there is no assurance that we will be able to maintain our product development lead if companies with larger resources decide to attempt to produce products that duplicate some of the characteristics of our products.

Our Success is Dependant Upon Regulatory Enforcement of the Waste Control Environment.

Regulatory enforcement of the waste control environment is critical to our competitive position by making it more difficult for service companies with minimal compliance to operate and offer lower pricing. Generally, all 50 states continue to strengthen their regulatory enforcement but our competitive position in obtaining liquid photowastes, the basic process raw material, is somewhat dependent on the continuation of regulations and regulatory enforcement. Similar regulatory enforcement may not be available to us to aid in establishing and developing our international operations.

Our Success is Dependant Upon Our Ability to Adequately Protect Our Trade Secrets, Know-How, Patents and Trademarks.

We own the Itronics logo and name pursuant to common law and"GOLD'n GRO â" is a registered trademark. We have only four patents with respect to our technology. Where patent protection is not available, we rely for protection of our intellectual property on trade secret law and nondisclosure and confidentiality agreements with our employees and others. There can be no assurance that such agreements will provide meaningful protection for our trade secrets or proprietary know-how in the event of any unauthorized use or disclosure of such trade secrets or know-how. In addition, others may obtain access to or independently develop technologies or know-how similar to ours.

Our success will also depend on our ability to avoid infringement of patent or other proprietary rights of others. We are not aware that we are infringing any patent or other such rights, nor are we aware of proprietary rights of others for which we will be required to obtain a license in order to develop our products. However, there can be no assurance that we are not infringing proprietary rights of others, or that we will be able to obtain any technology licenses we may require in the future.

We Rely on Contractual Relationships With Our Key Suppliers, Vendors, Customers and Consultants. A Loss of One or More of These Contractual Relationships, Our Ability to Maintain or Increase Revenues Could Be Adversely Affected.

We rely on contractual relationships with our key suppliers, vendors, customers and consultants ("Key Contacts"). If we were to lose these Key Contacts, our ability to maintain or increase revenues could be adversely affected. While we believe our relationship with our Key Contacts is good, there can be no assurance that any relationship will continue to exist.

Our Mining Technical Services Revenues Were Dependent Upon Our Contract With Golden Phoenix Minerals, Inc., Which Accounted for $224,039, or 75% of Such Revenue. Our Contract With Golden Phoenix Minerals, Inc. Expired in March 2005 And Accordingly, We No Longer Realize A Revenue Stream Associated With Said Contract.

We entered into a three year contract with Golden Phoenix Minerals, Inc. (GPXM), a publicly traded precious metal mining company, in March 1999 to provide consulting services. Our mining technical service revenues were dependent upon our contract with Golden Phoenix, which accounted for $224,039, or 75%.The contract was renewed for another three years in March 2002 and expired in March 2005 and was not renewed. Accordingly, we no longer realize a revenue stream associated with said contract.

We Are Refocusing Our Technical Services Segment to Include an Internet Information Portal to Support That Division. We Do Not Know If, or How Long, It Will Be Before Revenue Will Sustain Current Spending Levels. Additional Substantial Losses Could Occur.

The redirection of Whitney & Whitney, Inc. to reduce emphasis on technical consulting services and to launch an Internet information portal is brought about by the fact that Dr. Whitney, our President, has often been the lead person in generating new consulting contracts. Our President's increased responsibilities for managing the expanding photochemical recycling segment and overall corporate activities has reduced his time availability to actively participate in the consulting segment. The main risk in establishing the information portal is the length of time and the related support costs that will be expended during the time needed to get subscriptions to a break- even level.

We do not know if, or how long, it will be before revenue will sustain current spending levels. If it takes a long period of time to launch our Internet information portal and if we expend substantial support costs with respect to such reconfiguration without realizing any revenues related thereto, additional substantial losses could occur.

Any Future Acquisitions Could Disrupt Our Existing Business and Harm Our Financial Position.

An element of our growth strategy includes the acquisition of companies which we believe have synergistic business models. Acquisitions entail a number of risks that could materially and adversely affect business and operating results. Such risks would include problems integrating the acquired operations, technologies or products; diversion of management's time and attention from core businesses; difficulties in retaining business relations with suppliers and customers of the acquired company; risks associated with entering markets in which our management lacks prior experience, and potential loss of key employees from the acquired company.

A Substantial Portion of Our Accounts Receivables Are Due From Western Farm Service, Inc. (WFS)

As of September 30, 2005, $18,575, or 17% of our total accounts receivables were due to us from WFS. This percentage may fluctuate up or down depending on the time of year. For example, as of December 31, 2005, we expect this percentage to be zero. If WFS became unable or unwilling to pay the amounts due, we would be materially adversely affected.

Risks Relating to Our Current Financing Arrangement:

If We Fail to Obtain Stockholder Approval to Increase our Authorized Shares of Common Stock, We May be Subject to Various Penalties and Will be in Default of the Securities Purchase Agreement.

We presently do not have an adequate amount of authorized and unissued shares of common stock to issue upon the conversion of the secured convertible notes and the exercise of the warrants in connection with the July 2005 Securities Purchase Agreement. As of February 3, 2006, there were 197,248,179 shares of common stock outstanding. We filed a proxy statement on Schedule 14A with the Securities and Exchange Commission on August 31, 2005 and will hold a special meeting of our stockholders pursuant to which we will ask our stockholders to approve an amendment to our certificate of incorporation to increase our authorized common stock from 250,000,000 shares to 1,000,000,000 shares. In the event that we are unable to obtain an increase in our authorized common stock, we will be required to pay penalties to the investors of the July 2005 Securities Purchase Agreement and will be in default of the agreement. If we are in default, we will be required to repay the secured convertible notes. If we are required to repay the secured convertible notes, we would be required to use our limited working capital and raise additional funds. If we were unable to repay the notes when required, the note holders could commence legal action against us and foreclose on all of our assets to recover the amounts due. Any such action would require us to curtail or cease operations.

There Are a Large Number of Shares Underlying Our Secured Convertible Notes and Warrants That May be Available for Future Sale and the Sale of These Shares May Depress the Market Price of Our Common Stock.

As of December 31, 2005, we had 197,148,179 shares of common stock issued and outstanding, 7,144,103 common shares to be issued to management and other employees for unpaid salary and accrued interest in the amount of $573,380, unsecured convertible notes outstanding that may be converted into an estimated 22,229,550 shares of common stock at conversion prices ranging from $0.125 to $1.18, outstanding warrants to purchase 25,070,183 shares of common stock at exercise prices ranging from $0.075 to $0.24, and outstanding compensatory options to purchase 6,108,000 shares of common stock at exercise prices ranging from $0.15 to $0.90 per share. We also have secured convertible notes outstanding, and are obligated to issue secured convertible notes, that may be converted into an estimated 196,969,697 shares of common stock at current market prices and related warrants to purchase 3,000,000 shares of common stock at an exercise $0.15 per share. In addition, the number of shares of common stock issuable upon conversion of the outstanding secured convertible notes may increase if the market price of our stock declines. All of the shares, including all of the shares issuable upon conversion of the secured convertible notes and upon exercise of our warrants, may be sold without restriction. The sale of these shares may adversely affect the market price of our common stock.

The Continuously Adjustable Conversion Price Feature of Our Secured Convertible Notes Could Require Us to Issue a Substantially Greater Number of Shares, Which Will Cause Dilution to Our Existing Stockholders.

Our obligation to issue shares upon conversion of our secured convertible notes is essentially limitless. The following is an example of the amount of shares of our common stock that are issuable, upon conversion of the principal amount of our secured convertible notes, based on market prices 25%, 50% and 75% below the market price as of February 3, 2006 of $0.08.

% Below Market	Price Per Share	With Discount at 45%	Number of Shares Issuable	% of Outstanding Stock
25%	$.06	$.033	98,484,848	33.30%
50%	$.04	$.022	147,727,273	42.82%
75%	$.02	$.011	295,454,545	59.97%

As illustrated, the number of shares of common stock issuable upon conversion of our secured convertible notes will increase if the market price of our stock declines, which will cause dilution to our existing stockholders.

The Continuously Adjustable Conversion Price Feature of our Secured Convertible Notes May Have a Depressive Effect on the Price of Our Common Stock.

The secured convertible notes are convertible into shares of our common stock at a 45% discount to the trading price of the common stock prior to the conversion. The significant downward pressure on the price of the common stock as the selling stockholders convert and sell material amounts of common stock could have an adverse effect on our stock price. In addition, not only the sale of shares issued upon conversion or exercise of secured convertible notes and warrants, but also the mere perception that these sales could occur, may adversely affect the market price of the common stock.

The Issuance of Shares Upon Conversion of the Secured Convertible Notes and Exercise of Outstanding Warrants May Cause Immediate and Substantial Dilution to Our Existing Stockholders.

The issuance of shares upon conversion of the secured convertible notes and exercise of warrants may result in substantial dilution to the interests of other stockholders since the selling stockholders may ultimately convert and sell the full amount issuable on conversion. Although AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC may not convert their secured convertible notes and/or exercise their warrants if such conversion or exercise would cause them to own more than 4.99% of our outstanding common stock, this restriction does not prevent AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC from converting and/or exercising some of their holdings and then converting the rest of their holdings. In this way, AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC could sell more than this limit while never holding more than this limit. There is no upper limit on the number of shares that may be issued which will have the effect of further diluting the proportionate equity interest and voting power of holders of our common stock, including investors in this offering.

In The Event That Our Stock Price Declines, The Shares Of Common Stock Allocated For Conversion Of The Secured Convertible Notes and Registered Pursuant To This Prospectus May Not Be Adequate And We May Be Required to File A Subsequent Registration Statement Covering Additional Shares. If The Shares We Have Allocated And Are Registering Herewith Are Not Adequate And We Are Required To File An Additional Registration Statement, We May Incur Substantial Costs In Connection Therewith.

Based on our current market price and the potential decrease in our market price as a result of the issuance of shares upon conversion of the secured convertible notes, we have made a good faith estimate as to the amount of shares of common stock that we are required to register and allocate for conversion of the secured convertible notes. Accordingly, we have allocated 196,969,697 shares to cover the conversion of the secured convertible notes. In the event that our stock price decreases, the shares of common stock we have allocated for conversion of the secured convertible notes and are registering hereunder may not be adequate. If the shares we have allocated to the registration statement are not adequate and we are required to file an additional registration statement, we may incur substantial costs in connection with the preparation and filing of such registration statement.

If We Are Required for any Reason to Repay Our Outstanding Secured Convertible Notes, We Would Be Required to Deplete Our Working Capital, If Available, Or Raise Additional Funds. Our Failure to Repay the Secured Convertible Notes, If Required, Could Result in Legal Action Against Us, Which Could Require the Sale of Substantial Assets.

In July 2005, we entered into a Securities Purchase Agreement for the sale of an aggregate of $3,250,000 principal amount of secured convertible notes. The secured convertible notes are due and payable, with 8% interest, three years from the date of issuance, unless sooner converted into shares of our common stock. Although we currently have $2,750,000 secured convertible notes outstanding, the investors are obligated to purchase additional secured convertible notes in the aggregate of $500,000. In addition, any event of default such as our failure to repay the principal or interest when due, our failure to issue shares of common stock upon conversion by the holder, our failure to timely file a registration statement or have such registration statement declared effective, breach of any covenant, representation or warranty in the Securities Purchase Agreement or related convertible note, the assignment or appointment of a receiver to control a substantial part of our property or business, the filing of a money judgment, writ or similar process against our company in excess of $50,000, the commencement of a bankruptcy, insolvency, reorganization or liquidation proceeding against our company and the delisting of our common stock could require the early repayment of the secured convertible notes, including a default interest rate of 15% on the outstanding principal balance of the notes if the default is not cured with the specified grace period. We anticipate that the full amount of the secured convertible notes will be converted into shares of our common stock, in accordance with the terms of the secured convertible notes. If we were required to repay the secured convertible notes, we would be required to use our limited working capital and raise additional funds. If we were unable to repay the notes when required, the note holders could commence legal action against us and foreclose on all of our assets to recover the amounts due. Any such action would require us to curtail or cease operations.

If an Event of Default Occurs under the Securities Purchase Agreement, Secured Convertible Notes, Warrants, Security Agreement or Intellectual Property Security Agreement, the Investors Could Take Possession of all Our Goods, Inventory, Contractual Rights and General Intangibles, Receivables, Documents, Instruments, Chattel Paper, and Intellectual Property.

In connection with the Securities Purchase Agreements we entered into in July 2005, we executed a Security Agreement and an Intellectual Property Security Agreement in favor of the investors granting them a first priority security interest in all of our goods, inventory, contractual rights and general intangibles, receivables, documents, instruments, chattel paper, and intellectual property. The Security Agreements and Intellectual Property Security Agreements state that if an even of default occurs under the Securities Purchase Agreement, Secured Convertible Notes, Warrants, Security Agreements or Intellectual Property Security Agreements, the Investors have the right to take possession of the collateral, to operate our business using the collateral, and have the right to assign, sell, lease or otherwise dispose of and deliver all or any part of the collateral, at public or private sale or otherwise to satisfy our obligations under these agreements.

<u>Risks Relating to Our Common Stock</u>:

If We Fail to Remain Current on Our Reporting Requirements, We Could be Removed From the OTC Bulletin Board Which Would Limit the Ability of Broker-Dealers to Sell Our Securities and the Ability of Stockholders to Sell Their Securities in the Secondary Market.

Companies trading on the OTC Bulletin Board, such as us, must be reporting issuers under Section 12 of the Securities Exchange Act of 1934, as amended, and must be current in their reports under Section 13, in order to maintain price quotation privileges on the OTC Bulletin Board. If we fail to remain current on our reporting requirements, we could be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be severely adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

Our Common Stock is Subject to the "Penny Stock" Rules of the SEC and the Trading Market in Our Securities is Limited, Which Makes Transactions in Our Stock Cumbersome and May Reduce the Value of an Investment in Our Stock.

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must:

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

USE OF PROCEEDS

This prospectus relates to shares of our common stock that may be offered and sold from time to time by the selling stockholders. We will not receive any proceeds from the sale of shares of common stock in this offering. However, we will receive the sale price of any common stock we sell to the selling stockholder upon exercise of the warrants. We expect to use the proceeds received from the exercise of the warrants, if any, for general working capital purposes. However, AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., and New Millennium Partners II, LLC will be entitled to exercise up to 3,000,000 warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd., or New Millennium Partners II, LLC exercise the warrants on a cashless basis, then we will not receive any proceeds from the exercise of those warrants. In addition, we have received gross proceeds $2,750,000 from the sale of the secured convertible notes and the investors are obligated to provide us with an additional $500,000; within five days of this prospectus being declared effective. The proceeds received from the sale of the secured convertible notes will be used for business development purposes, working capital needs, pre-payment of interest, payment of finder's and legal fees and payment of indebtedness.

MARKET FOR COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock is quoted on the OTC Bulletin Board under the symbol "ITRO."

For the periods indicated, the following table sets forth the high and low bid prices per share of common stock. These prices represent inter-dealer quotations without retail markup, markdown, or commission and may not necessarily represent actual transactions.

	High($)	Low ($)
Fiscal Year 2003		
First Quarter	0.16	0.09
Second Quarter	0.14	0.08
Third Quarter	0.23	0.11
Fourth Quarter	0.17	0.11
Fiscal Year 2004		
First Quarter	0.22	0.14
Second Quarter	0.17	0.10
Third Quarter	0.10	0.06
Fourth Quarter	0.08	0.05
Fiscal Year 2005		
First Quarter	0.13	0.05
Second Quarter	0.08	0.05
Third Quarter	0.09	0.06
Fourth Quarter	0.08	0.03

Fiscal Year 2006		
First Quarter(1)	0.08	0.05

(1) Through February 3, 2006

HOLDERS

As of December 31, 2005, we had approximately 1,074 holders of our common stock. The number of record holders was determined from the records of our transfer agent and does not include beneficial owners of common stock whose shares are held in the names of various security brokers, dealers, and registered clearing agencies. The transfer agent of our common stock is Securities Transfer Corporation, 2591 Dallas Parkway, Suite 102, Frisco, Texas 75034.

We have never declared or paid any cash dividends on our common stock. We do not anticipate paying any cash dividends to stockholders in the foreseeable future. In addition, any future determination to pay cash dividends will be at the discretion of the Board of Directors and will be dependent upon our financial condition, results of operations, capital requirements, and such other factors as the Board of Directors deem relevant.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Some of the information in this prospectus contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. You should read statements that contain these words carefully because they:

- discuss our future expectations;
- contain projections of our future results of operations or of our financial condition; and
- state other "forward-looking" information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth under "Risk Factors," "Business" and elsewhere in this prospectus. See "Risk Factors."

General Overview

We are the inventor and developer of the "Beneficial Use Photochemical, Silver, and Water Recycling" technology that produces environmentally beneficial GOLD'n GRO fertilizers and silver bullion.

We are a process technology company that has developed what we believe is a unique technology for photochemical recycling. We, through our subsidiary, Itronics Metallurgical, Inc., extract more than 99% of the silver and virtually all of the other toxic heavy metals from used photoliquids and use this “Beneficial Use Photochemical, Silver and Water Recycling” technology to produce environmentally beneficial chelated multinutrient liquid fertilizer products sold under the trademark GOLD’n GRO, animal repellent/fertilizer products to be sold under the trademark GOLD’n GRO Guardian, and silver bullion. We also provide process planning and technical services to the mining industry.

Our fertilizer is sold primarily through Western Farm Service, Inc. (WFS), a wholly owned subsidiary of Agrium, Inc. (a NYSE company). Our distribution agreement with WFS gives them exclusive rights to sell our fertilizer products in Arizona, California, Hawaii, Idaho, Oregon, and Washington, which represented 97% of our fertilizer sales in 2004 and 93% of our sales in 2003. This agreement is discussed in more detail in the Business section. Our plans to increase GOLD’n GRO fertilizer sales, including plans to expand the product line, expand to more geographical regions in the U.S., enter new market segments, and add new distributors, are discussed in more detail in the Growth Plan and Implementation section.

We obtain a significant portion of our raw materials to manufacture fertilizer from used photoliquids. A byproduct of our fertilizer manufacturing process is silver. We sell three types of silver: silver bullion, 5 troy ounce 99.9% pure Silver Nevada Miner numismatic bars, and recycled film containing silver. Our processed silver bullion is sold to a commercial refiner under standard industry terms, which include pricing the silver based on published market quotes and applicable service fees. The Silver Nevada Miner bars sell to the consumer collectibles market. Recycled film is primarily X-ray film from hospitals that we sort and sell to a commercial film recycler; we are paid based on the value of contained silver, 45 to 60 days after shipment.

Our fertilizer manufacturing process uses several commodities. We separate silver from photochemicals, then we add zinc and other raw materials to the demetallized liquid to make our fertilizer formulations. Prices for fertilizer raw materials are generally increasing over time. We maintain limited quantities of these commodities and purchase them on a just in time basis. When prices of these commodities rise, we pass this cost on to our customers, so commodity price fluctuations have not had a significant impact on our results of operations.

The majority of our raw material inventory is comprised of silver in photochemical solutions. The table below indicates that silver prices were relatively stable in 2001 to 2003, then rose dramatically in 2004 and 2005. We regularly compare our weighted average cost of silver per ounce to current market prices; historically we have not had impairment losses. The average London spot price of silver is shown as follows:

			Year		6 mos June 30,
Year	2001	2002	2003	2004	2005
Silver	$4.36	$4.60	$4.88	$6.67	$7.06

We also provide consulting services to the mining industry. To supplement this business line, we recently launched an internet website which we plan to maintain with existing professional staff. Our plans with regard to the website are discussed more fully in the Growth Plan and Implementation section below.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires that management make a number of assumptions and estimates that affect the reported amounts of assets, liabilities, revenues and expenses in our consolidated financial statements and accompanying notes. Management bases its estimates on historical information and assumptions believed to be reasonable. Although these estimates are based on management’s best knowledge of current events and circumstances that may impact the Company in the future, actual results may differ from these estimates.

Our critical accounting policies are those that affect our financial statements materially and involve a significant level of judgment by management.

Revenue Recognition**.**

We operate two divisions: Photochemical Fertilizer and Technical Services. Within the fertilizer division, revenue is derived from three sources (1) sales of fertilizer, (2) photochemical recycling including pick up and transportation of photochemical waste and sales of Photochemical Silver Concentrators, and (3) sales of silver. Revenue from the sale of fertilizer, Photochemical Silver Concentrators, and silver is recognized in income when the goods are shipped. Returns since inception have been nominal; therefore, the Company has not established a returns allowance. Photochemical recycling fees are recognized in income after the used photochemical solution is removed from our customer sites and transported to our manufacturing facility.

Within the technical services division, revenue is derived from consulting services. Revenue is recognized in income as services are rendered. When the Company is responsible for subcontractor services and related expenses, such pass-through costs are included in both revenue and cost of revenues. Markups, if any, are included in revenues.

Inventory.

Inventory is carried on the balance sheet at the lower of cost or market value using the average cost valuation method. Because a large part of our inventory is silver contained in used photochemical solution and the market value of silver changes daily on the commodities market, we regularly monitor the carrying value of our silver in solution inventory to ensure it is carried at the lower of cost or its current market value. If silver on the open market were less than our carrying value, then we would write down the carrying value of our inventory by reducing recorded inventory and increasing cost of sales. If the amount of the write down were material, we would separately include the item in our statement of operations.

Recent Accounting Pronouncements

On December 16, 2004 the FASB issued SFAS No. 123R, "Share-Based Payment," which is an amendment to SFAS No. 123, "Accounting for Stock-Based Compensation." This new standard eliminates the ability to account for share-based compensation transactions using Accounting Principles Board, or APB, Opinion No. 25, "Accounting for Stock Issued to Employees," and generally requires such transactions be accounted for using a fair-value-based method and the resulting cost recognized in our financial statements. This new standard is effective for awards that are granted, modified or settled in cash in interim and annual periods beginning after June 15, 2005, December 15, 2005 for small business issuers. In addition, this statement will apply to unvested options granted prior to the effective date. The Company will adopt this new standard effective for the first fiscal quarter of 2006 and it has not yet determined what impact this standard will have on its financial position or results of operations.

In November 2004, the FASB issued SFAS No. 151, "Inventory Costs: an amendment of ARB No. 43, Chapter 4," to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material. SFAS No. 151 is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. We do not believe the provisions of SFAS No. 151, when applied, will have a material impact on our financial position or results of operations."

In June 2005 the FASB, through its Derivative Implementation Group, issued DIG B-38 which provides guidance on whether certain put or call options are embedded derivatives in a host contract. In our case, this will apply to the prepayment penalty feature of our callable secured convertible debt. The new DIG becomes effective for the first fiscal quarter beginning after December 15, 2005. Beginning January 1, 2006 we have two embedded derivatives, the beneficial conversion feature and the prepayment penalty. When there is more than one embedded derivative in a single debt instrument, it must be valued as a whole. Therefore the Black-Scholes option pricing model, which we presently use to value derivative instruments, will not be appropriate for determining the estimated fair value of these embedded derivatives. Consequently, we will need to determine a new valuation method. We will adopt this new standard effective for the first fiscal quarter of 2006. We have not determined the fair value of this combined embedded derivative, nor have we determined what impact the change in valuation method will have on the total estimated fair value of our derivative. However, we expect the quarter to quarter changes in estimated fair value will be material due to the high volatility of our stock price.

Results of Operations

The primary factors affecting our revenue fluctuation between periods in fertilizer sales are seasonality and weather conditions. Sales are greater during the growing season, and are negatively affected by cold winter weather and rainy weather. In most of our markets there are two primary fertilization seasons, spring and fall, with spring being the stronger of the two. The spring season generally starts in March and goes through June and the fall season generally starts in September and runs into December. Adverse weather conditions delay the start of, or can significantly shorten, a growing season. Farmers do not fertilize their crops in rainy or cold weather; therefore they do not buy fertilizer; consequently, our distributor does not buy fertilizer from us. Additionally, we have experienced varying lengths of time for acceptance in the market of our new fertilizer products; farmers are inherently very slow to accept new products so market penetration time can be lengthy. Our short history in the fertilizer market demonstrates that new products, if successful, obtain meaningful sales typically between two and four years after product launch.

The primary factors affecting the revenue fluctuation between periods in photochemical recycling revenue are our need to acquire this material for use in fertilizer production and our ability to store this material until it is needed. We have an unusual business model in that we need to sell our photowaste management services in order to acquire a raw material necessary for the production of our fertilizer products, as opposed to purchasing it from suppliers as most businesses do. Our management goal is to combine the incoming volume of photowastes with existing stored photowastes to meet the peaks in demand for fertilizer products. In the liquid fertilizer industry, the practice of both our distributor and the ultimate consumer, the farmer, is to purchase fertilizer on a just in time basis, to minimize their storage requirements and related costs. For this same reason, we process our photowastes as needed for fertilizer production. Because of this, the need to seek new customers to expand the service side of our business is driven by fertilizer sales. There is also a seasonal factor in the consumer photography portion of our photowaste management services business, with the Christmas holiday season being the busiest, followed by the early summer, school graduation period. At present volumes of photowaste, this is not a significant factor, but it could become one as we grow.

The primary factor affecting the revenue fluctuation between periods in sales of silver bullion is our dependence on the timing of processing used photochemical wastes, which is primarily dependent on fertilizer manufacturing and related sales. Our silver in solution is separated from the photowaste materials during processing of the photowastes for use in fertilizer manufacturing. As described above, the timing of processing of photowastes is dependent on fertilizer sales, therefore sales of silver bullion is also dependent on the level of fertilizer sales. Market price changes will also contribute to silver revenue fluctuations by increasing or decreasing revenues depending on whether the silver price increases or decreases.

Comparison of the Year Ended December 31, 2004 with the Year Ended December 31, 2003

We reported consolidated revenues of $1,720,049 for the year ended December 31, 2004, compared to $1,268,787 for the prior year, an increase of 36%. Revenues for the Photochemical Fertilizer segment increased by $486,016, or 52%. Revenues from the Mining Technical Services segment declined $34,754, or 10%. We reported a gross profit of $32,296 for the year ended December 31, 2004, compared to a gross loss of $159,853 for the year ended December 31, 2003, an improvement of $192,149. The consolidated net loss for 2004 was $2,839,872 or $0.020 per share compared to a 2003 loss of $2,752,291 or $0.026 per share.

To provide a more complete understanding of the factors contributing to the changes in revenues, operating expenses and the resultant operating loss and net loss, the discussion presented below is separated into our two operating segments.

PHOTOCHEMICAL FERTILIZER

	Year Ended December 31, 2004	2003
Revenue		
Fertilizer	$ 1,019,789	$ 554,320
Photochemical recycling	$ 301,609	$ 327,306
Silver	$ 101,531	$ 55,287
Total Segment Revenue	$ 1,422,929	$ 936,913
Gross profit (loss)	$ (34,687)	$ (182,918)
Operating income (loss)	$ (2,024,481)	$ (1,834,621)
Net income (loss) before taxes	$ (2,626,694)	$ (2,849,442)

Revenues for the Photochemical Fertilizer segment totaled $1,422,900 in 2004, compared to $936,900 in 2003, an increase of $486,000, or 52%.

Fertilizer sales were $1,019,800 (1,829 tons) and $554,300 (944 tons) for 2004 and 2003, respectively. This represents an increase of 84% in dollars and 94% in tonnage. Our fertilizer product sales are presently grouped into two primary categories, Chelated Liquid Micro-nutrients and Chelated Liquid Multi-nutrients. The Micro-nutrient category includes five products, which includes the two zinc products, GOLD'n GRO 9-0-1+7% Zinc and GOLD'n GRO 9-0-2+3% Zinc. These zinc products were introduced in 2001 and 2004, respectively. The Multi-nutrient category has a total of six products, which includes the GOLD'n GRO 4-0-9+6.6% Sulphur Base Liquid, which was introduced in 2003. Sales of Micro-nutrients were $873,600 (1,399 tons) and $474,500 (808 tons) for 2004 and 2003, respectively, an increase of 84% in dollars and 73% in tonnage. Sales of the Multi-nutrients were $125,700 (430 tons) and $47,800 (136 tons) for 2004 and 2003, respectively, an increase of 163% in dollars and an increase of 216% in tonnage. The dollar and tonnage increases are primarily attributable to increased bulk sales of the GOLD'n GRO 9-0-1+7% Zinc, but meaningful sales were also achieved with the GOLD'n GRO 9-0-2+3% Zinc and the GOLD'n GRO 4-0-9+6.6% Sulphur. Sales tonnage rose faster than sales dollars in spite of a modest price increase in the second quarter of 2004 because of the increase in tonnage of the Chelated Liquid Multi-nutrients which sell at lower prices. The overall increase in sales tonnage is primarily due to the acceptance of our products by more of WFS' retail branches due to successful field results over the past three years, and to a lesser extent on the introduction of the two new products.

Photochemical recycling revenue was $301,600 and $327,300 in 2004 and 2003, respectively, a decrease of 8%. The recycling service fee portion of this revenue category increased $46,200. The increase is attributable to the rapid growth of Shutterfly, Inc., a digital imaging and processing company. This increase was offset by a reduction in sales of Photochemical Silver Concentrators. In 2004 we sold one Concentrator for $20,000 compared to two sold in 2003 for a total of $91,900. Photochemical Silver Concentrators have widely varying prices, depending on the needs of the customer. Consequently, sales volumes and amounts are not consistent from period to period.

In December 2004, photochemical recycling services provided to Shutterfly, Inc. were discontinued by mutual agreement; the photochemical volume from this customer had been growing so rapidly that the supply was exceeding our need for the chemicals in fertilizer manufacturing, resulting in storage costs and plant inefficiencies. Shutterfly accounted for $201,300 or 59% of 2004 photochemical recycling revenue. Due to the nature of our business, our photochemical recycling customers supply the used photochemical raw material needed for fertilizer manufacturing. Shutterfly supplied 65% of this raw material received in 2004. Based on 2004 usage of used photochemicals to manufacture fertilizer, our other customers supplied an overall 56% of the photochemicals needed to produce the fertilizer manufactured in 2004; so if we are unable to find new photowaste customers to replace Shutterfly, future fertilizer sales would be limited to approximately that level of 2004 fertilizer sales once our inventory of used photochemicals is depleted. It should be noted that this is only a rough estimate of future fertilizer production levels as we receive different types of photochemical raw materials from different customers, which are used in varying amounts in the fertilizer products, each fertilizer product uses a varying proportion of used photochemicals, and as we continue to improve our fertilizer products, the proportion of used photochemical in each product may change.

We previously developed statistical information that more than 100 million gallons of used liquid silver-bearing photochemicals are generated in the United States annually. Using conversion ratios developed for the GOLD'n GRO fertilizers, this is enough volume to support manufacture and sale of more than 200 million gallons of liquid fertilizer products, or about 1 million tons, so we believe the raw material is available in the market to meet future manufacturing needs. We estimate that current supplies of photochemical raw material in storage at our manufacturing plant, combined with ongoing receipts of material from other existing customers, is sufficient to meet fertilizer production needs for the next twelve to eighteen months, depending on fertilizer sales volumes.

We are in contact with both small and large photochemical generators, and are actively marketing Photochemical Silver Concentrators. The concentrators allow us to receive the raw materials needed to manufacture our fertilizer in much smaller volume, resulting in a higher content of chemicals desirable for fertilizer manufacturing, reducing the storage problems we were facing. The Photochemical Silver Concentrators are manufactured under contract by a third party to meet the specifications of each customer. Concentrators typically sell for $20,000 to $200,000, so part of the loss in photochemical recycling service revenues is expected to be offset by growth in Photochemical Silver Concentrator sales in future years. By using a third party manufacturer to produce the Concentrators, we are outsourcing the fixed and variable costs that are associated with assembling them. Primarily, these are the facilities space needed to assemble the various parts and the specialized equipment and labor required for the assembly. Generally, we have self financed the production of Concentrators sold in the past. In the future, we anticipate that non-governmental customers will advance the funds necessary to acquire the parts and labor needed to produce the Concentrators. For our most recent governmental customer, we borrowed the funds needed to fulfill the contract from an unrelated individual. We anticipate using similar arrangements for future Concentrators sold to governmental customers.

During the first quarter of 2005 we received an order for two Concentrators and requests for proposal from several other potential customers that could lead to more than $500,000 in sales of the Photochemical Silver Concentrators. This marks the beginning of a shift in market focus from obtaining the majority of photochemical raw materials by picking up the materials by truck directly from the customer’s location to obtaining the majority of our photochemical raw materials by receiving concentrated material through the interstate commercial trucking system.

Silver revenue was $101,500 and $55,300 for 2004 and 2003, respectively, an increase of $46,200, or 84%. Of this increase, $18,500 was from the sale of Silver Nevada Miner silver bars and $16,700 was from the sale of silver in recycled film.

Combined cost of sales and operating expenses for the segment amounted to $3,447,400 in 2004, compared to $2,771,500 in 2003, a 24% increase. Cost of sales increased approximately $337,800 due primarily to a $265,400 increase in direct material costs related to increased sales and $61,000 in payroll and related costs. The changes in revenues and cost of sales resulted in a gross loss of $34,700 in 2004, compared to $182,900 in 2003, an improvement of $148,200. Operating costs increased $338,100 due primarily to increases of $228,800 in sales and marketing and $60,000 in general and administrative costs. Sales and marketing increased due to a combination of the addition of a fertilizer sales representative in early 2004 and increased corporate marketing. General and administrative expenses increased due to a $98,000 prior year credit for expired options.

These changes in revenues and operating expenses resulted in a segment operating loss of $2,024,500 in 2004, compared to $1,834,600 in 2003, an increased loss of $189,900 or 10%.

Other income (expense) decreased to a net expense of $602,200 for 2004, compared to a net expense of $1,014,800 in 2003, an improvement of $412,600. Interest expense decreased $175,000 due to the conversion into common stock of convertible promissory notes. Other income of $187,800 was due to debt forgiveness income from the write off of long term leases.

The changes in operating loss and other expenses resulted in a segment net loss before taxes of $2,626,700 for 2004, compared to a net loss of $2,849,400 for 2003, a decreased loss of $222,700 or 8%.

MINING TECHNICAL SERVICES

	Year Ended December 31,			
	2004		2003	
Revenue	$	297,120	$	331,874
Gross profit (loss)	$	66,983	$	23,065
Operating income (Loss)	$	(382,145)	$	(359,324)
Net income (loss) before taxes	$	(213,178)	$	97,151

Mining technical services revenue totaled $297,100 for 2004 compared to $331,900 for 2003, a decrease of 10%. Included in these revenue figures are pass-through expenses of $108,300 and $118,700 for 2004 and 2003, respectively. Excluding these amounts, revenues amounted to $188,900 and $213,100 for 2004 and 2003, respectively, a decrease of 11%. The number of clients we serve and the amount of work needed by those clients varies from period to period.

On March 1, 2005 the technical services contract with Golden Phoenix Minerals, Inc. expired and was not renewed. Excluding pass through revenue, revenue from this client was $124,300 for 2004 and $15,000 for the two months ended February 2005. In response, in May 2005 we closed the satellite office for technical services and reduced staff the equivalent of approximately three people.

Combined cost of sales and operating expenses totaled $679,300 for 2004 compared to $691,200 for 2003, a nominal decrease. Included in these operating expense figures are pass-through expenses of $108,300 and $118,700 for 2004 and 2003, respectively. Excluding these amounts, combined cost of sales and operating expenses amounted to $571,000 and $572,500 for 2004 and 2003, respectively, a nominal decrease. Included in operating expense is $74,200 in research and development costs that were not incurred in the prior year. This expense is related to the development of the insidemetals.com website. The majority of this expense is an allocation of personnel costs, which was offset by an $81,000 decrease in payroll and related costs that are included in cost of sales expenses.

The above changes in revenues and operating expenses resulted in a segment operating loss of $382,100 for 2004, compared to $359,300 for 2003, an increased operating loss of $22,800 or 6%.

Other income (expense) decreased to $169,000 for 2004, compared to $456,500 in 2003, a decline of $287,500. The decline is due to decreased gain on sale of GPXM shares and other marketable securities.

The changes in operating loss and other income resulted in a segment net loss before taxes of $213,200 for 2004, compared to a net income of $97,200 for 2003, a decrease of $310,300.

Changes in Financial Condition; Capitalization

Cash amounted to $5,200 as of December 31, 2004 compared to $34,500 as of December 31, 2003. Net cash used by operations was $1,417,900 in 2004 compared to $1,626,500 in 2003. Operating resources utilized to finance the 2004 loss of $2,839,900 include approximately $681,900 in expenses paid with our common stock. Cash amounting to approximately $56,800 was invested in property and equipment in 2004, primarily for equipment in the manufacturing plant. Sales of Golden Phoenix Minerals, Inc. stock and other marketable securities provided $356,100 in cash from investing activities. Financing sources of cash in 2004 were $843,500 in proceeds from the private placement of restricted common stock, $235,000 from the exercise of warrants, and $150,000 from short term loans from an officer/stockholder.

Total assets decreased from $4,440,500 at December 31, 2003 to $4,147,900 at December 31, 2004. Current assets decreased $88,300, net property and equipment decreased $38,900, and other assets decreased $165,300. The primary changes in current assets were a decrease in marketable securities of $387,100 due to the sale of GPXM and other stock, an increase in accounts receivable of $92,400 due to a one-time billing on the GPXM consulting contract, an increase of $146,200 in inventory due primarily to the build-up of unprocessed silver in photochemical solutions, and an increase in prepaid expenses of $89,400 due to corporate marketing contracts. We are actively selling our GPXM shares to assist with our working capital needs. Our investment in GPXM stock decreased to a total value of $26,200 at December 31, 2004, all of which is classified in current assets.

Total liabilities decreased from $8,142,200 at December 31, 2003 to $6,712,200 at December 31, 2004, a decrease of $1,430,000. Of this amount, current liabilities decreased $510,600 and long-term liabilities decreased $919,400. The overall decrease in liabilities is due primarily to the conversion of $1,962,200 in convertible promissory notes and accrued interest into restricted common stock. Current liabilities decreased primarily due to a net reduction in convertible promissory notes of $665,300. This reduction was partially offset by increases in accounts payable of $91,800, accrued management salaries of $170,900, and accrued expenses of $185,400. Nearly all of the increase in accrued expenses is attributable to delinquent federal and state payroll taxes. Subsequent to December 31, 2004 $115,600 of the federal payroll taxes were paid.

The above discussion and the discussion of various legal proceedings elsewhere in this prospectus does not succinctly summarize the progress that we have made in implementing our business plan and improving our financial condition over the last several years. However, there has been significant progress. First, in 2004 fertilizer sales exceeded $1 million for the first time, compared to sales in the $500,000 range for each of the two previous years. This resulted in a gross loss for the photochemical fertilizer segment of $34,700, which was a $148,200 improvement over 2003 and a $217,100 improvement over 2002. This demonstrates one of the fundamental concepts in the business plan, that a large part of our operating cost structure is fixed or semi-fixed, which means that as sales rise, many of the costs will not rise proportionally, resulting in gross profits that will contribute to paying general overhead costs. This improvement in the photochemical fertilizer segment, combined with a gross profit from the technical services segment, resulted in an overall gross profit for the year, which is the first time that this was accomplished since before the move to the Stead manufacturing facility in 2000.

Addressing our financial condition, improvements have been made there as well. The stockholders' deficit, $4,587,900 at December 31, 2002, has been reduced to a deficit of $2,564,300 at December 31, 2004, an improvement of $2,023,600. This has been achieved by the conversion of approximately $3.4 million in convertible notes and accrued interest into common stock. One significant area of difficulty for us has been meeting the payments on capital lease obligations. However, the capital lease obligation at December 31, 2002 of $1,193,900 has been reduced to $807,700 at December 31, 2004, a reduction of $386,200. This includes the write off five leases as debt forgiveness income in 2004 of $187,800. We expect to make further meaningful progress expanding sales and reducing debt in 2005.

Comparison of the Three and Nine Months Ended September 30, 2005 with the Three and Nine Months Ended September 30, 2004

Results of Operations

We reported consolidated revenues of $243,396 for the quarter ended September 30, 2005, compared to $289,734 for the prior year quarter, a decrease of 16%. The decrease was due to a decrease in Photochemical Fertilizer segment revenue of $20,700, or 8% and to a decrease of $25,600 in Mining Technical Services segment revenues, a decrease of 68%. The consolidated net loss was $1,298,672, or $0.007 per share, for the quarter ended September 30, 2005, compared to a net loss of $769,956 or $0.005 per share for the comparable 2004 period, an increased loss of $528,700, or 69%. Consolidated revenues for the first nine months of 2005 were $1,110,697 compared to $1,322,744 for the prior year period, a decrease of 16%. The consolidated net loss was $3,031,666 or $0.016 per share, for the nine months ended September 30, 2005, compared to a net loss of $2,283,245 or $0.017 per share for the comparable 2004 period, an increased loss of 33%.

To provide a more complete understanding of the factors contributing to the changes in revenues, operating expenses, other income (expense) and the resultant operating income (loss) and net income (loss) before taxes, the discussion presented below is separated into our two operating segments.

PHOTOCHEMICAL FERTILIZER

	Three months Ended Sept 30,		Nine Months Ended Sept 30,	
	2005	2004	2005	2004
Revenues				
Fertilizer	$ 107,378	$ 152,230	$ 803,276	$ 858,619
Photochemical recycling	$ 59,699	$ 82,373	$ 101,768	$ 212,016
Silver	$ 64,089	$ 17,285	$ 109,963	$ 81,760
Total Revenue	$ 231,166	$ 251,888	$ 1,015,007	$ 1,152,395
Gross profit (loss)	$ (47,845)	$ (39,434)	$ (69,291)	$ (32,701)
Operating income (loss)	$ (514,097)	$ (498,312)	$ (1,611,904)	$ 1,490,401)
Other income (loss)	$ (671,911)	$ (191,379)	$ (1,037,685)	$ (602,474)
Net income (loss) before taxes	$ (1,186,008)	$ (689,691)	$ (2,649,589)	$ (2,092,875)

17

Total segment revenues for the third quarter of 2005 were approximately $231,200, a decrease of 8% from the prior year third quarter. Total fertilizer sales for the quarter were $107,400 (187 tons), compared to $152,200 (235 tons) for the 2004 third quarter, a decrease of 29% in dollars and a decrease of 20% in tonnage. Sales of bulk Chelated Liquid Micro-nutrients were $68,400 (94 tons) and $141,200 (220 tons) for the third quarter of 2005 and 2004, respectively, a decrease of 52% in dollars and a decrease of 57% in tonnage. Sales of bulk Chelated Liquid Multi-nutrients were $31,300 (93 tons) and $6,600 (15 tons) for the third quarter of 2005 and 2004, respectively, an increase of 376% in dollars and 520% in tonnage. The overall decrease is attributable to the late spring season in the Central Valley of California, resulting in a late start to the fall season. We had a strong fourth quarter, with fourth quarter 2005 fertilizer sales exceeding the fourth quarter of 2004 by approximately 44%. Also, year to date fertilizer sales slightly exceeded the prior year sales. Total photochemical recycling revenue for the quarter decreased 28% compared to the third quarter of 2004. The recycling services portion of this revenue decreased 79% on decreased volume of 81%. The decrease is due to the December 2004 mutual termination of recycling services for Shutterfly, Inc., a significant photochemical recycling customer. This decrease was partially offset by $42,000 in sales of two photochemical Silver Concentrators. We are continuing to concentrate our efforts on sales of Photochemical Silver Concentrators. Silver sales increased $46,800, or 271%, from the third quarter of 2004. Sales of all silver or silver bearing products were $63,000 (9,007 ounces) for the quarter, compared to $6,700 (999 ounces) for the 2004 third quarter. This is an increase of 835% in dollars and 802% in ounces. The increase is primarily from increased sales of processed silver bullion due to a combination of increased sales of Chelated Liquid Multi-nutrient liquid fertilizers, which use a high percentage of photochemical base liquid compared to our other liquid fertilizers, and to progress in making adjustments to our refining process needed to accommodate changing conditions in the recycling process. Cost of sales decreased $12,300 due to a decrease of $16,100 in payroll and related costs. The segment recorded a gross loss of $47,800 for the quarter, compared to a gross loss of $39,400 for the third quarter of 2004, an increased gross loss of $8,400, or 21%.

As mentioned above, we have had a significant decrease in used photochemical volume due to the termination of the Shutterfly contract. We are continuing our efforts on sales of Photochemical Silver Concentrators in order to replace the revenue and to provide a long term base of used photochemical supply. In 2006 we are anticipating the possibility of rapidly expanding spring sales of bulk Chelated Liquid Multi-Nutrient fertilizers which use a high proportion of used photochemicals as a raw material. Because of this possibility, we plan to aggressively seek new large scale photochemical recycling customers beginning in early 2006.

Segment operating expenses increased $7,400 from the third quarter of 2004. This resulted from a modest increase in sales and marketing expenses.

These factors resulted in a 2005 third quarter segment operating loss of $514,100 compared to a loss of $498,300 for the third quarter of 2004, an increased operating loss of $15,800, or 3%.

Other expenses were $671,900 for the quarter, compared to $191,400 for the 2004 third quarter, an increased expense of $480,500. The increased expense is due to a loss on derivative instruments of $481,200 related to the third quarter borrowing of $2,250,000 in callable secured convertible notes.

The changes in operating loss and other expenses resulted in a segment net loss before taxes of $1,186,000 for the quarter ended September 30, 2005, compared to a loss of $689,700 for the prior year quarter, an increased loss of $496,300 or 72%.

For the first nine months of 2005, segment revenues were $1,015,000, compared to $1,152,400 for the comparable 2004 period, a decrease of 12%. The decline is due primarily to the prior year mutual termination of a significant photochemical recycling customer. Gross loss for the first nine months of 2005 was $69,300, compared to a gross loss of $32,700 for the comparable prior year period, an increased loss of $36,600. Operating loss for the first nine months of 2005 was approximately $1,611,900 compared to $1,490,400 for the first nine months of 2004, an increased loss of

$121,500, or 8%.

Other expense increased $435,200 due to a loss on derivative instruments of $481,200 related to the third quarter borrowing of $2,250,000 in callable secured convertible notes.

The changes in operating loss and other expenses resulted in a segment net loss before taxes of $2,649,600 for the nine months ended September 30, 2005, compared to a loss of $2,092,900 for the prior year period, an increased loss of $556,700 or 27%.

MINING TECHNICAL SERVICES

	Three Months Ended Sept 30, 2005	Three Months Ended Sept 30, 2004	Nine Months Ended Sept 30, 2005	Nine Months Ended Sept 30, 2004
Revenues	$ 12,230	$ 37,846	$ 95,690	$ 170,349
Gross profit (loss)	$ (3,468)	$ (13,353)	$ (12,487)	$ (16,247)
Operating income (loss)	$ (111,435)	$ (118,693)	$ (372,464)	$ (326,613)
Other income (expense)	$ (1,229)	$ 38,428	$ (9,613)	$ 136,243
Net income (loss) before taxes	$ (112,664)	$ (80,265)	$ (382,077)	$ (190,370)

Mining technical services revenue was $12,200 for the quarter ended September 30, 2005, compared to $37,800 for the comparable quarter of 2004, a decrease of 68%. The decrease is due to the expiration of the Golden Phoenix Minerals, Inc. consulting contract in March 2005. Cost of sales decreased by $35,500, due primarily to decreases of $24,900 in pass through costs and $7,700 in labor and consulting costs, as we reallocate our resources to research and development. These factors resulted in a third quarter gross loss for the segment of $3,500 compared to a gross loss of $13,400 for the prior year third quarter, a decreased gross loss of $9,900.

In early May 2005 the technical services satellite office was closed due to the winding down of most of the technical service contracts and completion of the majority of the data gathering for the insidemetals.com project, but certain key staff members have been retained. Programming is continuing for insidemetals.com and launch of the website Information Portal occurred in August 2005. Revenues from the website have been nominal to date.

The redirection of Whitney & Whitney, Inc. to reduce emphasis on technical consulting services and to launch an internet information portal is brought about by the fact that Dr. Whitney, our President, has often been the lead person in generating new consulting contracts. Our President’s increased responsibilities for managing the expanding photochemical recycling segment and overall corporate activities has reduced his time availability to actively participate in the consulting segment. Part of our objective in shifting the focus of the technical services segment is to retain our core professional staff that can provide assistance on possible future technical service contracts as well as perform administrative duties for the photochemical recycling segment, while at the same time adding a potential source of revenue that is not dependent upon labor sales and which can be managed by a professional staff. The information portal also better utilizes the Whitney & Whitney, Inc. library and information resources that are already in existence. For the three and nine months ended September 30, 2005 we allocated costs of approximately $45,500 and $144,400, respectively, to the development of the web site. The site was launched in mid-August 2005 and we are now fine-tuning the general presentation of the site, as well as improving the profiled mining company information. We expect this level of spending to continue well into the fourth quarter of 2005. As improvements to the site are completed and information maintenance becomes routine, we will reduce or redirect staff resources as needed.

Total segment operating expenses for the third quarter of 2005 increased nominally, but research and development costs increased $26,100 due to costs related to developing the insidemetals.com project, which was partially offset by decreases in various other operating expenses.

The combination of these factors resulted in a 2005 third quarter segment operating loss of $111,400, compared to a loss of $118,700 for the third quarter of 2004, a decreased operating loss of $7,300, or 6%.

Other income (loss) for the third quarter of 2005 was a loss of $1,200 compared to a gain of $38,400 for the prior year third quarter. This decrease is due to reduced sales of common shares of Golden Phoenix Minerals, Inc. and other marketable securities.

The changes in operating loss and other income resulted in a segment net loss before taxes of $112,700 for the quarter ended September 30, 2005, compared to a loss of $80,300 for the prior year quarter, an increased loss of $32,400, or 40%.

For the first nine months of 2005, segment revenue totaled $95,700 compared to $170,300 for the first nine months of 2004, a decrease of 44%. Gross loss for the first nine months of 2005 was $12,500, compared to a gross loss of $16,200 for the comparable prior year period, a decreased gross loss of $3,800. Operating loss for the period was $372,500 compared to an operating loss of $326,600 for the comparable 2004 period, an increased operating loss of $45,900, or 14%. The primary factor contributing to the decline was research and development costs related to the insidemetals.com project.

Other income (loss) for the first nine months of 2005 was a loss of $9,600 compared to a gain of $136,200 for the prior year period. This decrease is due to reduced sales of common shares of Golden Phoenix Minerals, Inc. and other marketable securities.

The changes in operating loss and other income resulted in a segment net loss before taxes of $382,100 for the nine months ended September 30, 2005, compared to a net loss of $190,400 for the prior year period, an increased loss of $191,700.

SUMMARY

On a consolidated basis, the various changes in revenues and operating expenses resulted in a third quarter 2005 operating loss of $625,500, compared to $617,000 for the third quarter of 2004, an increased operating loss of $8,500, or 1%. Net loss before taxes for the third quarter 2005 was $1,298,700 compared to $770,000 for the prior year third quarter, an increased loss of $528,700 or 69%. For the nine month period ended September 30, 2005 the operating loss was $1,984,400 compared to $1,817,000 for the prior year comparable period, an increased operating loss of $167,400, or 9%. Net loss before taxes for the nine months ended September 30, 2005 was $3,031,700 compared to $2,283,200 for the prior year nine month period, an increased loss of $748,400, or 33%.

Changes in Financial Condition; Capitalization

Cash amounted to $702,000 as of September 30, 2005, compared to $(30,800) as of September 30, 2004. Net cash used for operating activities was approximately $1,643,700 for the first nine months of 2005. The cash used for operating activities during the period was financed by a combination of sales of common stock of $570,000 from a private placement of restricted common stock and attached warrants, short term loans from an officer/stockholder of $95,000, short term financing of $125,000, net proceeds of $1,906,200 from the issuance in callable secured convertible notes and $43,500 in inventory and account receivable factoring.

Total assets increased $937,000 during the nine months ended September 30, 2005 to $5,085,000. Current assets increased $715,800 due to increases in cash of $696,800 and marketable securities of $83,600 due to receipt of the final billings for services to GPXM in their restricted common stock. At September 30, 2005 we owned 567,100 shares of GPXM with a current market value of $109,700. These increases in current assets were partially offset by a decrease in accounts receivable of $86,600, which is primarily attributable to receipt of final payment of amounts due from GPXM. Net property and equipment decreased $112,300 due to depreciation and amortization. Other assets increased $333,500 due to the acquisition of the product rights of the GOLD'n GRO Guardian fertilizer for $71,500 in restricted common stock and to an increase in deferred loan fees of $270,200 related to the callable secured convertible note financing.

Current liabilities increased during the nine months ended September 30, 2005 by $3,963,800 and total liabilities increased by $1,961,400. Total liabilities increased due to the $2,250,000 callable secured convertible debt financing. Due to the structure of this financing, it was accounted for under derivative accounting rules, resulting in recording the conversion feature of the debt and all outstanding non-employee warrants and options at a combined fair value of $2,786,700, which was partially offset by the conversion into common stock of a total of $867,100 in Convertible Promissory Notes and accrued interest. Changes in current liabilities include increases of $2,786,700 in derivative instrument liabilities as discussed above, $43,500 in account receivable and inventory factoring, $181,600 in accrued management salaries, $47,500 in accrued interest, and $1,818,600 in current maturities of convertible notes and accrued interest. The increase in current maturities of convertible notes is due to the reclassification from long term debt of the 2000 Series Convertible Promissory Notes that were extended to 2006 and are now due within one year of the balance sheet date. These increases were partially offset by decreases of $129,500 in accounts payable, $206,800 in accrued expenses, which reflects payment of all past due federal payroll tax obligations, $465,100 in current maturities of long term debt, which reflects the reclassification of the mortgage obligation on the Stead manufacturing facility to long term debt, and $142,000 in current maturities of capital lease obligations.

Addressing our financial condition, improvements have been made. The stockholders' deficit, $4,587,900 at December 31, 2002, has been reduced to a deficit of $3,588,700 at September 30, 2005, an improvement of $999,200. This has been achieved by the conversion of approximately $4.3 million in convertible notes and accrued interest into common stock. One significant area of difficulty for us has been meeting the payments on capital lease obligations. However, the capital lease obligation at December 31, 2002 of $1,193,900 has been reduced to $665,700 at September 30, 2005, a reduction of $528,200. This includes the write off of five leases as debt forgiveness income in 2004 of $187,800.

Liquidity and Capital Resources

During the nine months ended September 30, 2005, working capital decreased by $3,248,000 to a deficit balance of $6,477,400. The decrease is due to a combination of the $2,786,700 in derivative instruments discussed above and the reclassification from long term debt of a net $1,818,600 in convertible notes and accrued interest, which was partially offset by the various factors in current assets and liabilities discussed above in Changes in Financial Condition; Capitalization.

To meet short term cash needs, we factor certain inventory items and receivables. This process enables us to keep limited raw materials on hand for immediate production and to obtain cash immediately upon selling product. We generally receive payment from our customers within 30 days of sales; we then repay the factoring loan. The arrangement is with unrelated individuals, carries interest at 2% to 3% per month, and is generally limited to $120,000 at any one time. The lenders are secured by a blanket UCC on specified inventory items, which is on file with the State of Nevada. A UCC form is also filed for individual invoices to further secure the lender. Our present factoring balances were paid off in November 2005 and the arrangements have been discontinued. As a replacement, we have negotiated a 10 day payment period on invoices to our primary distributor, at a cost of 1% of the invoice amount. As working capital needs increase to fund sales growth, especially during peak seasons, we may need to seek new factoring arrangements.

A private placement of stock with attached warrants was closed in June 2005, with $570,000 received during the six months ended June 30, 2005. In July 2005 we obtained 8% convertible debt financing for up to $3.25 million, with the final amount dependent upon the filing and effectiveness of a registration statement relating to common shares underlying the convertible debt and warrants issued in the recent financing. As of September 30, 2005, we had completed the first two of three closings and received net proceeds after financing expenses and prepaid interest of $1,726,200. In January 2006 we received net proceeds of $455,000 on gross proceeds of $500,000 as an advance on the final $1,000,000 of the financing. The funding will provide for working capital, manufacturing plant expansion, registration of GOLD’n GRO Guardian fertilizer with the EPA, and debt reduction. It is anticipated that this funding, subject to receiving shareholder approval to increase our authorized shares and having our registration statement declared effective, will provide for our capital needs through March to June 2006, depending on fertilizer sales growth

There has been a long term commitment by officers and other members of management to support the Company by investing funds for our growth. One officer/shareholder has invested a total of $1,423,400 in cash and deferred salary during the period 2001 through September 30, 2005. Two other members of management have deferred salary totaling $567,900 during the same period. Additional members of management invested $62,000 cash in 2003. All such cash and deferred salary that have been invested in our private placements were under the same terms and conditions as all other investors.

The actual rate of growth in fertilizer and the related photochemical and silver sales necessary to achieve profitability is subject to a number of uncertainties, including the annual seasonal nature of fertilizer sales related to crop cycles, short term weather patterns in specific markets, the rate of GOLD’n GRO fertilizer adoption in existing and new markets, and the availability of funding to support sales growth.

Growth Plans and Implementation

Our Photochemical Fertilizer Division created the GOLD’n GRO line of liquid fertilizers. The pioneering development work is complete, field trials have been completed on the first products and other field trials are under way.

The Mining Technical Services Division originally provided typical consulting services which required high level technical personnel, including our President, devoted to each project. To reduce our dependence on our President to generate new consulting contracts, while better utilizing our core professional staff, the division is being reconfigured to focus most of its efforts on a global Internet Information Portal - "insidemetals.com". The information portal operates 24 hours per day 7 days per week anywhere in the world where computers and the Internet are available. Anyone with access to the Internet anywhere in the world can subscribe to the service at any time using their credit card to pay the subscription fee.

With the successful completion of the initial pioneering development work by the Photochemical Fertilizer Division, and with the launch of the information portal by the Mining Technical Services Division, we are implementing growth plans for both divisions that are expected to drive expansion well into the future. The status of these plans and their implementation is described for each division.

Photochemical Fertilizer Division (Itronics Metallurgical, Inc.)

Our manufacturing plant is presently configured to produce 1.2 million gallons (on a single shift basis) of GOLD’n GRO fertilizer annually (about 5,700 tons) and can be expanded to produce 7.2 million gallons of GOLD'n GRO per year, or about 36,000 tons. GOLD'n GRO fertilizer production in 2004 utilized about 5 percent of planned capacity. Planned expansions to achieve the 36,000 ton volume include increasing both dry raw material and liquid storage, increasing tank truck loading capacity, and automation of certain manufacturing functions. Expansion can be achieved incrementally as fertilizer sales continue to grow.

We have developed the following eight-part approach to growth:

1. Increase sales in the established market segments.
2. Develop GOLD'n GRO fertilizer applications for more crops.
3. Expand sales to new territories.
4. Expand the GOLD'n GRO specialty fertilizer product line.
5. Complete development of and commercialize the new glass/tile products.
6. Develop and commercialize environmentally friendly metal leaching reagents for recovery of silver, gold, and other metals.
7. Continue facilities expansion and technology development.
8. Acquire established companies and/or their technologies.

Plans and status of implementing each of the growth categories is explained in more detail in the following sections.

1. Increase sales in established market segments.

We are selling into or developing applications for the three major segments. These are:

a. Specialty Agriculture which includes Avocados, Citrus, Grapes, Fruit and Nut Trees, and Vegetables.
b. Bulk Field Crops which include alfalfa, cereal grains, corn, cotton, and soybeans.
c. The Urban Market, which includes Home Lawn and Garden, Landscape Construction and Maintenance, and Nursery and Greenhouse markets, and Golf Courses.

Our primary focus is to increase bulk GOLD’n GRO liquid fertilizer sales as rapidly as possible. This is being achieved by expanding sales in the Specialty Agriculture segment and in the Bulk Field Crops segment. There are on-going small package sales in the Urban Market, but these are small relative to the other two segments.

2. Develop GOLD'n GRO fertilizer applications for more crops.

Based on our experience to date, it takes approximately two to five years to develop a new fertilizer product, which includes regulatory approval. It typically takes another two to four years to achieve market acceptance of successful products, which includes field trials to demonstrate product effectiveness.

New product applications are being developed for the dairy cow feed market including young oats, alfalfa, hay, and silage corn. Trials were conducted in 2004. The nutrient content of the alfalfa was improved, in some cases to the highest quality ratings. This benefits the dairy because less nutrient supplements are required for feeding the cows, thus reducing dairy operating expenses. The amount of hay produced per acre increased up to 25 percent. Results of the corn crops are still being evaluated. The dairy cow feed market is large with more than 23 million acres of alfalfa hay being grown in the United States. We anticipate it will take another one to three years to complete development and launch these product applications.

In 2004, we began field trials in Idaho, Oregon, and Washington for applications on onions, potatoes, and winter wheat. In the second quarter of 2005, we began field trials in Rhode Island for lawn, landscape, and nursery application. Also in the second quarter, we started several new trials in California for silage corn applications.

A new GOLD'n GRO base liquid nutrition program is now being marketed. The program is called the "Gallon and a Quart" or "4 to 1" program. It calls for one gallon of GOLD’n GRO base liquid for each quart of GOLD'n GRO chelated micro-nutrient used in soil applications. Field demonstrations have shown improved nutrition uptake and crop output under this cost effective program. Marketing of this program over the next two to three years is expected to produce a very substantial increase in the tonnage of GOLD'n GRO fertilizer sales.

3. Expand sales to new territories.

The GOLD'n GRO products are being sold in Arizona, California, Colorado, Idaho, Nevada, Oregon, Rhode Island, and Washington, with the majority of our sales in central California. We completed registration of select GOLD’n GRO fertilizers in Idaho, Oregon and Washington during the first quarter of 2005; sales development is now underway. Two GOLD'n GRO products are registered in seven northeastern states and all of the products are registered in New York and in New Jersey with a distributor agreement signed for New Jersey. Based on our experience, commercial sales can be generated approximately one year after introductory sales activities are initiated. We are in the process of identifying distributors for New York and the other seven northeastern states. Each new geographic area developed will require the same procedural approach.

The expansion into the Northwest states of Idaho, Oregon and Washington is being managed by one field agronomist, who was transferred from California in 2004. Based on our experience, the cost of maintaining that position ranges from $120,000 to $150,000 per year. The expansion into the Northeast states is being managed by one part time person at an annual cost of approximately $30,000. That person is also the lead person in seeking customers for our Photochemical Silver Concentrators. We plan to increase these spending levels in 2006, depending on sales support requirements.

In general, expansion to new regions of the country will require at least one field agronomist at a cost similar to that for the Northwest region. In addition, each state has varying registration requirements for product labels and costs of registration. Development of product labels is done internally using existing staff. Registration fees for each state vary widely, ranging from $25 to $600 per year, largely depending on how many products are registered in the particular state. For the near term, we anticipate utilizing present staff and management for corporate support of the sales efforts for both existing regions and for the new regions. For the longer term, as we expand we will need to add corporate support personnel, especially a Ph.D. agronomist, to properly support sales efforts.

Our plan to expand sales in Urban Markets requires the consumer to utilize fertilizer injection equipment. This equipment provides economical, easy use of liquid fertilizers for consumer lawns and gardens. We recently added two types of fertilizer injectors to our "e" store, which is the first step into this market. Additionally, other fertilizer injectors are already available to consumers through irrigation supply stores.

4. <u>Expand the GOLD'n GRO specialty fertilizer product line.</u>

We are developing two new specialty products, a calcium plus magnesium fertilizer named GOLD’n GRO 11-0-0+5% Ca (Calcium) and a high magnesium content fertilizer named GOLD’n GRO 8-0-0+3% Mg (Magnesium), both targeting foliar and soil application. We have registered GOLD’n GRO 11-0-0+5% Ca in Nevada and expect to complete registration in California in the fourth quarter of 2005. Sales development is expected to start in the first quarter of 2006. The registration of GOLD’n GRO 8-0-0+3% Mg is being delayed to 2006 or 2007 to allow time to complete the introduction of GOLD’n GRO 11-0-0+5% Ca in California and to complete registration in Oregon and other states where it will be sold.

We are developing a new category of repellent fertilizers that are expected to be sold at higher profit margins than our other products. The GOLD’n GRO Guardian deer repellent fertilizer is an example of this type of specialty fertilizer. The U.S. market for deer repellents is believed to exceed $50 million in annual sales. Products currently in the market have limited effectiveness so there is a real opportunity for a line of systemic products that are effective for several weeks after each application. GOLD'n GRO Guardian small plot tests have shown effectiveness for 8 to 12 weeks as well as excellent wintertime effectiveness.

In the second quarter of 2005 we acquired ownership interest in the GOLD’n GRO Guardian trademark, product rights, and the repelling product. We now own 100% of all rights related to GOLD’n GRO Guardian. Results of the research of the GOLD’n GRO Guardian deer repellent fertilizer has provided a basis for a bird (goose) repellent fertilizer that will be perfected for small plot field trials and registration after the registration of GOLD’n GRO Guardian is underway. Currently, this product line is strictly for non-food plant applications.

We believe the users of the GOLD’n GRO deer repellent fertilizer will be upscale homeowners, commercial landscapers, and municipal facilities, and wholesale and retail nurseries. The initial sales center will be in Rhode Island.

5. <u>Complete development of and commercialize glass/tile products.</u>

In 2003, we developed and produced glass /tile products proving that the product concept is technically viable. When the development of the glass/ceramic tile product is completed, we will achieve the ability to recycle 100 percent of the photoliquid materials received from customers, including waste that is generated internally during fertilizer production. We have completed preliminary market research for the tile markets, but expect to do much more work to develop a plan to enter this market.

6. <u>Develop and commercialize metal leaching reagents for recovery of silver, gold, and other metals.</u>

In 2002 and 2003, we initiated efforts to apply our technology to extract silver from photoliquids to the mining sector. This work will be further expanded and a small pilot circuit will be established to chemically process certain categories of silver-bearing solid wastes. The gold mining sector currently uses cyanide and other toxic chemicals in their leaching process. We believe it may be possible to create and adapt new non-toxic leaching reagents and leaching procedures for processing other secondary materials and certain types of mine generated products. The specific markets for leaching reagents in gold and silver mining is large and world wide, but has not yet been studied in detail for market development. Our Technical Services Division maintains an extensive library and database of mines and mining activities worldwide, which provides us ready access to market information as we need it. Much pilot plant work, including one or more field pilot operations, must be completed before quantitative market studies can be completed.

7. <u>Continue facilities expansion and technology development.</u>

As fertilizer sales volume increases, we will need to increase tank truck loading capacity. With the introduction of additional bulk products and increased demand for our products, load out capacity for shipment of three more bulk products is needed. We developed a preliminary construction budget and are seeking financing so that construction can be scheduled. While we believe that we can handle expected growth in 2005 with the existing load-out module, we hope to complete construction on the new load out equipment during the first quarter of 2006.

8. Acquire established companies and/or their technologies.

To enhance our operations and market presence, we intend to acquire small established companies or their technologies. In 2005, we completed our acquisition of the GOLD'n GRO Guardian technology. We have decided to delay any further acquisitions until additional financing is obtained.

Mining Technical Services Division (Whitney & Whitney, Inc.)

Historically, this division provided consulting services to the mining industry. In August 2005, we launched an Information Portal in the Internet. This division has a two-part approach to growth:

1. Continue to provide consulting services.
2. "e-commerce" Internet Information Portal-"insidemetals.com".

Plans and status of implementing each of the growth categories is explained in more detail in the following sections.

1. Continue to provide consulting services

During the third quarter of 2004, sales of the Mining Technical Services (Whitney & Whitney, Inc.) division declined due to winding down of on-going projects and delays related to client financing for new projects. Some of the issues related to new client project start up were resolved by the clients during the third quarter of 2004 and the remaining work was completed in early 2005. The technical services satellite consulting office was closed in early May, but certain key staff members have been retained. We intend to continue a low level effort to solicit and perform technical services for mining companies and other businesses or government agencies that have mineral interests or minerals related responsibilities

2. "e-commerce" Internet Information Portal-"insidemetals.com".

In August 2005, we launched the website "insidemetals.com," an Information Portal targeting the companies and individuals interested in the mining and precious metals industry. The website will generate revenue by charging a subscription fee for monthly access to the site. Currently, the site contains an array of information about gold and companies in the gold industry. We intend to add information on other mineral sectors gradually over time.

We anticipate that mining company professionals, all government agencies with minerals related responsibilities, financial industry investment professionals, and individual investors who have an interest in investing in mining companies but who have limited mineral industry knowledge will benefit from this Information Portal. The market scope for this service is global and is accessible with a "click of a mouse" in all countries of the world through the Internet. Whitney & Whitney, Inc. has contacts throughout the world and expects that the good will generated over a period of more than 25 years will provide market support for this service. The write off of five leases as debt forgiveness income in 2004 of $187,800.

BUSINESS

INTRODUCTION

We are the inventor and developer of the "Beneficial Use Photochemical, Silver, and Water Recycling" technology that produces environmentally beneficial GOLD'n GRO fertilizers and silver bullion.

We are an environmental process technology company that has developed what we believe is a unique technology for photochemical recycling. We, through our subsidiary, Itronics Metallurgical, Inc., extract more than 99% of the silver and virtually all of the other toxic heavy metals from used photoliquids and use this “Beneficial Use Photochemical, Silver and Water Recycling” technology to produce environmentally beneficial chelated liquid fertilizer sold under the trademark GOLD’n GRO, animal repellant/fertilizer to be sold under the trademark GOLD’n GRO Guardian, and silver bullion. We also provide process planning and technical services to the mining industry.

OUR PRODUCTS AND SERVICES

We currently operate the following two business segments under separate wholly owned subsidiaries:

Photochemical Fertilizer: This segment, known as Itronics Metallurgical, Inc., operates a fertilizer manufacturing, photochemical recycling, and silver refining facility. Revenues are generated by photochemical management services, sales of photochemical concentrators, sale of silver, and sale of GOLD’n GRO liquid fertilizer products.

Mining Technical Services: This segment, known as Whitney & Whitney, Inc., provides mineral project planning and technical services to the mining industry. It has specialized knowledge in all aspects of mineral project development and has been deeply involved in gold mine development for more than 25 years. It employs technical specialists with expertise in the areas of mining, geology, mining engineering, mineral economics, material processing, and technology development. Technical services have been provided to many of the leading U.S. and foreign mining companies, several public utilities with mineral interests, to various state agencies, the U.S. and foreign governments, and the United Nations and the World Bank. WWI was under contract with the Country of Bolivia from 1986 through early 1992 to assist it in developing its mining industry. In 2005 WWI launched an internet website to provide gold mining company profiles to the interested public.

We have three wholly owned subsidiaries, Whitney & Whitney, Inc. ("WWI"), Itronics Metallurgical, Inc. ("IMI"), and Itronics California, Inc. (ICI), a 92.5% owned partnership, Nevada Hydrometallurgical Project ("NHP"), and an 82.53% owned joint venture, American Hydromet. A brief description of each organization follows:

Itronics Metallurgical, Inc.:

IMI is our wholly owned subsidiary. IMI was established in 1981 to manage the metallurgical and materials processing operations being developed under WWI and American Hydromet research and development programs. IMI has been the main provider of management services to American Hydromet since 1986. IMI is now managing the photochemical/GOLD'n GRO fertilizer segment as discussed below.

Nevada Hydrometallurgical Project:

Nevada Hydrometallurgical Project ("NHP") is a research and development partnership formed in 1981 to fund research into potential commercial applications for certain hydrometallurgical process techniques developed by the U.S. Bureau of Mines Research Center in Reno, Nevada between 1970 and 1979. A number of potential commercial applications were defined by NHP, one of which is the American Hydromet silver/gold refining technique. In late 1985, NHP assigned its interest in the silver/gold refining technique to American Hydromet. NHP retained its proprietary interest in the other potential commercial applications for future developments. NHP continues as a financing and technology owning partnership. We own 92.5% of NHP.

American Hydromet:

American Hydromet is a Nevada joint venture that was formed in 1985 to develop certain silver and gold refining/recovery technology and to create business based upon such technology. The photochemical fertilizer segment now being managed by IMI is owned by American Hydromet. The ownership interests in American Hydromet are: NHP for 76.5%, IMI for 1%, and American Gold & Silver Limited Partnership ("AG&S") for 22.5%. AG&S is a Nevada limited partnership, for which WWI serves as the general partner and owns a general and limited partnership interest totaling 11%. We own a 37% limited partnership interest in AG&S. In total, we own approximately 83% of American Hydromet.

Itronics California, Inc.:

Itronics California, Inc. (ICI) was acquired in March 1999 by Itronics Metallurgical, Inc. ICI, originally named PD West, Inc., was acquired for its phosphoric acid recycling technology. ICI has no business operations but plans are to utilize the phosphoric acid technology and may eventually operate IMI's photochemical services and GOLD'n GRO fertilizer business in California.

Whitney & Whitney, Inc.:

WWI was incorporated in 1977 and is our wholly owned subsidiary. WWI was primarily a mineral consulting firm that provides planning and technical services to the mining industry. WWI is now developing an internet website to provide gold mining industry data to the investing public, while maintaining a presence in the technical consulting field.

SUMMARY HISTORY OF OPERATIONS

Whitney & Whitney, Inc. was established to provide a wide range of technical services to the mining industry. During the 1980's, WWI completed several multi-client fertilizer marketing studies. Also during this time period, WWI was contacted by state and local environmental officials concerning the problem of photographic wastes, laden with silver and other toxic heavy metals, being dumped in local sewer systems.

Over the years, the mining technical services business was highly cyclical, closely following the base and precious metals industries, and specifically, the price of copper, other base metals and gold. This condition pointed out the necessity of expanding our business into new industries. When considering the fertilizer marketing studies previously performed, along with the growing national issue of sewer system contamination with toxic photowastes and silver toxicity to fish, it seemed to be a natural extension of WWI's existing expertise to expand into the photowaste recycling business. In 1987 the decision was made to move forward with research and development of a process to extract silver from photographic liquid wastes. It took until 1997 to develop and demonstrate a satisfactory fertilizer and to complete university testing to demonstrate its agronomic viability.

In March 1998 IMI signed a five year definitive licensing, manufacturing, and distribution agreement with Western Farm Service, Inc. (WFS), one of the largest liquid fertilizer bulk retailers in the western United States. The agreement was renewed in March 2003 for another five years, subject to annual cancellation provisions. The agreement grants WFS an exclusive license and right to manufacture and market IMI's GOLD'n GRO line of bulk liquid fertilizer products for the Turf & Ornamental and Specialty Agricultural markets in the states of Arizona, California, Hawaii, Idaho, Oregon, and Washington. WFS has approximately 90 agricultural retail outlets in these states. In the discussion below, and elsewhere in this report, we refer to this group of retail outlets as our licensed distributor network.

A 35,000 square foot manufacturing plant in Reno/Stead, Nevada was purchased in 1999. Construction of the liquid processing area was completed in early 2000, and a "shake-out" period was completed in which small batches of photochemicals were processed and small batches of fertilizer were manufactured. By late 2000 the new facility had demonstrated the ability to "demetallize" the received photo liquids to required EPA levels, thereby proving the technical viability of the new technology on a commercial scale. By the first quarter of 2001 we were positioned to develop sales for more than a dozen liquid fertilizer products.

In 2001, at the request of our licensed distributor, we developed a chelated liquid micronutrient zinc fertilizer with the objective of selling the product in truckload quantities. This fertilizer development was successful and provided the basis for the first tank truck load sales in the fourth quarter of 2001. During 2002 this new bulk liquid fertilizer was successfully introduced into the distributor network. During 2002 work on a bulk liquid GOLD'n GRO fertilizer that could be used as a "base liquid" in the distributor's proprietary field blends was commenced. In 2003 development work on a second chelated liquid micronutrient zinc product for bulk sale was initiated. Field testing of both new bulk liquid fertilizers was conducted during 2003 and in late 2003 they were approved for introduction into the distributor sales network for 2004.

During the same 2001 to 2003 period, more than two dozen liquid fertilizer formulations were evaluated for suitability and market potential. By the end of 2003, product line development had been completed, and 13 fertilizers covering two categories have been established: chelated liquid multinutrient fertilizers and chelated liquid micronutrient fertilizers. The fertilizers are sold both to the general public and through licensed and non-licensed distributors. Product improvement and new product development will continue, but our focus in 2005 and future years will be primarily on GOLD'n GRO Liquid Fertilizer sales expansion and on expansion of the services business as needed to support increasing GOLD'n GRO fertilizer sales.

In 2003 we participated in the development of an animal repellent/fertilizer that will be sold under the trademark GOLD'n GRO Guardian. Using one of the GOLD'n GRO multi-nutrient liquid fertilizers as a base liquid, which has the property of being taken into the plant as a fertilizer and imparting odor and taste characteristics that are offensive to deer and other animals, such as rabbits, that eat plants. The GOLD'n GRO Guardian product was field tested during 2003 and was approved for use by the North American Deer Management Network in the fourth quarter of 2003. GOLD'n GRO Guardian is a repellent fertilizer product and must be registered under both the pesticide regulations and the fertilizer regulations for each state in which it will be sold. The product must also be registered with the Federal EPA as a biopesticide. Introduction of this product for commercial sales will be delayed until the registrations are completed. Subsequent to December 31, 2004, we acquired the interest in the GOLD’n GRO Guardian trademark, product rights, and the repelling product formula owned by Mr. Howland Green. We now own 100% of all rights related to GOLD’n GRO Guardian. Mr. Green has become one of our directors and is Northeast Manager for GOLD’n GRO Sales Development. Substantial funding over twelve to twenty-four months will be required to complete the EPA and California registration process.

During the period 1999 through 2003 we developed a "low temperature vacuum distillation" machine that operates at room temperature and is able to remove up to 80% of the water from photochemical solutions without damaging the chemicals, producing a high silver content concentrate that can be shipped as a commercial product in inter-state commerce. The distilled water is clean enough for re-use on site and the reduction in volume of material needing to be shipped produces 80 percent reduction in transportation cost making shipment possible anywhere in the United States. These machines have been released for commercial sale under the trademark "Itronics Metallurgical Photochemical Silver Concentrators".

In 2002 we delivered five of these Photochemical Silver Concentrators to the Department of Defense. Two additional Photochemical Silver Concentrators were delivered in the third quarter of 2003. This program is regarded as a pilot project, which may lead to providing "Beneficial Use Photochemical, Silver, and Water Recycling" services to all branches of the U.S. military and is being developed by the Department of Defense in consultation with the Federal EPA.

After we began producing fertilizer, we noted that the by products of the process were the main materials needed to manufacture glass and ceramic. Therefore, in early 2003, we began research and development of glass and tile formulations. During 2003, the first pieces of glass/ceramic tile were produced. With the successful development of a glass/ceramic tile product, we achieve the ability to recycle 100 percent of the materials received from customers, including waste that is generated internally during processing. In 2005, and future years the silver refining technology development and the glass/ceramic tile products development efforts will be expanded in parallel with expansion of GOLD'n GRO fertilizer sales.

A more detailed discussion of our business, based on our two business segments described above, follows.

PHOTOCHEMICAL FERTILIZER

Operations

We operate a commercial scale plant to receive used photochemical liquids, recover the silver and other metals, and convert the demetallized solutions to liquid GOLD'n GRO fertilizer products. A critical component of this integrated manufacturing system is to match, within a reasonable range, the incoming volume of photochemical liquids with the utilization of those liquids in fertilizer or other manufactured products.

Photochemical services operates as a regional business in northern Nevada, serving more than 200 customers in the northern Nevada market. A satellite service operation has been established in the San Francisco Bay Area which is a large market with at least three strong competitors. We are able to compete effectively based upon pricing and service quality.

Growth of silver bullion output is driven by photochemical processing to support GOLD'n GRO fertilizer sales. There are some opportunities to expand silver output separate from photochemical recycling, but profit margins for the refining services are very small when compared to the inventory requirements and the security risk. Because of these factors, gold and silver refining services are limited to categories of materials where our proprietary technology can be used and that offer better profit margins than conventional precious metal refining. We will be actively looking at opportunities to expand this segment in future years.

In early 2003 we initiated a program to market the Itronics Metallurgical Photochemical Silver Concentrators to large consumer photography and medical x-ray facilities throughout the United States. This is a cost effective method for us to expand our photochemical supply for use in GOLD'n GRO fertilizer manufacturing. Photochemical silver concentrators are expected to be a source of revenue growth in future years as we continue to expand nationally. Our photochemical blending technology is designed to utilize the concentrate in fertilizer, after it is demetallized.

Spent photochemical liquids received from customers are logged and recorded, then tested for silver content and contaminants. We achieve high contaminant control standards by working proactively with our regular customers. Once testing is completed, the photographic solutions are available for processing.

Growth Plans and Implementation

Implementation of our "Beneficial Use Photochemical and Water Recycling" technology is continuing with expansion of the number of branches within the licensed distributor network selling GOLD’n GRO fertilizer. Our licensed distributor is integrating our GOLD’n GRO fertilizer products into its proprietary field programs in a way that makes them essential components. Once our products are in, substitution back to prior programs becomes difficult. Because of this, we believe sales growth is solid and is integrated to enhance the likelihood of repeat sales as we move into the future.

We have been working with our licensed distributor network to identify market segments into which the GOLD'n GRO fertilizer products can be successfully sold. This process has identified three fundamental uses, or functions, of the GOLD’n GRO fertilizers, which are (1) replace existing fertilizers that do not fully satisfy existing needs, (2) develop new fertilizers which will satisfy presently unfulfilled needs, and (3) develop fertilizers that can be blended into existing proprietary field blends to improve their effectiveness. Replacement fertilizers are expected to have higher sales growth rates than fertilizers developed to fulfill the other two functions, defined as development products. The GOLD’n GRO Guardian fertilizer being developed as an animal repellant/fertilizer fits into the second category, and the GOLD’n GRO Base Liquid fits into the third category.

The GOLD'n GRO fertilizer line provides several fertilizers for the turf and ornamental markets, 3 fertilizers for the nursery and specialty agriculture markets, and 5 high quality chelated micronutrient fertilizers which can be used in all of the markets. The GOLD'n GRO chelated liquid micronutrient and chelated liquid multinutrient fertilizers are considered to be "Specialty Liquid Fertilizer" and fit into the Specialty Fertilizers segment of the national and international fertilizer markets, generally sold in smaller quantities and at higher prices than NPK fertilizers (Nitrogen (N), Phosphate(P), and Potassium(K), which are sold as single nutrient products in large tonnages at relatively low bulk commodity prices. We presently sell our commercial GOLD’n GRO fertilizers in 2.5 gallon, 55 gallon, and 250 gallon containers and partial or full truck load quantities of up to 4,800 gallons.

We have become an important supplier of chelated micronutrient and chelated multinutrient specialty fertilizers to our licensed distributor for several reasons, one of which is that improved nutrient uptake is being demonstrated in large scale field applications of the GOLD'n GRO fertilizers when compared to applications that use established chelated micronutrient fertilizers. Improved crop nutrient uptake reduces nutrient costs and increases crop yields, generating a significant economic benefit for the grower customers. A second reason is that the photographic byproduct materials used as base components provide the chelates at a much lower cost compared to purchasing new "unused" chelates. A third reason is that the GOLD'n GRO liquid fertilizers are specifically designed for fertigation application in micro-sprinkler and drip irrigation, which is a growing application method and requires liquid fertilizers with superior stability in irrigation water under widely varying conditions.

Most of the GOLD’n GRO fertilizers are currently registered for sale in Arizona, California, Colorado, Hawaii, and Nevada, and GOLD’n GRO 9-0-1+7% Zinc and GOLD’n GRO 9-0-2+3% Zinc are registered in Idaho, Oregon, and Washington. GOLD’n GRO 8-8-8+4% Sulphur is registered in Rhode Island, Massachusetts, Connecticut, Delaware, New Jersey, Pennsylvania, and New York. GOLD'n GRO bulk product sales are established in Arizona and California, with the majority of the sales being made in California. Registration of selected GOLD’n GRO fertilizer products in Washington, Oregon, and Idaho was completed in March 2005. Implementation is underway to begin sales in those states. We are developing bulk customers in northern Nevada and have started discussions with potential distributors in selected states not covered by our licensed distributor network, including the northeastern states, Florida, and Texas.

We have expanded the number of GOLD'n GRO liquid fertilizers being offered through our "e-store" catalog. This expanded offering makes GOLD'n GRO available to two important Professional Market segments: the Landscape Maintenance Market and the Nursery and Greenhouse Market. Internet sales are still relatively small as a percentage of total sales, but have grown in each of the past two years.

The project to develop and sell a line of animal repellent/fertilizers under the trademark GOLD’n GRO Guardian provides direct GOLD’n GRO marketing and distribution for the northeastern states into the Landscape Construction and Maintenance, and the wholesale and retail Nursery and Greenhouse markets. The new GOLD’n GRO Guardian animal repellent/fertilizer line presents the opportunity to develop products for the animal repellent market, an emerging national market in which product offerings are currently limited. Deer and other plant eating animals are becoming a major urban problem and are now doing tens of millions of dollars in damage to urban landscaping each year.

We are continuing to develop new sources of used photochemical liquids, although we presently have more than adequate volume of in-coming photoliquids to support current and near term GOLD'n GRO fertilizer sales growth. We have been developing Itronics Metallurgical Photochemical Silver Concentrator technology to reduce the cost of transporting the used photochemical liquids to the Reno manufacturing plant. We have also been identifying and qualifying both non-photochemical sources of used chelates and non-photochemical waste streams that might be useable as substitute materials for virgin additive raw materials that we presently purchase.

GOLD'n GRO fertilizer products are formulated to match potential new sources of secondary chelates so that as GOLD'n GRO fertilizer sales continue to expand we can begin to use "non-photo" chelates. Replacing virgin additive materials with materials from secondary sources provides us with equivalent materials at lower cost. Some manufacturing process changes will be required to accommodate these adjustments in raw material sourcing, but this will be beneficial due to reductions in raw material costs and the improved cost stability that will be achieved.

Sales of 5 ounce "Silver Nevada Miner" bars through our "e-store" are continuing, although those sales are still relatively small. The sales of finished silver bullion from internally recovered silver will expand, but will continue to fluctuate until GOLD'n GRO sales reach larger volumes.

Our manufacturing plant is presently configured for an initial manufacturing capacity of 7.2 million gallons per year or 36,000 tons of GOLD'n GRO products. Planned storage and truck loading capacity expansions and automation of some manufacturing functions, must be completed before this capacity can be achieved. Some of these requirements are discussed more fully below. Unexpected new market opportunities have already required modification of certain expansion plans. As we continue to identify and develop our GOLD'n GRO liquid fertilizer product markets, additional unforeseen changes could require additional plan modifications. With the introduction of additional bulk products, additional load out facilities are needed, at a capital cost estimate of $400,000. This project is scheduled for completion in the first half of 2006.

In 2004, we completed installation of a heat exchange system for an installed cost of $196,000. This system has provided more than a five times increase in manufacturing capacity for certain GOLD’n GRO fertilizers.

Competition

Our GOLD’n GRO fertilizer products compete with well established fertilizer companies that have significantly more capital with which to market their products. Our competitors include large companies such as Scotts Miracle-GRO, Dow AgroSciences Company, Uniroyal Chemical Corporation, and smaller companies such as Pursell Technologies, Inc. We believe that our fertilizers compete primarily on the basis of product quality and performance.

Our photochemical recycling fees are generated primarily from removing used photochemicals from our customer's sites. We compete for these customers with large national firms like Safety Kleen and Philips Environmental but our primary competitors are smaller regional firms like ECS Refining in Northern California.

We sell our silver bullion to a commercial refinery under standard industry terms. We are a very small producer of silver; consequently the refiner will purchase all the silver we can presently produce. For several years, there has been a global shortage in the supply side of the silver market. Our ability to sell our silver bullion could only be impacted if there were a dramatic negative change in the silver market, and only then if we grow to be a much larger silver producer than we are now.

Markets

Fertilizer

The total fertilizer market consists of the "Agricultural Market" and the "Urban Market". The Urban Market accounts for at least $9 billion in annual sales in the United States. The "Specialty Ag" segment of the Agricultural Market is a $5 billion segment making the total a $14 billion market. Substantially all of our present GOLD'n GRO fertilizer sales are in the "Specialty Ag" segment.

More than 50 million tons of fertilizer products are sold annually in the United States. This includes almost 20 million tons of multi-nutrient fertilizers and almost 3.5 million tons of secondary nutrient and micro-nutrient products. About 38 percent of the total usage is as fluid fertilizers. Our 2004 sales represent less than 0.0005 percent of the 2004 multi- and micro-nutrient market.

Our GOLD'n GRO fertilizers are all liquid. There are major differences in manufacturing, distribution, and sale of liquid fertilizers as compared to dry fertilizers. Basic differences are described here so that the investor can better understand the technology, logistics, and application of liquid fertilizers and thereby gain a better understanding for the market niche that we are entering.

Liquid fertilizer technology is more complex than dry technology. Typically dry solids can be readily blended into dry mixtures that can then be bagged, or transported as dry bulk powders. In contrast, liquid fertilizers are reacted products and must be manufactured using precise recipes so that the final product will remain stable. Dry products can be stored for years without degradation, whereas liquid products typically have a limited storage life ranging from a few days for proprietary field blends, up to 4 years or longer for certain types. Liquid fertilizers can also freeze over a rather wide range of temperatures, a problem not encountered with dry fertilizers. Because of these technical factors, bringing a line of liquid fertilizers to market is much more complex than bringing a line of dry products to market.

Dry fertilizers are typically applied with dry spreaders. Liquids are sprayed on with tank sprayers or aircraft, injected into the soil using special applicators, or applied through irrigation systems using sprinklers, micro-sprinklers, or drip irrigation. Liquid fertilizers can also be applied with ditch irrigation by running the fertilizer into the water at controlled rates. The use of irrigation water to apply the liquid fertilizers is called fertigation.

Dry fertilizer packaging and transport is typically simpler and less costly than liquid fertilizer packaging and transport. Bulk liquids must be moved in tank trucks or tank rail cars and stored in large bulk tanks at distribution points. The distributors who sell the liquids to farmers must install and operate tank farms and maintain a fleet of specialized applicators. Distribution and application of liquid fertilizers typically requires specialized technical knowledge related to mixing and handling as compared to the use of dry fertilizers. Liquid fertilizers are typically easier and less costly to apply when irrigation is available, and availability of the fertilizer nutrients in the soil for uptake by crops is greater when liquid fertilizers are used. Use of fertigation to apply liquid fertilizers can reduce tractor trips through the fields, reducing cost and also reducing soil compaction. Because of less cost for application and improved availability of the liquid nutrients to the plants, liquid fertilizers in the United States are continuing to gain market share. Use of liquid starter mixes for dry land crops is also expanding, especially for planting field crops such as cotton, corn, soybeans, and wheat.

Only certain fertilizer distribution companies have specialized in marketing liquid fertilizers and have the facilities and equipment required to sell, deliver, and apply the liquid fertilizers. Our licensed distributor is such a company.

The GOLD'n GRO fertilizers are complex and represent a new category of liquid nutrition technology. The GOLD'n GRO fertilizers contain bulk chelating agents that conventional liquid fertilizers do not contain. The chelating agents, which are normally quite costly, are supplied as components of the starting photographic liquids. The chelating agents improve the availability of micronutrient metals such as zinc, iron, manganese, and the secondary nutrients calcium, and magnesium. The photoliquids also have a natural content of sulfur, the other important secondary nutrient. These chelate enriched multinutrient characteristics distinguish the GOLD'n GRO liquids from other liquid fertilizers and are the main reason why the GOLD'n GRO liquid fertilizers represent a new type of nutrient technology.

The animal repellent/fertilizer market is a new market for us. The users of this product will be upscale homeowners and commercial and municipal facilities, and commercial nurseries. The deer population is growing rapidly in the northeastern U.S. and so the center of gravity for this product is the northeastern seaboard states. The initial sales center will be in Rhode Island. The markets being served are the Commercial Landscape and wholesale and retail Nursery segments. The GOLD'n GRO Guardian line of products is strictly for non-food plant applications so the distribution channels are different from the channels being developed for GOLD'n GRO fertilizers.

The U.S. market for deer repellents is believed to be well in excess of $50 million per year. Products currently in the market are believed to have limited effectiveness so an opportunity exists for a line of systemic products that are effective for several weeks after each application. The GOLD'n GRO Guardian is demonstrating effectiveness for 8 to 12 weeks, and may be able to provide "year round" protection. We plan to pursue development of this line of products as rapidly as possible.

Photochemical Recycling

We estimate there are more than 1,500 generators of photographic hazardous waste in the State of Nevada and more than 500,000 throughout the United States. This includes printed circuit board manufacturers, photo off-set printers, photographic developers, lithographers, photographers, micro-filming (banks, companies, etc.) and x-ray users (dentists, doctors, hospitals, podiatrists, orthopedic surgeons, veterinarians, radiologists and industrial x-ray users). We estimate the total annual market for recycling this category of waste to be in the range of $400 to $500 million.

We are aware of digital imaging and its impact on usage of conventional photography. The impact is different for each of the major segments; medical, color photography, and printing/microfiche. Digital imaging has made significant inroads into printing/microfiche processing with an almost 85% reduction in volume of photographic liquids over the past ten years. Over the last several years, it became clear to us that contrary to popular belief, digital photography is creating a new source of photowastes from Internet companies that combine digital imaging services with the ability to print high quality photographs for their customers. Digital methods are being adopted in the medical industry, and although the medical sector is relatively high growth with the aging U.S. population, digital imaging has had the effect of slowing the growth of waste photo liquids being generated and may lead to a decline in future years.

A larger impact on photo waste generation has been the pressure for companies to reduce the amount of waste generated at the operating sites. In photography, water was used in copious quantities for film rinsing and large quantities of low chemical content waste liquids were generated. With the tightening of regulation of discharge of contaminated waters the equipment manufacturers have focused on reducing water usage. This attention to reduction of waste water has contributed to a reduction in the quantities of waste liquids being generated. It is expected that efficiency of use and associated waste reduction will continue, driven by increasing waste disposal costs. On-site photochemical recovery using a Photochemical Silver Concentrator and re-using the recovered water is expected to continue to become more and more attractive to photochemical waste generators.

Environmental restrictions on disposal of chemicals are continuing to tighten throughout the United States with the result that now the rate of growth for our photochemical recycling business is dependent upon the rate and vigor of fertilizer sales growth.

Silver

Nationally, more than 80 million ounces of silver are consumed in photomaterials annually. Approximately 30% of this is lost through disposal. The Silver Institute indicates that silver usage in photography is stable, but may decline modestly over the next several years.

Seasonality and Working Capital

In analyzing the market and industry competitors, it is apparent that two factors significantly impact our ability to penetrate these markets in a meaningful way. First, the seasonal aspect of fertilizer sales, which directly results in the second factor, the need for a much higher level of working capital when compared to other industries. Based on experience, we expect fertilizer sales to continue to have a strong seasonal component, with the primary sales season running from April through November each year, with an in-season low in July and August. In addition to the general seasonal nature of sales caused by normal weather patterns, unusual weather can further affect fertilizer sales, especially in winter and spring. For example, unusually cold or wet spring seasons may delay the growing cycle of various crops for which our fertilizer products are utilized. To overcome weather related effects on fertilizer sales, we are evaluating markets in the southern areas of the United States where growing seasons are longer and, in some cases, year round.

Due to the seasonal nature of GOLD'n GRO fertilizer sales, we must increase our net working capital to a level higher than that of non-seasonal industries. For example, some of our competitors have working capital equal to their annual sales. Consequently, ongoing debt and equity funding will be required for us to grow, even after a profitable level of operations is achieved.

Research, Development, and Technology

The majority of our research and technology is proprietary, which means it has not been patented, but is protected with strict confidentiality agreements and limited access to our research and production facilities. A U.S. patent on the silver separation process was issued in 1987 and is now expired. We made a corporate decision to not patent our research results as the cost of obtaining and defending patents is prohibitive.

We conduct field trials to gather agronomic data and to develop knowledge of how the GOLD'n GRO products work on different crops. This field testing will continue as it is the most effective method for developing the field data needed to support claims of product effectiveness for specific crops. On-going field trials of GOLD’n GRO fertilizer products continue to show significant improvements in crop production and quality. The trials are providing agronomic data that is being used to develop GOLD’n GRO nutrition programs for the crops being tested.

The field trials are demonstrating that the GOLD’n GRO products provide both agronomic and economic benefits in the "specialty agricultural" markets. Specialty agriculture includes vegetables, cut flowers, herbs and spices, and fruits and nuts of all types. These crops are relatively high value compared to field grains such as corn, wheat, and soybeans. Field trials in 2002 on cotton and on silage corn produced positive results, opening two new large acreage crops for GOLD'n GRO application development. Alfalfa is typically considered as a "hay" or "forage" crop and is generally of low to intermediate value when compared to specialty agricultural crops, however, high nutrient content alfalfa for the dairy market often commands a significant price premium which puts it at the low end of specialty agricultural crop values.

A 3 year field trial on Valencia orange trees being carried out with oversight from a major university in southern California was completed in 2004. Two year cumulative results have been analyzed and significant positive results were obtained. Fruit output per tree and fruit quality were both increased.

During 2003, we completed a key phase of the research project to produce formulated glass products. The research has identified three product categories: (1) a glass ceramic mixture that can be used to produce tile and other shapes suitable for glazing and commercial use; (2) glass formulations that can be used as "lead free" low and intermediate temperature glazes for decorative tile and the craft pottery trade; and (3) specialty boro-silicate glass formulations. The next phase of the research will focus on production of small quantities of products for evaluation and market studies and is expected to be completed over the next two to three years.

During 2003 and 2004 we continued to be offered the opportunity to explore the feasibility of recycling other non-photographic materials into fertilizer. We have concluded that certain acid waste streams generated by aerospace and electronics manufacturers may be able to be converted to a form that will fit "Beneficial Use" recycling into fertilizer in association with the processed photochemical materials.

Environment and Regulation

All chemistry has a "cradle to grave" regulatory life span. This term means under Federal law, the prime generator has the ultimate liability for all generated waste as long as it exists. For example, conventional services, through storing and hauling, relocate the waste to a legal landfill or dispose it to sewer. Liability then remains for the cost of cleanup if the landfill has to be reclaimed or the contamination of groundwater develops.

However, once the spent chemistry reaches our facility and has been processed, the generator's hazardous waste liability has been removed. Using our process, virtually all metals, including most of the iron, are removed. The end result leaves us with a non-hazardous "toxic-metal-free" liquid which is legal for use in high quality GOLD’n GRO liquid fertilizers.

While in general our business has benefited substantially from increased governmental regulation of hazardous disposal by private industry, the waste management and recycling industry itself has become subject to extensive, costly and evolving regulation by federal, state and local authorities. We make a continuing effort to anticipate regulatory, political and legal developments that might affect our operations, but may not always be able to do so. We cannot predict the extent to which any legislation or regulation may affect future operations.

In particular, the regulatory process requires firms in our industry to obtain and retain numerous governmental permits to conduct various aspects of their operations, any of which permits may be subject to revocation, modification or denial. We are not in a position at the present time to assess the extent of the impact of such potential changes in governmental policies and attitudes on the permitting process.

For several years we have been studying the various regulatory requirements under RCRA and have been working with state and local environmental officials regarding the extent to which hazardous waste regulations apply to our operations. Through this process, we reached the conclusion that due to use of photochemicals as a beneficial ingredient in our fertilizer products, the photochemicals are not "hazardous waste" as defined in the regulations, and therefore, beneficial materials that are otherwise regulated as hazardous waste, are exempt from most of such regulations. In early 1996 we received concurrence from State of Nevada environmental officials that our photochemical fertilizer process meets the existing RCRA requirements for exemption from all environmental regulation with the exception that certain presently conducted lab analyses of the photochemicals will continue to be required. Certain of our large scale customers presently meet the exemption requirements. Present levels of fertilizer sales utilize all the photochemicals received. Once sales of all the photochemical materials are well established in the fertilizer or other commercial products, all our Nevada customers will be exempt from the regulations, including hazardous material transport/manifest rules. We believe that this exemption applies nationwide. Therefore, we intend to pursue similar concurrence from environmental officials in all applicable states, so that all our customers will be recognized as exempt from the RCRA regulations.

Environmental regulation of photowaste generators has strengthened over the last several years, and that trend is expected to continue. In the past year, heavy metal contamination of fertilizers has become a significant issue in California and other parts of the country. Public concern over this issue is expected to intensify. We believe that the GOLD’n GRO line of fertilizer products is uniquely suited to alleviating this environmental concern and that we are well positioned to meet future environmental needs.

Permits and Inspections

To the best of our knowledge, we have obtained permits from all governmental agencies having jurisdiction, such as the EPA, Nevada Department of Environmental Protection, Washoe County Health Department and the City of Reno, Nevada. We are not required to obtain federal permits, but are required to have, and have obtained, local permits for our photochemical recycling facility under the provisions of the Federal EPA. Similar permits will be required of all facilities that we may construct. Our recycling facility is subject to frequent inspections and to regulations (including certain requirements pursuant to federal statutes) which may govern operating procedures for land, water and air pollution, among other matters. In particular, our operations are subject to the Safe Drinking Water Act, TSCA (Toxic Substances Control Act-pursuant to which the EPA has promulgated regulations concerning the disposal of PCBs), the Clean Water Act (which regulates the discharge of pollutants into surface waters and sewers by municipal, industrial and other sources) and the Clean Air Act (which regulates emissions into the air of certain potentially harmful substances). Employee safety and health standards under the Occupational Safety and Health Act are also applicable to our employees.

MINING TECHNICAL SERVICES

Services offered

Our Mining Technical Services segment offers a wide range of technical services to the mining industry, including management support, mineral project development, ore reserve and material balance reviews, expert assistance in contract dispute or litigation, and mineral economics and cost studies

Operations

Our Mining Technical Services segment accounted for 17% 2004 consolidated revenue. Golden Phoenix Minerals, Inc. produced 75% of this revenue. The client is a junior mining company with three mineral properties in Nevada. WWI provided technical assistance in moving these properties into the development and operating stages. WWI also provided administrative support. The contract with this client expired on March 1, 2005.

The primary source of new business for the Mining Technical Services segment is the reputation of WWI and its key employees. In addition, WWI expands its network of contacts by attending various mining association conventions.

Expansion Plans

In January 1999 WWI initiated a long term R&D project to replace the use of cyanide in the extraction of metals from silver/gold and gold/copper ores. The new thiosulfate leaching technology being developed under this program utilizes the same technology as our proprietary photochemical recycling process. The project, called Itronics Thiomet, is seeking to establish operating joint ventures at specific mine sites to apply the thiosulfate leaching technology. This project is on hold pending further commercial development of fertilizer sales.

In 2004 a project to establish a subscription based gold industry and gold company Internet publication was begun. The web publication, called "insidemetals.com", provides the customer with gold industry and gold company financial, production, and ore profiles on key gold producing companies. Initially, the companies to be profiled are in the Gold Company sector, which includes gold, silver, platinum, and palladium producers. The profiled companies are publicly traded on the New York and American Stock Exchanges and on NASDAQ. The publication was launched in August 2005 and the target market includes gold company employees, governmental agencies, both domestic and foreign, and individual investors interested in the gold markets. In addition to providing subscription revenue, it is anticipated that the publication will enhance our opportunity to obtain new sources for technical consulting work. This subscription based Internet Information Portal provides an opportunity for relatively unrestricted growth by being available to a diverse global base of potential customers.

Competition

Our consulting services are generally in the area of management support and mineral economics. Management support projects include advice on mineral development strategies, audits of ore reserves and appraisals on mineral properties primarily to mining companies. Our projects tend to be short term, generally less than one year, and are typically sole sourced to us based on the reputation of our president. Other companies that provide similar services include local and regional mineral consulting firms.

Our competition for the Internet Information Portal is other websites that provide gold and other precious metal information to the interested public.

DESCRIPTION OF PROPERTIES

FACILITIES.

We lease approximately 3,000 square feet of office space at 6490 South McCarran Blvd., Building C-23, Reno, Nevada. IMI leases approximately 2,000 square feet of warehouse space in Reno, Nevada. This space is being used for supply storage.

IMI owns a 35,000 square foot manufacturing facility in Reno-Stead, Nevada. The building contains all the equipment used for treating the used photochemicals, preparing the recovered silver for sale, and manufacturing the GOLD'n GRO fertilizer products.

W&W leases approximately 2,500 square feet of office space in Reno, Nevada. This office was closed in May 2005 and the lease will be discontinued.

EQUIPMENT.

The equipment being used in the recycling process is proprietary information. However, the plant for processing liquid photochemicals is a fairly typical chemical process facility consisting of appropriate arrangement of tanks and pumps. Solids produced by processing are recovered by filtration.

The refining operation consists of a material handling section, solids roasting, and a melting section. The equipment arrangements are proprietary, but the main items are pumps, tanks, filtration equipment, drying ovens, and the melting furnaces.

The new facility is sized to process up to 100,000 un-concentrated gallons of used photochemicals per month and to manufacture up to 200,000 gallons per month of liquid fertilizer. Refinery capacity will be expanded as needed to produce up to 50,000 ounces of silver per month.

LEGAL PROCEEDINGS

We may become involved in a lawsuit or legal proceeding at any time in the ordinary course of business. Litigation is subject to inherent uncertainties, and an unexpected adverse result may arise that may adversely affect our business. Certain lawsuits have been filed against us for collection of funds due that are delinquent, as described below. We are currently not aware of any litigation pending or threatened for any reason other than collection of funds due and already recorded. We are not aware of any additional legal proceeding or claims that we believe will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

As of September 30, 2005 total recorded liabilities of $731,081 including accrued interest to September 30, 2005, were subject to a total of 11 separate lawsuits for the collection of the funds due. These include 8 leases totaling $531,302 (reflected in Current Maturities of Capital Lease Obligations) plus $65,900 in additional interest (reflected in Accrued Interest) and three trade payables totaling $121,263 (reflected in Accounts Payable) plus $12,616 in additional interest (reflected in Accrued Interest). The leases are individually secured by specified equipment.

The accrued interest noted above was recorded based on our assessment of additional amounts we believe is probable and is related to four cases originally seeking $423,375; the creditors have received judgments in three of these cases and the fourth is in litigation. We will continue to accrue interest until these cases are settled or paid in full.

We estimate an additional $10,000 interest may be reasonably possible on one case; however, we have not accrued this amount because we do not believe it is probable to be incurred. This estimate is related to one case, seeking $35,210, that was filed in March 2003, and no further contact has taken place since then.

We have six other cases that we deem to have a remote possibility of incurring an additional unrecorded loss. These cases, originally seeking $313,305, now have a recorded liability of $204,613. All six cases are under negotiated payment agreements and the payments are current.

Successful settlement of the above claims is dependent on future financing.

MANAGEMENT

DIRECTORS AND EXECUTIVE OFFICERS

The following are our directors and executive officers:

Name	Age	Position	Position Held Since
Dr. John W. Whitney	58	President/Treasurer Director	May 1988
Paul H. Durckel	87	Director	September 1995
Howland S. Green	51	Northeast Manager of GOLD'n GRO sales Director	April 2005
Gregory S. Skinner	50	Secretary	December 1990
Duane H. Rasmussen	74	Vice President; Vice President and General Manager-IMI	November 1997 May 1994

1) For directors, the term of office is until the next annual meeting of shareholders. For officers, the term of office is until the next annual meeting of the Board of Directors, presently scheduled to be held immediately following the annual meeting of the shareholders.

John W. Whitney:

In addition to being our President and a Director from 1988 to present, Dr. Whitney is the President and a Director of each of the operating subsidiaries, Itronics Metallurgical, Inc. and Whitney & Whitney, Inc. Dr. Whitney also serves as the General Manager of American Hydromet, a joint venture.

He received his Ph.D. in Mineral Economics from Pennsylvania State University in 1976, his M.S. in Mineralogy from the University of Nebraska in 1971, and his B.S. in Geology from the University of Nebraska in 1970. Dr. Whitney has served as President of Whitney & Whitney, Inc. since its formation in 1977.

Prior to his serving as W&W full-time president, Dr. Whitney worked as a consultant for the Office of Technology Assessment, U.S. Congress, doing analysis of various Alaskan mineral issues (1977-1978), a consultant for various government agencies, including the office of Mineral Policy Analysis in the U.S. Department of Interior, and the Washington office of the U.S. Bureau of Mines, consulting firms, law firms and mining companies on a variety of mineral planning issues (1976-1977), as a consultant for BKW Associates, Inc. evaluating mining investment opportunities in Mexico and the Philippines (1973-1975), and as a geologist-mineralogist for Humble Oil & Refining Company and GeoTerrex Ltd. (1971-1972).

Dr. Whitney is an internationally recognized consultant in the field of Metal and Material Resource Economics. Dr. Whitney has presented seminars for various clients on Mining Economics, and has taught a three-credit graduate course on International Metal Economics for the University of Arizona's College of Mines. Dr. Whitney is an Honorary Faculty Member of the Academy for Metals and Materials under the seal of the American Society for Metals. Dr. Whitney has made numerous presentations and written a number of publications on various technical subjects within his broad area of expertise. Dr. Whitney is coinventor of the American Hydromet process technology and holds four patents. Dr Whitney was selected as Nevada's Inventor of the Year for 2000 and became a member of the Inventor's Hall of Fame at the University of Nevada, Reno.

Paul H. Durckel:

Mr. Durckel has served as a Director of our company since September 1995. He received a pre-legal degree from Stanford University in 1940. He has served various companies involved in fertilizer manufacturing and sales for approximately 30 years. He is presently an Independent Real Estate Salesman for Verus Realty. He served Myers Realty, Inc. in varying capacities, including Broker-Salesman, Consultant, Manager, Vice President of Operations, and Director, from 1987 to 2001. His experience in the fertilizer industry includes Vice President and General Manager and Vice President- Operations for American Plant Food Corp., Executive Assistant to the Chairman for Best Fertilizers Co., Vice President and General Manager for Best Fertilizer of Texas, and Vice President and General Manager for Farm Services Co.

Howland S. Green

Mr. Green was appointed as our director and as the Northeast Manager of GOLD’n GRO Sales in April 2005. He received a B.Sc. degree in plant science and landscape architecture from the University of Rhode Island in 1981. He founded the Holly Ridge Nursery in Kingston, Rhode Island in 1989 and was its owner and President until the business was sold in September 2005. He is the concept creator and a founder of the North American Deer Management Network. Mr. Green researched and developed the Mirrepel and subsequently co-developed the GOLD’n GRO Guardian systemic deer and rabbit repellents. Through his ownership of the Holly Ridge Nursery he has gained extensive knowledge of the landscape construction and maintenance and wholesale and retail nursery markets. He has also served as consultant to "Ask This Old House".

Gregory S. Skinner, Esq.

Mr. Skinner has served as our secretary and general counsel since December 1990. He obtained his B.A. degree in Economics from the University of California at Berkeley in 1976. He obtained his J.D. degree from Hastings College of the Law, University of California at San Francisco in 1979. He is licensed to practice law in the states of California and Nevada. He retired from the practice of law on January 1, 2003 and is "of counsel" to the law office of Watson & Rounds, a Professional Corporation (WR). Prior to December 31, 2002 he was a shareholder in Skinner, Watson & Rounds, which had offices located in Reno, Las Vegas, and Incline Village, Nevada. Prior to becoming Secretary of Itronics Inc., Mr. Skinner has provided legal services and advice to Whitney & Whitney, Inc. since 1980.

Duane H. Rasmussen:

Mr. Rasmussen has served as Vice President and General Manager of IMI since May 1994. He became our Vice President in November 1997. He initially joined us in 1991 as Assistant Manager and Business Consultant for W&W. He received his B.S. degree in Chemical Engineering from the University of Wisconsin in 1953 and his M.B.A. in Industrial Management in 1955 from the same University. He served as President of Screen Printing Systems, Inc. from 1987 to 1990 and from 1995 to October 1998. Other business experience includes approximately 20 years with Jacobs Engineering Group, Inc. in varying capacities, including Project Manager, Regional Sales Manager, Regional Vice President, and Group Vice President.

AUDIT COMMITTEE

At present we do not have an audit committee and consequently the entire Board serves as the audit committee. The Board presently consists of three members, one of whom is independent. We have interviewed several qualified individuals for the position of Audit Committee Financial Expert on the Board of Directors. All have declined to serve, with the primary reason being personal liability issues, especially the perceived view that being the "financial expert" increases the individual’s personal exposure over that of being a regular Board member.

CODE OF ETHICS

The Board of Directors has adopted a Code of Business Conduct and Ethics (Code) that is applicable to our directors, principal executive and financial officer, principal accounting officer or controller, and persons performing similar functions. A copy of the Code is included in this report as Exhibit 14. A copy of the Code may be obtained by anyone, without charge, by requesting a copy either by telephoning (775) 689-7696 and asking for investor relations or by e-mailing us at www.itronics.com. If requesting by e-mail, please indicate a preference of a reply by e-mail or by physical mail.

EXECUTIVE COMPENSATION

The following tables set forth certain information regarding our President and each of our most highly-compensated executive officers whose total annual salary and bonus for the fiscal year ending December 31, 2004, 2003 and 2002 exceeded $100,000:

Name and Principal Position	Calendar Year	Annual Compensation Salary		Bonus		Long Term Compensation Securities Underlying Options (#)
Dr. John W. Whitney:	2004	$	126,150	$	-0-	550,000
President, Treasurer	2003	$	126,375	$	-0-	-0-
and Director (1) (2)	2002	$	127,350	$	-0-	3,250,000
Duane H. Rasmussen	2004	$	132,000	$	-0-	425,000
Vice President, VP	2003	$	132,000	$	-0-	-0-
and General Manager	2002	$	132,000	$	-0-	-0-
IMI (3)						

(1) The 2004, 2003 and 2002 salary amounts include $125,000, for each year, respectively, that were not paid currently. In 2003 Dr. Whitney converted $260,000 of these amounts into the then existing private placement at $0.08 per share for a total of 3,250,000 shares plus an equal number of three year warrants. This transaction is under the same terms and conditions as for other investors in the current private placement, consequently, the warrants are treated as non-compensatory. These shares have not yet been issued, pending accumulation of sufficient cash to pay required withheld payroll taxes.

Effective January 1, 1999, Dr. Whitney was granted an option for 1,000,000 shares of our common stock at $0.25 per share, effective July 1, 2002 he was granted an option for 3,000,000 shares of our common stock at $0.30 per share, and effective May 7, 2004 he was granted an option for 550,000 shares of our common stock at $0.15 per share. These options are exercisable at any time until one year after Dr. Whitney leaves our employment. Effective October 2, 2002 Dr. Whitney was granted a five year option for 250,000 shares of our common stock at $0.20 per share.

(2) The salary amounts listed above include $1,150, $1,375, and $2,350 for 2004, 2003, and 2002, respectively, that represent compensation paid in common stock for service as a director of our company. The compensation plan for all directors was 2,500 shares per quarter for 2004 and previous years.

(3) The 2004, 2003, and 2002 salary amounts include $55,000, $77,000, and $132,000, respectively, that were not paid currently. In 2003 Mr. Rasmussen converted $170,000 of these amounts into the then existing private placement at $0.08 per share for a total of 2,125,000 shares plus an equal number of three year warrants. This transaction is under the same terms and conditions as for other investors in the current private placement, consequently, the warrants are treated as non-compensatory. These shares have not yet been issued, pending accumulation of sufficient cash to pay required withheld payroll taxes.

Effective May 7, 2004 Mr. Rasmussen was granted a compensatory option for 425,000 shares of our common stock at $0.15 per share. This option is exercisable at any time until one year after Mr. Rasmussen leaves our employment.

<u>Option/SAR Grants in Last Fiscal Year</u>

	Number of Securities	% of Total Options to

Name	Underlying Options Granted (1)	Employees in Fiscal Year	Exercise or Base Price	Expiration Date
Dr. John W. Whitney	550,000	33%	$0.15	One year after employment ends
Duane H. Rasmussen	425,000	25%	$0.15	One year after employment ends

(1) In addition to the above, Dr Whitney acquired a total of 1,200,000 non-compensatory three year warrants by converting $120,000 of short term loans into the then existing private placement. All transactions were under the same terms and conditions as for other investors in current private placements and consequently the warrants are treated as non-compensatory.

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option

Values

Options Exercised:

Name	Shares Acquired on Exercise (#)	Value Realized
Dr. John W. Whitney		
Non-compensatory (1)	4,750,461	$ -0-

(1) Dr. Whitney exercised non-compensatory warrants for 4,750,461 shares by paying cash of $185,008 and converting short term debt totaling $195,029. Since the warrants were non-compensatory, no realized value is listed above.

Options Unexercised:

	Number of Securities Underlying Unexercised Options at 12/31/04		Value of Unexercised In-the-Money Options At 12/31/04	
Name	Exercisable	Unexerciseable	Exercisable	Unexerciseable
Dr. John W. Whitney				
Compensatory	4,800,000	-0-	$ -0- (1)	$ -0-
Non-compensatory	1,200,000	-0-	$ -0- (1)	$ -0-
Duane H. Rasmussen				
Compensatory	425,000	-0-	$ -0- (2)	$ -0-
Non-compensatory	2,125,000	-0-	$ -0- (2)	$ -0-

(1) If value realized was based on the average of the closing bid and ask prices on December 31, 2004, the value realized would have been $-0- for the compensatory options and $-0- for the non-compensatory warrants. The securities under option, our common stock, are restricted and thus are not tradable within one year of exercise. In addition, as an officer and a greater than 10% shareholder of our company, Dr. Whitney is further restricted by SEC regulations as to the sale of our securities. The actual value realized, if and when the securities are sold, may be more or less than the value listed above. Consequently, the value of the unexercised options is reported at $-0-.

(2) If value realized was based on the average of the closing bid and ask prices on December 31, 2004, the value realized would have been $-0- for the compensatory and non-compensatory warrants. The securities under option, our common stock, are restricted and thus are not tradable within one year of exercise. In addition, as an officer of our company, Mr. Rasmussen is further restricted by SEC regulations as to the sale of our securities. The actual value realized, if and when the securities are sold, may be more or less than the value listed above. Consequently, the value of the unexercised options is reported at $-0-.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans

Plan Category	(a)		(b)	(excluding securities reflected in column(a) (c)
Equity compensation plans approved by security holders	-0-	$	-0-	-0-
Equity compensation plans not approved by security holders	5,996,626	$	0.25	989,000
Total	5,996,626	$	0.25	989,000

36

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Advances from an officer/stockholder totaled $161,525 and $248,168 at December 31, 2004 and 2003, respectively.

$389,127 and $218,185 of the accrued management salaries as of December 31, 2004 and 2003, respectively, is for salary in arrears due to several officer/stockholders and employee/stockholders. In addition, salary in arrears of $523,800 and $515,100 for 2004 and 2003, respectively, are included in stock to be issued at the respective year ends. These amounts represent the portion of salaries earned but unpaid that the officers/employees/stockholders have agreed to accept in our common stock. The number of shares to be issued are 6,488,021 and 6,220,624 for 2004 and 2003, respectively. Issuance of the stock is pending sufficient cash available to pay the related federal withholding taxes. Interest accrued at 12% per annum on salaries due officer and employee/stockholders amounted to $97,869 and $113,233, respectively, in 2004 and 2003. Of these amounts, $94,299 and $109,290 for 2004 and 2003, respectively, were paid (or will be paid) by issuance of 990,187 and 808,092 shares of restricted common stock.

Interest expense on related party loans amounted to $31,041 and $33,706 for the years ended December 31, 2004 and 2003, respectively. Accrued interest on related party loans totaled $6,307 and $42,876 at December 31, 2004 and 2003, respectively.

After approval from our Board of Directors, in March 1999 our subsidiary, WWI, agreed to provide technical services to Golden Phoenix Minerals, Inc. (GPXM), a junior mine exploration and development company whose common shares trade on the OTC Bulletin Board. Services were billed monthly and WWI received a combination of GPXM common stock, SEC Rule 144 restricted common stock, and cash. The consulting agreement expired on March 1, 2005 and WWI no longer provides services to GPXM.

Separately, Dr. Whitney personally agreed to acquire up to 10,000,000 common shares of GPXM at $0.10 per share, making him beneficial owner of more than ten percent of GPXM. Any unexercised options under this arrangement can be assigned to WWI. Dr. Whitney is a principal in a group that controls the mining claims underlying one of GPXM's principal exploration and development properties. At December 31, 2004 WWI owned 123,198 restricted GPXM shares. At December 31, 2003 WWI owned 736,442 restricted GPXM shares. The initial Rule 144 one year period for resale began in April 2000, and continues monthly thereafter. Total revenue from GPXM for 2004 and 2003 was $224,039 and $146,893, respectively. A total of $101,281 and $13,707 is included in accounts receivable at December 31, 2004 and 2003, respectively. At December 31, 2004, the average bid/asked price for GPXM common was $0.213, resulting in a value of shares held on that date of $26,180. Included in the GPXM shares held at December 31, 2003 and 2002 are 300,000 and 1,050,000 restricted common shares, respectively, that were acquired by WWI purchasing $0.10 options from Dr. Whitney and subsequently exercising the options by offsetting accounts receivable due it from GPXM. The purchase price of the options was $109,275, which was determined at 85% of fair market value of the then current trading price of GPXM, less the $0.10 option price. This valuation method is under the same terms that WWI uses to accept GPXM restricted common shares for its monthly services. Dr. Whitney accepted Company restricted common shares in the 2002 Equity Private Placement as payment for the options, which amounted to 1,365,938 shares plus an equal number of warrants with conversion prices ranging from $0.08 to $0.24 per share. The total cost to WWI of these GPXM shares was $214,275 and the market value at December 31, 2002 was $241,500. The 300,000 shares held at December 31, 2003 were valued at $135,750 and had a cost of $70,650.

During 2004 Dr. Whitney loaned WWI 103,765 shares of GPXM stock at a value of $28,276 The loaned shares were sold by WWI for $25,097, for a realized loss of $3,179. The loan was repaid in 2004 by conversion into the Company’s restricted common stock when Dr. Whitney exercised warrants he acquired in 2003. During the first quarter of 2002 Dr. Whitney loaned WWI 600,000 shares of GPXM stock at a value of $105,000. The loaned shares were sold by WWI for $83,045, for a realized loss of $21,955. In 2002, WWI repaid 416,463 of the GPXM shares out of shares owned by it at a value of $72,881 and a realized gain of $35,587. During 2003 the remaining balance of the loan and accrued interest was paid by a combination of 87,283 GPXM shares, 250,000 shares of other marketable securities, and 150,461 of our restricted common shares. The portion of the loan paid in our shares was converted into the $0.08 per share Private Placement under the same terms and conditions as other investors, including an equal number of three year warrants. WWI realized a net gain of $19,369 on the transaction.

During 2003 WWI's lease of a vehicle utilized by Dr. Whitney was completed. Dr. Whitney purchased the vehicle for $21,741 by financing it through a commercial lender at 7.8% for four years. Monthly payments of $531 began in June 2003 and continue through May 2007. WWI is leasing the vehicle from Dr. Whitney by making the monthly payments to the commercial lender and will acquire ownership of the vehicle when the loan is paid in full. The lease has not been terminated or otherwise modified and Dr. Whitney presently utilizes the vehicle.

All current transactions between us and our officers, directors, and principal stockholders or any affiliates thereof are, and in the future will be, on terms no less favorable to us than could be obtained from unaffiliated third parties

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain data with respect to those persons known to us, as of February 14, 2006, to be the beneficial owners of more than 5% of the outstanding shares of our common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership: Common Shares Presently Held	Common Shares Which May Be Acquired Within 60 days	Total	Percent of Class
John W. Whitney P.O. Box 10725 Reno, NV 89510 (1)(2)(3)(4)	27,584,330	8,052,500	35,636,830	17.4%

(1) Director

(2) Officer

(3) Includes 72,768 shares owned by Maureen E. Whitney, Dr. Whitney's wife.

(4) Dr. Whitney's options include compensatory options of 1,000,000 shares at $0.25 per share, 3,000,000 shares at $0.30 per share, 250,000 shares at $0.20 per share, and 550,000 shares at $0.15 per share. The Common Shares Which May Be Acquired Within 60 Days also includes 3,250,000 shares that are to be issued to Dr. Whitney when sufficient cash is available to pay payroll tax withholdings. Dr. Whitney exercised non-compensatory three year warrants for 1,200,000 restricted common shares in August 2005 at $0.075 per share by converting $90,000 in short term loans. He received these warrants by previously converting $120,000 in short term loans into the then existing private placement under the same terms and conditions as other investors.

The following table sets forth as of February 14, 2006, certain information, with respect to director and executive officer ownership of our common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership: Common Shares Presently Held	Common Shares Which May Be Acquired Within 60 days(1)	Total	Percent of Class (2)
Dr. John W. Whitney P.O. Box 10725 Reno, NV 89510 (3)(4)(5)	27,584,330	8,052,500	35,636,830	17.4%
Paul H. Durckel 1655 Highway 395 Minden, NV 89423 (3)	579,668	78,400	658,068	*
Howland S. Green P.O. Box 10725 Reno, NV 89510 (3)	1,255,000	2,500	1,257,500	*
Duane H. Rasmussen P.O. Box 10725 Reno, NV 89510 (4)	1,756,031	5,422,645	7,178,676	3.5 %
All directors and				

Executive officers as a group (5 persons)	31,827,348	13,556,045	45,383,393	21.5%

*Less than 1%

(1) Dr. Whitney's options include compensatory options of 1,000,000 shares at $0.25 per share, 3,000,000 shares at $0.30 per share, 250,000 shares at $0.20 per share, and 550,000 shares at $0.15 per share. The Common Shares Which May Be Acquired Within 60 Days also includes 3,250,000 shares that are to be issued to Dr. Whitney when sufficient cash is available to pay payroll tax withholdings. Dr. Whitney exercised non-compensatory three year warrants for 1,200,000 restricted common shares in August 2005 at $0.075 per share by converting $90,000 in short term loans. He received these warrants by previously converting $120,000 in short term loans into the then existing private placement under the same terms and conditions as other investors.

Mr. Durckel has three year warrants to acquire 75,900 shares of our common stock related to his cash investment in the 2002 and 2003 Equity Private Placements, which are convertible at $0.08, $0.16, and $0.24 per share for the first through third years of the option period.

In April 2005 Mr. Green was granted a compensatory option to acquire 1,000,000 of the Company's restricted common shares at $0.10 per share. The first 500,000 shares of the option will become exercisable when the Federal EPA accepts the registration application for the GOLD'n GRO Guardian and the second 500,000 shares of the option will become exercisable when the Federal EPA issues the registration for the GOLD'n GRO Guardian. The entire option is exercisable for two years after the EPA registration is received. This option is not included in the above table as it is not exercisable within 60 days.

Mr. Rasmussen has a three year non-compensatory warrant to acquire 2,125,000 shares at $0.08, $0.16, and $0.24 per share for the first through third years of the option period. He acquired this warrant by investing $170,000 of his back salary in the existing private placement. Mr. Rasmussen also was granted a compensatory option to acquire 425,000 shares of our common stock at $0.15 per share. This option is exercisable at any time until one year after Mr. Rasmussen leaves our employment. The Common Shares Which May Be Acquired Within 60 Days also includes 2,872,645 shares that are to be issued to Mr. Rasmussen when sufficient cash is available to pay payroll tax withholdings.

(2) The percent of class is based on the sum of 197,248,179 shares outstanding or to be issued as of February 14, 2006 plus, for each individual, the number of common shares as to which the named individual has the right to acquire beneficial ownership within 60 days of February 14, 2006.

(3) Director

(4) Officer

(5) Includes 72,768 shares owned by Maureen E. Whitney, Dr. Whitney's wife.

DESCRIPTION OF SECURITIES

COMMON STOCK

We are authorized to issue up to 250,000,000 shares of common stock, par value $.001. As of February 14, 2006, there were 197,248,179 shares of common stock outstanding. Holders of the common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. Holders of common stock are entitled to receive ratably such dividends, if any, as may be declared by the Board of Directors out of funds legally available therefore. Upon the liquidation, dissolution, or winding up of our company, the holders of common stock are entitled to share ratably in all of our assets which are legally available for distribution after payment of all debts and other liabilities and liquidation preference of any outstanding common stock. Holders of common stock have no preemptive, subscription, redemption or conversion rights. The outstanding shares of common stock are validly issued, fully paid and nonassessable.

We have engaged Securities Transfer Corporation, located in Frisco, Texas, as independent transfer agent or registrar.

PREFERRED STOCK

We are authorized to issue up to 999,500 shares of preferred stock, par value $.001. As of February 3, 2006, there were no shares of preferred stock issued.

COMMISSION'S POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

Our Articles of Incorporation, as amended, provide to the fullest extent permitted by Texas law, our directors or officers shall not be personally liable to us or our shareholders for damages for breach of such director's or officer's fiduciary duty. The effect of this provision of our Articles of Incorporation, as amended, is to eliminate our rights and our shareholders (through shareholders' derivative suits on behalf of our company) to recover damages against a director or officer for breach of the fiduciary duty of care as a director or officer (including breaches resulting from negligent or grossly negligent behavior), except under certain situations defined by statute. We believe that the indemnification provisions in our Articles of Incorporation, as amended, are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act" or "Securities Act") may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, or otherwise, we have 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.

PLAN OF DISTRIBUTION

The selling stockholders and any of their respective pledgees, donees, assignees and other successors-in-interest may, from time to time, sell any or all of their shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- ordinary brokerage transactions and transactions in which the broker-dealer solicits the purchaser;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately-negotiated transactions;
- broker-dealers may agree with the selling stockholders to sell a specified number of such shares at a stipulated price per share;

- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also sell shares under Rule 144 under the Securities Act, if available, or Regulation S, rather than under this prospectus. The selling stockholders shall have the sole and absolute discretion not to accept any purchase offer or make any sale of shares if they deem the purchase price to be unsatisfactory at any particular time.

The selling stockholders or their respective pledgees, donees, transferees or other successors in interest, may also sell the shares directly to market makers acting as principals and/or broker-dealers acting as agents for themselves or their customers. Such broker-dealers may receive compensation in the form of discounts, concessions or commissions from the selling stockholders and/or the purchasers of shares for whom such broker-dealers may act as agents or to whom they sell as principal or both, which compensation as to a particular broker-dealer might be in excess of customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. It is possible that a selling stockholder will attempt to sell shares of common stock in block transactions to market makers or other purchasers at a price per share which may be below the then market price. The selling stockholders cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, the selling stockholders. The selling stockholders and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus, may be deemed to be "underwriters" as that term is defined under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, or the rules and regulations under such acts. In such event, any commissions received by such broker-dealers or agents and any profit on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act.

We are required to pay all fees and expenses incident to the registration of the shares, including fees and disbursements of counsel to the selling stockholders, but excluding brokerage commissions or underwriter discounts.

The selling stockholders, alternatively, may sell all or any part of the shares offered in this prospectus through an underwriter. No selling stockholder has entered into any agreement with a prospective underwriter and there is no assurance that any such agreement will be entered into.

The selling stockholders may pledge their shares to their brokers under the margin provisions of customer agreements. If a selling stockholders defaults on a margin loan, the broker may, from time to time, offer and sell the pledged shares. The selling stockholders and any other persons participating in the sale or distribution of the shares will be subject to applicable provisions of the Securities Exchange Act of 1934, as amended, and the rules and regulations under such act, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the shares by, the selling stockholders or any other such person. In the event that the selling stockholders are deemed affiliated purchasers or distribution participants within the meaning of Regulation M, then the selling stockholders will not be permitted to engage in short sales of common stock. Furthermore, under Regulation M, persons engaged in a distribution of securities are prohibited from simultaneously engaging in market making and certain other activities with respect to such securities for a specified period of time prior to the commencement of such distributions, subject to specified exceptions or exemptions.

We have agreed to indemnify the selling stockholders, or their transferees or assignees, against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the selling stockholders or their respective pledgees, donees, transferees or other successors in interest, may be required to make in respect of such liabilities.

If the selling stockholders notify us that they have a material arrangement with a broker-dealer for the resale of the common stock, then we would be required to amend the registration statement of which this prospectus is a part, and file a prospectus supplement to describe the agreements between the selling stockholders and the broker-dealer.

40

PENNY STOCK

The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for the purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

- that a broker or dealer approve a person's account for transactions in penny stocks; and
- the broker or dealer receive from the investor a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.

In order to approve a person's account for transactions in penny stocks, the broker or dealer must

- obtain financial information and investment experience objectives of the person; and
- make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prescribed by the Commission relating to the penny stock market, which, in highlight form:

- sets forth the basis on which the broker or dealer made the suitability determination; and
- that the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements have to be sent disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks.

SELLING STOCKHOLDERS

The table below sets forth information concerning the resale of the shares of common stock by the selling stockholders. We will not receive any proceeds from the resale of the common stock by the selling stockholders. We will receive proceeds from the exercise of the warrants. Assuming all the shares registered below are sold by the selling stockholders, none of the selling stockholders will continue to own any shares of our common stock.

The following table also sets forth the name of each person who is offering the resale of shares of common stock by this prospectus, the number of shares of common stock beneficially owned by each person, the number of shares of common stock that may be sold in this offering and the number of shares of common stock each person will own after the offering, assuming they sell all of the shares offered.

Name	Total Shares of Common Stock Issuable Upon Conversion of Notes and/or Warrants*	Total Percentage of Common Stock, Assuming Full Conversion	Shares of Common Stock Included in Prospectus (1)	Beneficial Ownership Before the Offering**	Percentage of Common Stock Owned Before Offering**	Beneficial Ownership After the Offering (7)	Pe Cor O
AJW Offshore, Ltd. (2)	25,550,000(3)	12.98%	Up to 25,550,000 shares of common stock	9,825,690	4.99%	—	
AJW Qualified Partners, LLC (2)	16,650,000(4)	8.46%	Up to 16,650,000 shares of common stock	9,825,690	4.99%	—	
AJW Partners, LLC (2)	7,000,000(5)	3.56%	Up to 7,000,000 shares of common stock	7,000,000	3.56%	—	
New Millennium Capital Partners II, LLC (2)	800,000(6)	***	Up to 800,000 shares of common stock	800,000	***	—	

* This column represents an estimated number based on a conversion price as of a recent date of February 14, 2006 of $.032, divided into the principal amount.

** These columns represent the aggregate maximum number and percentage of shares that the selling stockholders can own at one time (and therefore, offer for resale at any one time) due to their 4.99% limitation.

*** Less than 1%

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rule, beneficial ownership includes any shares as to which the selling stockholders has sole or shared voting power or investment power and also any shares, which the selling stockholders has the right to acquire within 60 days. The actual number of shares of common stock issuable upon the conversion of the secured convertible notes is subject to adjustment depending on, among other factors, the future market price of the common stock, and could be materially less or more than the number estimated in the table.

(1) Includes a good faith estimate of the shares issuable upon conversion of the secured convertible notes and exercise of warrants, based on current market prices. Because the number of shares of common stock issuable upon conversion of the secured convertible notes is dependent in part upon the market price of the common stock prior to a conversion, the actual number of shares of common stock that will be issued upon conversion will fluctuate daily and cannot be determined at this time. Under the terms of the secured convertible notes, if the secured convertible notes had actually been converted on February 14, 2006, the secured convertible notes would have had a conversion price of $.032. The actual number of shares of common stock offered in this prospectus, and included in the registration statement of which this prospectus is a part, includes such additional number of shares of common stock as may be issued or issuable upon conversion of the secured convertible notes and exercise of the related warrants by reason of any stock split, stock dividend or similar transaction involving the common stock, in accordance with Rule 416 under the Securities Act of 1933. However the selling stockholders have contractually agreed to restrict their ability to convert their secured convertible notes or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them in the aggregate and their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock as determined in accordance with Section 13(d) of the Exchange Act. Accordingly, the number of shares of common stock set forth in the table for the selling stockholders exceeds the number of shares of common stock that the selling stockholders could own beneficially at any given time through their ownership of the secured convertible notes and the warrants. In that regard, the beneficial ownership of the common stock by the selling stockholder set forth in the table is not determined in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended.

(2) The selling stockholders are affiliates of each other because they are under common control. AJW Partners, LLC is a private investment fund that is owned by its investors and managed by SMS Group, LLC. SMS Group, LLC, of which Mr. Corey S. Ribotsky is the fund manager, has voting and investment control over the shares listed below owned by AJW Partners, LLC. AJW Offshore, Ltd., formerly known as AJW/New Millennium Offshore, Ltd., is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by AJW Offshore, Ltd. AJW Qualified Partners, LLC, formerly known as Pegasus Capital Partners, LLC, is a private investment fund that is owned by its investors and managed by AJW Manager, LLC, of which Corey S. Ribotsky and Lloyd A. Groveman are the fund managers, have voting and investment control over the shares listed below owned by AJW Qualified Partners, LLC. New Millennium Capital Partners II, LLC, is a private investment fund that is owned by its investors and managed by First Street Manager II, LLC. First Street Manager II, LLC, of which Corey S. Ribotsky is the fund manager, has voting and investment control over the shares owned by New Millennium Capital Partners II, LLC. We have been notified by the selling stockholders that they are not broker-dealers or affiliates of broker-dealers and that they believe they are not required to be broker-dealers.

(3) Includes (i) 25,162,151 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 387,849 shares of common stock issuable upon exercise of common stock purchase warrants.

(4) Includes (i) 16,397,253 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 252,747 shares of common stock issuable upon exercise of common stock purchase warrants.

(5) Includes (i) 6,893,740 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 106,260 shares of common stock issuable upon exercise of common stock purchase warrants.

(6) Includes (i) 787,856 shares of common stock issuable upon conversion of secured convertible notes, and (ii) 12,144 shares of common stock issuable upon exercise of common stock purchase warrants.

(7) Assumes that all securities registered will be sold.

TERMS OF SECURED CONVERTIBLE NOTES AND THE WARRANTS

To obtain funding for our ongoing operations, we entered into a Securities Purchase Agreement with four accredited investors on July 15, 2005 for the sale of (i) $3,250,000 in secured convertible notes and (ii) warrants to buy 3,000,000 shares of our common stock.

The investors are obligated to provide us with the funds (gross proceeds) as follows:

- $250,000 was disbursed on July 15, 2005;

- $1,000,000 was disbursed on August 1, 2005, upon receipt by the investors of a certificate representing the pledged shares of Dr. John W. Whitney, our President, as security for repayment of the secured convertible notes in the aggregate amount of 14,550,558 shares pursuant to the Guaranty and Pledge Agreement dated as of July 15, 2005;
- $1,000,000 was disbursed within five days of the filing of this registration statement;
- $500,000 was disbursed on January 26, 2006 as an advance on the final traunche; and
- $500,000 will be disbursed within five days of the effectiveness of this prospectus.

The secured convertible notes bear interest at 8% per annum, mature three years from the date of issuance, and are convertible into our common stock, at the investors' option, at the lower of:

- $0.10; or
- a 45% discount to the average of the three lowest intraday trading prices for the common stock on a principal market for the 20 trading days before but not including the conversion date.

We have a call option under the terms of the secured convertible notes. The call option provides us with the right to prepay all of the outstanding secured convertible notes at any time, provided we are not in default and our stock is trading at or below $.10 per share. Prepayment of the notes is to be made in cash equal to either (i) 125% of the outstanding principal and accrued interest for prepayments occurring within 30 days following the issue date of the secured convertible notes; (ii) 135% of the outstanding principal and accrued interest for prepayments occurring between 31 and 60 days following the issue date of the secured convertible notes; and (iii) 150% of the outstanding principal and accrued interest for prepayments occurring after the 60th day following the issue date of the secured convertible notes.

Our right to repay the notes is exercisable on not less than ten trading days prior written notice to the holders of the secured convertible notes. For notice purposes, a trading day is any day on which our common stock is traded for any period on the OTC Bulletin Board. Notwithstanding the notice of prepayment, the holders of the secured convertible notes have the right at all times to convert all or any portion of the secured convertible notes prior to payment of the prepayment amount.

We also have a partial call option under the terms of the secured convertible notes in any month in which the current price of our common stock is below $0.065. Under the terms of the partial call option, we have the right to pay the outstanding principal amount of the secured convertible notes plus one-month's interest for that month, which will stay any conversions of the secured convertible notes by the holders for that month. The principal amount of the secured convertible notes to be repaid is determined by dividing the then outstanding principal amount of the notes by the maturity of the notes in months, or 36, plus one month’s interest.

The full principal amount of the secured convertible notes is due upon default under the terms of secured convertible notes. In addition, we have granted the investors a security interest in substantially all of our assets and intellectual property and registration rights. We are liable for breach of any covenant, representation or warranty contained in the Securities Purchase Agreement for a period of two years from the date that the investors distribute the final $1,000,000. In the event that we breach any representation or warranty regarding the condition of our company as set forth in the Securities Purchase Agreement, we are liable to pay liquidated damages in shares or cash, at our election, equal to three percent of the outstanding amount of the secured convertible notes per month plus accrued and unpaid interest. In the event that we breach any covenant as set forth in the Securities Purchase Agreement, including the failure to comply with blue sky laws, timely file all public reports, use the proceeds from the sale of the secured convertible notes in the agreed upon manner, obtain written consent from the investors to negotiate or contract with a party for additional financing, reserve and have authorized the required number of shares of common stock or the maintenance of our shares of common stock on an exchange or automated quotation system, then we are liable to pay liquidated damages in shares or cash, at our election, equal to three percent of the outstanding amount of the secured convertible notes per month plus accrued and unpaid interest.

In connection with the Securities Purchase Agreement, we executed a Security Agreement and an Intellectual Property Security Agreement in favor of the investors granting them a first priority security interest in all of our goods, inventory, contractual rights and general intangibles, receivables, documents, instruments, chattel paper, and intellectual property. Under the Security Agreement and Intellectual Property Security Agreement, events of default occur upon:

· The occurrence of an event of default (as defined in the secured convertible notes) under the secured convertible notes;
· Any representation or warranty we made in the Security Agreement or in the Intellectual Property Security Agreement shall prove to have been incorrect in any material respect when made;
· The failure by us to observe or perform any of our obligations under the Security Agreement or in the Intellectual Property Security Agreement for ten (10) days after receipt of notice of such failure from the investors; and
· Any breach of, or default under, the Warrants.

An event of default under the secured convertible notes occurs if we:

· Fail to pay the principal or interest when due;
· Do not issue shares of common stock upon receipt of a conversion notice;
· Fail to file a registration statement within 45 days after July 15, 2005 or fail to have the registration statement effective by November 11, 2005;
· Breach any material covenant or other material term or condition in the secured convertible notes or the Securities Purchase Agreement;
· Breach any representation or warranty made in the Securities Purchase Agreement or other document executed in connection therewith;
· Apply for or consent to the appointment of a receiver or trustee for us or any of our subsidiaries or for a substantial part of our of our subsidiaries' property or business, or such a receiver or trustee shall otherwise be appointed;
· Have any money judgment, writ or similar process shall be entered or filed against us or any of our subsidiaries or any of our property or other assets for more than $50,000, and shall remain unvacated, unbonded or unstayed for a period of twenty (20) days unless otherwise consented to by the investors;
· Institute or have instituted against us or any of our subsidiaries any bankruptcy, insolvency, reorganization or liquidation proceedings or other proceedings for relief under any bankruptcy law or any law for the relief of debtors;
· Fail to maintain the listing of our common stock on one of the OTCBB or an equivalent replacement exchange, the Nasdaq National Market, the Nasdaq SmallCap Market, the New York Stock Exchange, or the American Stock Exchange; or
· Default under any other secured convertible note issued pursuant to the Securities Purchase Agreement.

Upon occurrence of any event of default under either the Security Agreement or the Intellectual Property Security Agreement, the investors shall have the right to exercise all of the remedies conferred under the Security Agreement, the Intellectual Property and under the secured convertible notes, including:

· Taking possession of all of our assets, including, but not limited to, our inventory, receivables, equipment, contract rights and other general intangibles, as well as our intellectual property; and

· Operating our business using the collateral as set forth above with the right to assign, sell, lease or otherwise dispose of and deliver all or any part of the collateral, at public or private sale or otherwise, for cash or on credit

The warrants are exercisable until five years from the date of issuance at a purchase price of $0.15 per share. The selling stockholders will be entitled to exercise the warrants on a cashless basis if the shares of common stock underlying the warrants are not then registered pursuant to an effective registration statement. In the event that the selling stockholder exercises the warrants on a cashless basis, then we will not receive any proceeds. In addition, the exercise price of the warrants will be adjusted in the event we issue common stock at a price below market, with the exception of any securities issued as of the date of this warrant or issued in connection with the secured convertible notes issued pursuant to the Securities Purchase Agreement, dated July 15, 2005.

Upon the issuance of shares of common stock below the market price, the exercise price of the warrants will be reduced accordingly. The market price is determined by averaging the last reported sale prices for our shares of common stock for the five trading days immediately preceding such issuance as set forth on our principal trading market. The exercise price shall be determined by multiplying the exercise price in effect immediately prior to the dilutive issuance by a fraction. The numerator of the fraction is equal to the sum of the number of shares outstanding immediately prior to the offering plus the quotient of the amount of consideration received by us in connection with the issuance divided by the market price in effect immediately prior to the issuance. The denominator of such issuance shall be equal to the number of shares outstanding after the dilutive issuance.

The conversion price of the secured convertible notes and the exercise price of the warrants may be adjusted in certain circumstances such as if we pay a stock dividend, subdivide or combine outstanding shares of common stock into a greater or lesser number of shares, or take such other actions as would otherwise result in dilution of the selling stockholder's position.

The selling stockholders have contractually agreed to restrict their ability to convert their secured convertible notes or exercise their warrants and receive shares of our common stock such that the number of shares of common stock held by them and their affiliates in the aggregate after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock.

Confin International Investments (the "Selling Agent") acted as selling agent in connection with the offering. We will issue up an amount of warrants to the Selling Agent not to exceed the amount of warrants which the selling stockholders have been issued and the Selling Agent received gross fees of $260,000, representing 8% of the total gross proceeds received by us, as consideration for services performed in connection with the issuance of the secured convertible notes and warrants to the investors pursuant to the July 2005 Securities Purchase Agreement. Payment of both the cash and warrants is dependent on the future completion of the filing and effectiveness of this registration statement.

On January 26, 2006, we received a $500,000 advance on the final traunche of the Securities Purchase Agreement pursuant to which we issued an aggregate of $500,000 in secured convertible notes and warrants to purchase an aggregate of 461,539 shares of our common stock to AJW Partners, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and New Millennium Partners II, LLC. The remaining $500,000 pursuant to the Securities Purchase Agreement will be funded upon the effectiveness of this registration statement.

A complete copy of the Securities Purchase Agreements and related documents are incorporated by reference as exhibits to our Form SB-2 registration statement relating to this prospectus.

Sample Conversion Calculation

The number of shares of common stock issuable upon conversion of the secured convertible notes is determined by dividing that portion of the principal of the notes to be converted and interest, if any, by the conversion price. For example, assuming conversion of the $3,250,000 of secured convertible notes on February 14, 2006, at a conversion price of $0.032, the number of shares issuable upon conversion would be:

$3,250,000/$0.032 = 101,562,500 shares

The following is an example of the amount of shares of our common stock that are issuable, upon conversion of the principal amount of our secured convertible notes, based on market prices 25%, 50% and 75% below the market price as of February 3, 2006 of $0.08.

% Below Market	Price Per Share	With Discount at 45%	Number of Shares Issuable	% of Outstanding Stock
25%	$.06	$.033	98,484,848	33.30%
50%	$.04	$.022	147,727,273	42.82%
75%	$.02	$.011	295,454,545	59.97%

LEGAL MATTERS

Sichenzia Ross Friedman Ference LLP, New York, New York will issue an opinion with respect to the validity of the shares of common stock being offered hereby.

CHANGE IN ACCOUNTANTS

On November 7, 2003 Kafoury, Armstrong & Co. (“Kafoury”) resigned as our independent auditors because Kafoury had not registered with the Public Company Accounting Oversight Board (PCAOB) and was discontinuing its SEC practice.

For each of the two fiscal years prior to Kafoury’s resignation, the certifying accountant’s report on our financial statements was modified as to an uncertainty. The uncertainty in each of the two years was a substantial doubt about our ability to continue as a going concern.

During the two fiscal years ended December 31, 2002 and subsequent interim periods through November 7, 2003, there have been no disagreements between us and Kafoury regarding accounting principles or practices, financial statement disclosure, or auditing scope or procedures and Kafoury has not advised us of any of the matters identified in paragraph (a)(1)(v) of Item 304 of Regulation S-K.

On November 7, 2003 we appointed Cacciamatta Accountancy Corporation (“Cacciamatta”) of Irvine, California as our independent registered public accounting firm. During the two fiscal years ended December 31, 2002 and through November 7, 2003, we have not consulted Cacciamatta with respect to either (a) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements; or (b) any matter that was either subject of a disagreement (as defined in paragraph 304(a)(1)(iv) or a reportable event (as described in paragraph 304(a)(1)(v) of Item 304 of Regulation S-K).

To our knowledge, there is no accounting or financial disclosure dispute involving any present or former accountant.

EXPERTS

Cacciamatta Accountancy Corporation, independent registered public accounting firm, have audited, as set forth in their report thereon appearing elsewhere herein, our financial statements at December 31, 2004 and for the two years then ended that appear in the prospectus. The financial statements referred to above are included in this prospectus with reliance upon the independent registered public accounting firm’s opinion based on its expertise in accounting and auditing.

AVAILABLE INFORMATION

We have filed a registration statement on Form SB-2 under the Securities Act of 1933, as amended, relating to the shares of common stock being offered by this prospectus, and reference is made to such registration statement. This prospectus constitutes the prospectus of Itronics Inc., filed as part of the registration statement, and it does not contain all information in the registration statement, as certain portions have been omitted in accordance with the rules and regulations of the Securities and Exchange Commission.

We are subject to the informational requirements of the Securities Exchange Act of 1934 which requires us to file reports, proxy statements and other information with the Securities and Exchange Commission. Such reports, proxy statements and other information may be inspected at public reference facilities of the SEC at 100 F Street N.E. Washington, D.C. 20549. Copies of such material can be obtained from the Public Reference Section of the SEC at 100 F Street N.E. Washington, D.C. 20549 at prescribed rates. Because we file documents electronically with the SEC, you may also obtain this information by visiting the SEC's Internet website at http://www.sec.gov.

INDEX TO FINANCIAL STATEMENTS

ITRONICS INC.

INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Itronics Inc.

We have audited the accompanying consolidated balance sheet of Itronics Inc. (a Texas corporation) and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to in the first paragraph present fairly, in all material respects, the consolidated financial position of Itronics Inc. and subsidiaries as of December 31, 2004 and 2003, and the results of their operations and their cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As of December 31, 2004, the Company has an accumulated deficit of $22,944,959, a negative working capital of $3,215,298, and a stockholders' deficit balance of $2,564,270. The Company's ability to continue as a going concern is contingent upon (a) future profitable operations and (b) the ability to generate sufficient cash to meet obligations as they become due. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans regarding this matter are described in Note 13. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/S/ Cacciamatta Accountancy Corporation

Irvine, California

May 19, 2005

ITRONICS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2004 AND 2003

ASSETS

	2004	2003
CURRENT ASSETS		
Cash	$ 5,180	$ 34,499
Accounts receivable, less allowance for doubtful accounts, 2004, $5,700; 2003, $5,700	188,805	96,384
Marketable securities, available for sale	26,180	413,240
Inventories	571,704	425,525
Prepaid expenses	142,509	53,073
Total Current Assets	934,378	1,022,721
PROPERTY AND EQUIPMENT		
Land	215,000	215,000
Building and improvements	1,167,315	1,167,315
Design and construction in progress, manufacturing facility	121,171	102,203
Equipment and furniture	2,071,998	1,861,917
Vehicles	133,028	133,028
Equipment under capital lease-equipment and furniture	1,008,432	989,015
Equipment under capital lease-vehicles	87,672	87,672
	4,804,616	4,556,150
Less: Accumulated depreciation and amortization	1,670,668	1,383,307
	3,133,948	3,172,843
OTHER ASSETS		
Intangibles less accumulated amortization 2004, $26,011; 2003, $25,963	8,435	8,483
Marketable securities, available for sale	-	120,000
Deferred loan fees, net of accumulated amortization 2004, $203,288; 2003, $162,056	48,654	89,886
Deposits	22,525	26,575
	79,614	244,944
	$ 4,147,940	$ 4,440,508

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

F-2

ITRONICS INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
DECEMBER 31, 2004 AND 2003
(continued)

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	2004	2003
CURRENT LIABILITIES		
Accounts payable	$ 609,795	$ 517,989
Accrued management salaries	389,127	218,185
Accrued expenses	398,731	213,295
Insurance contracts payable	15,048	9,458
Interest payable on stockholder advances	6,307	42,876
Interest payable	204,909	174,728
Current maturities of long-term debt	522,845	537,031
Current maturities of capital lease obligations	807,746	994,456
Current maturities of advances from stockholders	161,525	248,168
Current maturities of capital lease due stockholder	5,420	4,869
Current maturities of convertible notes and accrued interest	1,020,946	1,686,286
Other	21,429	27,056
Total Current Liabilities	4,163,828	4,674,397
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	97,022	123,059
Convertible promissory notes	1,517,000	2,376,100
Accrued interest, convertible notes	925,216	879,126
Capital lease obligations, less current maturities	-	75,391
Capital lease due stockholder, less current maturities	9,144	14,117
Total Long-Term Liabilities	2,548,382	3,467,793
Commitments and Contingencies	-	-
	6,712,210	8,142,190
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, par value $0.001 per share; authorized 999,500 shares; issued and outstanding 2004, 0 shares; 2003, 0 shares	-	-
Common stock, par value $0.001 per share; authorized 250,000,000 shares; issued and outstanding 2004, 164,863,938; 2003, 122,373,953	164,864	122,374
Additional paid-in capital	19,438,213	15,234,212
Accumulated deficit	(22,944,959)	(20,105,087)
Common stock to be issued	786,426	672,255
Accumulated other comprehensive income	(9,568)	374,346
Common stock options outstanding, net	754	218

		(2,564,270)		(3,701,682)
	$	4,147,940	$	4,440,508

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

ITRONICS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

		2004		2003
REVENUES				
Photochemical fertilizer	$	1,422,929	$	936,913
Mining technical services		297,120		331,874
Total Revenues		1,720,049		1,268,787
COST OF REVENUES (exclusive of depreciation and amortization shown separately below)				
Photochemical fertilizer		1,457,616		1,119,831
Mining technical services		230,137		308,809
Total Cost of Revenues		1,687,753		1,428,640
Gross Profit (Loss) (exclusive of depreciation and amortization shown separately below)		32,296		(159,853)
OPERATING EXPENSES				
Depreciation and amortization		325,404		336,738
Research and development		165,083		69,353
Sales and marketing		971,988		739,043
Delivery and warehousing		78,565		47,211
General and administrative		897,882		841,747
		2,438,922		2,034,092
Operating (Loss)		(2,406,626)		(2,193,945)
OTHER INCOME (EXPENSE)				
Interest		(790,027)		(965,071)
Gain on sale of investments		168,937		449,606
Other		187,844		(42,881)
Total Other Income (Expense)		(433,246)		(558,346)
(Loss) before provision for income tax		(2,839,872)		(2,752,291)
Provision for income tax		-		-
Net Income(Loss)		(2,839,872)		(2,752,291)
Other comprehensive income				
Unrealized gains on securities		(383,914)		132,693
Comprehensive Income (Loss)	$	(3,223,786)	$	(2,619,598)
Weighted average number of shares outstanding,				

basic and diluted		141,941,235		103,994,400
Earnings (Loss) per share, basic and diluted	$	(0.020)	$	(0.026)

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

ITRONICS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	COMMON STOCK NUMBER OF SHARES (1,000's)	AMOUNT	ADDITIONAL PAID-IN CAPITAL	ACCUMULATED DEFICIT	COMMON STOCK TO BE ISSUED	ACCUMULATED OTHER COMPREHENSIVE INCOME	STO OPTI NE
Balance, Dec. 31, 2002	88,690	$ 88,690	$ 11,748,423	$ (17,352,796)	$ 576,998	$ 241,653	$ 109
Issue of common stock:							
For cash	12,583	12,583	1,011,287	-	(15,000)	-	
For services	7,808	7,808	891,576	-	233,395	-	
For debt conversion	11,627	11,627	1,434,817	-	(13,863)	-	
For asset acquisition	1,666	1,666	148,109	-	(109,275)	-	
Net (loss) for the year ended Dec. 31, 2003	-	-	-	(2,752,291)	-	-	
Other comprehensive income for the year ended Dec. 31, 2003	-	-	-	-	-	132,693	
Common stock options outstanding	-	-	-	-	-	-	(108
Balance, Dec. 31, 2003	122,374	122,374	15,234,212	(20,105,087)	672,255	374,346	
Issue of common stock							
For cash	12,983	12,983	1,095,018	-	(27,500)	-	
For services	8,935	8,935	793,618	-	(16,292)	-	
For debt conversion	18,311	18,311	2,128,152	-	157,963	-	
For asset acquisition	2,261	2,261	187,213	-	-	-	
Net (loss) for the year ended Dec. 31, 2004	-	-	-	(2,839,872)	-	-	
Other comprehensive income for the year ended	-	-	-	-	-	(383,914)	

Dec. 31, 2004											
Common stock options outstanding		-		-		-		-		-	-
Balance, Dec. 31, 2004	$	164,864	$	164,864	$	19,438,213	$	(22,944,959)	$	786,426	$ (9,568) $

The accompanying notes are an integral part of these financial statements

F-5

ITRONICS INC, AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004	2003
Cash flows from operating activities		
Net income (loss)	$(2,839,872)	$(2,752,291)
Adjustments to reconcile net loss to cash used by operating activities:		
Depreciation and amortization	325,404	336,738
Interest on convertible notes	483,868	606,754
Marketable securities received for services	(35,748)	(53,050)
Gains on investments	(168,937)	(449,604)
Addition of silver in solution inventory by offsetting photochemical processing fees	(166,993)	(97,389)
Gain on debt forgiveness	(187,814)	-
Other	-	20,395
Stock option compensation	536	(108,955)
Expenses paid with issuance of common stock:		
Interest expense	94,299	109,362
Consulting expenses	281,643	225,976
Directors fees	3,450	4,125
Salaries	297,536	448,624
Operating expenses	5,000	76,492
(Increase) decrease in:		
Trade accounts receivable	(92,421)	(8,160)
Inventories	20,814	9,017
Prepaid expenses, deposits and other	14,896	(20,415)
Increase (decrease) in:		
Accounts payable	105,762	(12,593)
Accrued management salaries	170,942	39,157
Accrued expenses and contracts payable	269,785	(720)
Net cash used by operating activities	(1,417,850)	(1,626,537)
Cash flows from investing activities:		
Acquisition of property and equipment	(56,756)	(47,837)
Acquisition of investments	-	(9,000)
Sale of investments	356,107	786,381
Net cash provided (used) by investing activities	299,351	729,544
Cash flows from financing activities:		
Proceeds from sale of stock	1,080,501	1,008,870
Proceeds from stockholders/short-term debt	150,000	-
Account receivable factoring, net	13,224	38,005
Payments on debt	(154,545)	(172,584)
Net cash provided by financing activities	1,089,180	874,291

Net increase (decrease) in cash		(29,319)		(22,702)
Cash, beginning of year		34,499		57,201
Cash, end of year	$	5,180	$	34,499

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

ITRONICS INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003
(continued)

		2004		2003
Supplemental Disclosures of Cash Flow Information:				
Cash paid during the period for interest	$	158,587	$	164,423
Schedule of non-cash financing transactions:				
Settlement of debt/accruals by issuance of common stock:				
Accounts payable		27,178		118,194
Accrued management salaries		-		162,250
Convertible notes and accrued interest		1,962,219		1,420,471
Short-term debt and accrued interest due an officer/stockholder		315,029		12,110
Equipment financed with capital leases		2,236		31,008
Acquisition of assets by issuance of common stock:				
Minority interest in American Gold & Silver Ltd.		-		40,500
Equipment		189,474		-
Officer/stockholder loan of marketable securities		28,276		-
Payment of short-term debt due an officer/stockholder with marketable securities		-		55,275

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

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 1 - Summary of Significant Accounting Policies:

Company's Activities:

Itronics Inc., through its subsidiaries, (the Company) is involved in mining technical services, photochemical recycling and related silver recovery, and liquid fertilizer manufacturing.

Financial Statement Estimates and Assumptions:

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. 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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Principles of Consolidation:

The consolidated financial statements include the accounts of Itronics Inc. and its subsidiaries:

	2004 PERCENTAGE	2003 PERCENTAGE
Whitney & Whitney, Inc.	100.00	100.00
Itronics Metallurgical, Inc.	100.00	100.00
Itronics California, Inc.	100.00	100.00
Nevada Hydrometallurgical Project (A Partnership)	92.50	92.50
American Hydromet (A Joint Venture)	82.53	82.53
American Gold & Silver (A Limited Partnership)	47.77	47.77

Whitney & Whitney, Inc. is the general partner for American Gold & Silver. As such, the Company has control over American Gold & Silver and has included it in its consolidation.

American Gold & Silver and Nevada Hydrometallurgical Project possess no material tangible assets or liabilities.

No amount for minority interests is reflected in the consolidated balance sheets as the equity of minority interests in the net losses exceed the carrying value of the minority interests.

No amount for minority interests is reflected in the consolidated statement of operations since losses applicable to the minority interest in each subsidiary exceed the minority interest in the equity capital of each subsidiary. As a result, losses applicable to the minority interest are charged against the majority interest. When future earnings materialize, the majority interest will be credited to the extent of such losses previously absorbed.

All significant intercompany accounts and transactions have been eliminated in the consolidation.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

Revenue recognition:

The Company manufactures fertilizer from used photochemical solutions. Revenues are generated in three distinct areas: (1) fees associated with removing used photochemical solutions from customer sites and sales of photochemical concentrators, (2) sales of fertilizer and (3) sales of silver. Fertilizer and silver sales are recognized when goods are shipped to our customers. Returns and allowances have been nominal. Service fees from photochemical recycling are recorded after the photochemical solutions have been picked up and transported from our customers to our manufacturing facility.

The Company provides consulting services to various entities in the mining industry. Revenue is recognized as services are delivered. When the mining technical services segment of the Company is responsible for the procurement of materials and equipment, property, or subcontracts in its consulting business, it includes such amounts in both revenues and cost of sales. The amount of such pass-through costs included in both mining consulting revenues and cost of sales for the year ended December 31, 2004 and 2003 were $108,254 and $118,735, respectively.

Cash and Cash Equivalents:

At present, cash includes only deposits in checking and money market accounts and does not include any cash equivalents.

Accounts Receivable Allowance Account:

The Company uses the allowance method to account for uncollectible accounts receivable.

Marketable Securities:

The Company maintains investments in marketable securities, received as payment from one technical services customer. All of these equity securities are available for sale and are recorded at fair value. The change in fair value is recorded as an unrealized gain or loss in other comprehensive income. Upon sale of the security, the company recognizes a realized gain or loss, based on specific identification of security sold. Unrealized losses are charged against net earnings when a decline in fair value is determined to be other than temporary.

Inventories:
Inventory is carried on the balance sheet at the lower of cost or market value using the average cost valuation method and consists primarily of unprocessed silver bearing photochemicals, fertilizer raw materials and saleable fertilizer. Because a large part of our inventory is silver contained in used photochemical solution and the market value of silver changes daily on the commodities market, we regularly monitor the carrying value of our silver in solution inventory to ensure it is carried at the lower of cost or its current market value. If silver on the open market were less than our carrying value, then we would write down the carrying value of our inventory by reducing recorded inventory and increasing cost of sales. If the amount of the write down were material, we would separately include the item in our statement of operations. The raw material balances below include $396,614 and $233,908 in unprocessed silver bearing photochemicals as of December 31, 2004 and 2003, respectively.

Following is a summary of finished goods, work in progress, and raw materials inventories as of December 31, 2004 and 2003:

		2004		2003
Finished goods	$	63,615	$	60,553
Work in progress		-		15,150
Raw materials		508,089		349,822
	$	571,704	$	425,525

Accounts Receivable and Inventory Factoring:

The Company factors some of its receivables and inventory with unrelated third parties. A liability is recorded when cash is received; interest is recorded over the period the liability is outstanding. The liability and accrued interest is repaid within a day or two of when the Company is paid by the customer. Interest rates range from 2 to 3% per month, or 24 to 36% annually. Additionally, while the Company does not have any formal limits on the amounts it can factor, typically no more than $120,000 in assets is factored at any given time.

Property and Equipment:

Property and equipment are stated at cost. Costs associated with creating website content and graphics are capitalized under EITF 00-2, "*Accounting for Web Site Development Costs*." Depreciation is computed by accelerated and straight-line methods. Capital lease equipment is amortized using accelerated and straight-line methods. Accumulated amortization on capital lease equipment is $474,340 and $376,996 at December 31, 2004 and 2003, respectively. Property and equipment is depreciated or amortized over the following periods.

Building and improvements	20 - 40 years
Equipment and furniture	5 - 20 years
Vehicles	5 years
Equipment under capital lease-equipment and furniture	5 - 20 years
Equipment under capital lease-vehicles	5 years

Repairs and maintenance, including website maintenance and administration, are charged to operations as incurred.

F-9

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

Intangible Assets:

Intangible assets are amortized by the straight-line method over the following lives:

	YEARS
Patents	17
Deferred loan fees	3-5

Estimated aggregate amortization expense for the succeeding five years is:

2005	$ 14,244
2006	3,949
2007	3,255
2008	3,255
2009	3,255

Research and Development:

Wages, benefits, rent, and other costs, including costs to plan and populate databases and content on our web site are expensed as incurred as research and development in accordance with SFAS 2 *Accounting for Research and Development Costs*, and EITF 00-2.

Advertising:

The Company advertises its products in various trade publications and general newspaper supplements. It also promotes the Company in various business publications, television, and internet media. Such advertising costs include the creative process, costs of production, and placement costs of the ads themselves. All advertising costs are expensed as incurred. Total advertising expense was $157,986 and $32,960 for the years ended December 31, 2004 and 2003, respectively.

Income Taxes:

The Company has accounted for income taxes to conform to the requirements of Statements of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes. Under the provisions of SFAS 109, an entity recognizes deferred tax assets and liabilities for future tax consequences of events that have already been recognized in the Company's financial statements or tax returns. The measurement of deferred tax assets and liabilities is based on provisions of the enacted tax law. The effects of future changes in tax laws or rates are not anticipated. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Loss per Common Share:

Loss per common share is calculated based on the consolidated net loss for the period divided by the weighted average number of common shares outstanding during 2004 and 2003. Common stock equivalents are not included, as their effect would be antidilutive.

F-10

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

Common Stock:

The Company's common shares have, subject to the provisions of any series of Preferred Stock, certain rights including one vote per share on a non-cumulative basis and a ratable portion of any dividends that may be declared by the Board of Directors. The Company may from time to time issue common shares that are restricted under Rule 144 of the Securities and Exchange Commission. Such restrictions require the shareholder to hold the shares for a minimum of one year before sale. In addition, officers, directors and more than 10% shareholders are further restricted in their ability to sell such shares.

Stock Based Compensation:

The Company issues stock to its employees, directors and consultants pursuant to various Stock Option and Purchase Plans. The Company accounts for options granted to employees and directors under Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* and related interpretations. Accordingly, no compensation expense is recognized. In accordance with Statement of Financial Accounting Standard (SFAS) 123, *Accounting for Stock Based Compensation* and SFAS 148, *Accounting for Stock Based Compensation - Transition and Disclosure, an amendment of FASB Statement No. 123*, the Company discloses the additional compensation expense that would have been recorded had the Company elected to account for stock options under SFAS 123. The Company accounts for options granted to people other than employees and directors under SFAS 123 and EITF 98-16, *Accounting for Equity Investments That Are Issued to Other Than Employees for Acquiring or in Conjunction with Selling Goods and Services.* As such, the value of such options is periodically remeasured and income or expense is recognized during their vesting term.

On December 16, 2004 the FASB issued SFAS No. 123R, "Share-Based Payment," which is an amendment to SFAS No. 123, "Accounting for Stock-Based Compensation." This new standard eliminates the ability to account for share-based compensation transactions using Accounting Principles Board, or APB, Opinion No. 25, "Accounting for Stock Issued to Employees," and generally requires such transactions be accounted for using a fair-value-based method and the resulting cost recognized in our financial statements. This new standard is effective for awards that are granted, modified or settled in cash in interim and annual periods beginning after June 15, 2005, December 15, 2005 for small business issuers. In addition, this statement will apply to unvested options granted prior to the effective date. The Company will adopt this new standard effective for the first fiscal quarter of 2006 and it has not yet determined what impact this standard will have on its financial position or results of operations.

Asset Impairment:

The Company monitors conditions that may affect the carrying value of its long-lived and intangible assets when events and circumstances indicate that the carrying value of the assets may be impaired. The Company determines impairment based on the asset's ability to generate cash flow greater than the carrying value of the asset. If projected undiscounted cash flows are less than the carrying value of the asset, the asset is adjusted to its fair value.

Non-monetary Transactions:

The Company periodically enters into non-monetary transactions. These transactions are recorded based on the fair value of the asset, goods or services received or surrendered, whichever is more clearly evident and at such time as the earnings process is complete. When material non-monetary transactions occur, the Company discloses the transaction and basis for valuing the transaction in the period the transaction occurs. Additionally, pursuant to SFAS No. 95, "*Statement of Cash Flows*," the Company discloses non-cash investing and financing activities.

Contingencies:

From time to time, the Company may become party to claims against it. Management evaluates these claims as they arise as probable, reasonably possible and remote. A liability is recorded when management estimates a loss is probable. Potential costs that arise are disclosed when management believes a loss is reasonably possible and that amount can be estimated

NOTE 2 - Reclassification:

The prior year's financial statements have been reclassified, where necessary, to conform with the current year presentation.

NOTE 3 - Long-Term Debt:

Long-term debt at December 31, 2004 and 2003 is comprised of the following (all debt payments are applied to outstanding interest owed at date of payment prior to being applied to the principal balance). The carrying amount approximates fair value. The fair value of long-term debt is based on current rates at which the Company could borrow funds with similar remaining maturities.

	DECEMBER 31,	
	2004	2003
Notes due to unrelated parties:		
Notes payable secured by vehicles due at varying dates through 2006. The monthly payments total $1,345, including interest at 10.5% to 11.0% per annum.	$ 17,440	$ 33,584
Note payable secured by real property due May 2016. Monthly payment is $6,601, including interest at 12% per annum.	492,881	510,218
Financing contract secured by equipment due May 2006. Monthly payment is $806, including interest at 17.99%	14,589	18,585
City of Reno Special Assessment District for road and access improvements. Payable in 40 equal semi-annual payments plus interest at 6% percent per annum.	94,957	97,703
Less current portion due within one year	(522,845)	(537,031)
Total long-term liabilities due to unrelated parties	$ 97,022	$ 123,059

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

	DECEMBER 31, 2004		DECEMBER 31, 2003	
Convertible Promissory Notes:				
Three year convertible promissory notes due November 2005 through February 2006, including interest at 12% per annum. The notes and accrued interest are convertible into the Company's restricted common stock at $0.15 per share at any time through November 18, 2005 and February 16, 2006.	$	47,000	$	47,000
Three year convertible promissory notes due at varying dates through February 2006, including interest at 9% to 12% per annum. The notes and accrued interest are convertible into the Company’s restricted common stock at prices ranging from $0.125 to $1.18 per share at any time through February 2006.		1,570,000		1,645,000
Three year convertible promissory notes due at varying dates through December 2004, including interest at 12% per annum. The notes and accrued interest are convertible into the Company’s restricted common stock at prices ranging from $0.10 to $0.15 per share at any time through dates ranging from March to December 2004.		20,000		1,185,000
Three year convertible promissory notes due at varying dates through September 2005, including interest at 12% per annum. The notes and accrued interest are convertible into the Company’s restricted common stock at prices ranging from $0.10 to $0.25 per share at any time through dates ranging from January to September 2005.		606,100		774,100
Accrued interest on convertible promissory notes		1,220,062		1,290,412
Less current portion due within one year		(1,020,946)		(1,686,286)
Total Long Term Convertible Promissory Notes and Accrued Interest	$	2,442,216	$	3,255,226

F-12

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

	DECEMBER 31, 2004	DECEMBER 31, 2003
Loans from Stockholders/Related Transactions:		
Advances from officer/stockholder. Due on demand, with interest accruing at 12% per annum.	$ 161,525	$ 248,168
	161,525	248,168
Less current portion due within one year	(161,525)	(248,168)
Total long-term liabilities due to stockholders	$ -	$ -

Long-term debt matures as follows:

YEAR	UNRELATED PARTIES	CONVERTIBLE NOTES	STOCKHOLDERS
2005	$ 522,845	$ 1,020,946	$ 161,525
2006	8,023	2,442,216	-
2007	3,276	-	-
2008	3,475	-	-
2009	3,687	-	-
2010-2023	78,561	-	-
	$ 619,867	$ 3,463,162	$ 161,525

As discussed in Note 15, property taxes on the Company's manufacturing facility are delinquent as of December 31, 2004 in the amount of $7,336 plus penalties and interest. Such delinquency in property tax payments is a default under terms of the deed of trust securing the mortgage on the property and the lender can demand payment in full and institute foreclosure proceedings. As required by U.S. Generally Accepted Accounting Principles, the entire principal balance of the note, amounting to $492,881 as of December 31, 2004, is included in current liabilities. The lender is aware of the situation and has not made a demand or taken any other action. In addition a financing contract on equipment, with a balance of $14,589, is in default and is included in current liabilities. The lender has referred the loan to an attorney, but no further action has been taken.

During 2003 the holders of the 2000 Series Convertible Promissory Notes were offered to extend the notes for three years in exchange for an increased interest rate to 12% and a reduction in conversion price to $0.125 per share, an amount above the trading price of our stock. As of December 31, 2004 all but $80,000 of the notes and $44,475 of the accrued interest were extended. The un-extended notes and accrued interest are in default, but no action has been taken by the note holders.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 4 - Major Customers:

Fertilizer sales for the years ended December 31, 2004 and 2003 include $989,084 and $518,202, respectively, from one major customer, which represents 97% and 93%, respectively, of fertilizer sales for the years ended December 31, 2004 and 2003. Receivables from this major customer as of December 31, 2004 amounted to $58,094, which represents 77% of photochemical fertilizer accounts receivable. The customer is one of the largest fertilizer distribution companies in the country.

Photochemical recycling revenues for the year ended December 31, 2004 and 2003, respectively, include $-0- and $80,900 from one major customer under a Department of Defense contract. Photochemical recycling and silver refining revenues for the years ended December 31, 2004 and 2003 also include $201,291 and $116,693, respectively, from one major customer in the digital imaging and processing industry. The combined revenues from the one major customer represents 59% of 2004 photochemical recycling and silver refining revenues and the combined revenues for the two major customers was 60% of photochemical recycling and silver refining revenues for 2003.

Sales of silver bars, film, and processed bullion for the year ended December 31, 2004 includes $47,456 to three customers, which is 75% of such sales. Comparable sales for the year ended December 31, 2003 include $15,726 to two customers, which is 57% of such sales.

Technical services revenue (including pass through funds described in Note 1) for the year ended December 31, 2004 includes $224,039 and $32,816 from two major customers which represents 86% of technical services revenues. Technical services revenue (including pass through funds described in Note 1) for the year ended December 31, 2003 includes $146,893, $131,600, and $45,830 from three major customers which represents 98% of technical services revenues. Receivables from these major customers as of December 31, 2004 and 2003 amount to $101,281 and $21,210, which represents 85% and 73%, respectively, of consulting accounts receivable.

The Company's major technical services customers operate within the mining industry, both nationally and internationally. Due to the nature of the Company's operations, the major sources of revenues may change from year to year.

NOTE 5 - Income Taxes:

The following is a reconciliation of the federal statutory tax and tax rate to the Company's provision for taxes and its effective tax rate.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

	2004			2003		
	AMOUNT		PERCENT OF PRE-TAX INCOME	AMOUNT		PERCENT OF PRE-TAX INCOME
Federal tax at statutory rate	$	-	-%	$	-	-%
Temporary differences, primarily bad debt and compensation related expenses		-	-%		-	-%
Non-deductible expenses		-	-%		-	-%
Utilization of NOL		-	-%		-	-%
Total Income Tax Expense	$	-	0.0%	$	-	0.0%

The Company's consolidated net operating loss available for carry-forward to offset future taxable income and tax liabilities for income tax reporting purposes expire as follows:

Year Ending December 31:	Net Operating Loss	
2005	$	65,113
2006		430,403
2007		188,146
2008		113,253
2012		322,525
2018		377,944
2019		1,605,954
2020		3,254,375
2021		2,933,607
2022		2,496,744
2023		2,286,436
2024		2,208,740
	$	16,283,240

The Company's total deferred tax assets, and deferred tax asset valuation allowances at December 31, 2004 and 2003 are as follows:

	2004		2003	
Total deferred tax assets	$	5,682,993	$	4,776,751
Less valuation allowance		(5,682,993)		(4,776,751)
Net deferred tax asset	$	-	$	-

F-15

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 6 - Stock Option and Purchase Plans:

In January 2000 the Company began a private placement of three year convertible notes to raise $2.5 million. The placement was completed in February 2000 and raised a total of $2,668,000. The notes and accrued interest are convertible to restricted Common Shares at varying dates through February 2006, with conversion prices ranging from $0.125 to $1.18. During 2003 the holders of these notes were offered to extend the notes for three years in exchange for an increased interest rate from 9% to 12% and a reduction in conversion price to $0.125 per share. All but $90,000 of the notes were extended. $75,000 in principal and $34,434 in accrued interest were converted to restricted common stock during 2004. $928,000 in principal and $340,450 in accrued interest were converted to restricted common stock during 2003.

In October 2000 the Company completed the registration of 10,000,000 common shares in connection with its agreement with Swartz Private Equity, LLC. (Swartz) to raise $15 million over three years. As part of the agreement, Swartz received a five year warrant for 2,400,000 shares at $0.55 per share and it received five year warrants for 331,033 shares based on the exercise of the Company’s put rights during 2001. The exercise price of these warrants range from $0.0825 to $0.308, but are subject to downward reset provisions. In February 2002 the agreement with Swartz was renegotiated and as part of the new agreement, Swartz was granted a five year warrant for 360,000 shares at an exercise price of $0.238.

In March 2001 the Company began a private placement of three year convertible notes. A total of $1,242,029 was raised in 2001. The notes and accrued interest at 12% compounded annually are convertible to restricted common shares at varying dates through December 2004, with conversion prices ranging from $0.10 to $0.15. $1,165,000 in principal and $471,492 in accrued interest were converted to restricted common stock during 2004. $57,029 in principal and $14,551 in accrued interest were converted to restricted common stock during 2003.

In January 2002 the Company began a private placement of three year convertible notes. A total of $844,100 was raised in 2002. The notes and accrued interest at 12% compounded annually are convertible to restricted common shares at varying dates through September 2005, with conversion prices ranging from $0.10 to $0.25. $168,000 in principal and $48,294 in accrued interest were converted to restricted common stock during 2004. $70,000 in principal and $10,442 in accrued interest were converted to restricted common stock during 2003.

In November 2002 the Company began a private placement of restricted common stock with an equal number of attached warrants. A total of $117,500 at $0.08 per share was raised in 2002. The warrants are for three years and are convertible into restricted common stock at $0.08 for the first year, $0.16 for the second year, and $0.24 for the third year.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

During 2003 the Company continued the private placement of restricted common stock with an equal number of attached warrants. A total of $703,500 at $0.08 per share was raised in 2003. The warrants are for three years and are convertible into restricted common stock at $0.08 during the first year, $0.16 during the second year, and $0.24 during the third year.

During 2003 three officer/employee/stockholders converted salary in arrears totaling $480,000, or a total of 6,000,000 restricted common shares, into the $0.08 per share private placement described above under the same terms and conditions, including an equal number of attached warrants, as described above. Of this amount, $317,500 was for salary previously converted to restricted common stock, but not issued to conserve the cash required to pay payroll taxes, and $162,500 was additional salary in arrears converted into restricted common stock. The shares remain un-issued as of the date of this report to conserve cash. Also during 2003 an officer/stockholder converted a total of $12,037 in short term debt and accrued interest into the private placement with the same terms and conditions as described above.

During 2004 the Company continued the private placement of restricted common stock with an equal number of attached warrants. Through May 2004 a total of $646,000 at prices ranging from $0.08 to $0.125 per share was raised. The warrants, totaling 3,924,500 shares, are for three years and are convertible into restricted common stock at prices ranging from $0.08 to $0.125 during the first year of the warrant period, double the respective amounts during the second year, and triple the respective amounts during the third year. In December 2004 a new private placement of restricted common shares was begun with an attached three year warrant for one half the number of shares acquired in the private placement. A total of $197,500 was raised in 2004 at $0.05 per share, which resulted in the issuance of warrants to acquire 1,975,000 restricted common shares. The exercise price of these warrants is $0.085 during the first year of the warrant period, double that amount during the second year, and triple that amount during the third year. In addition, an officer/stockholder converted $120,000 in loans to the Company into the private placement and received warrants to acquire 1,200,000 restricted common shares under the same terms and conditions as the other investors in the private placement.

The Company periodically grants compensatory options and warrants to acquire common shares to certain officers, directors, employees, and consultants of the Company. The options are exercisable at varying dates through 2014, except for 5,600,000 options granted to various officers and employees, which expire one year after the end of their employment. The number of outstanding compensatory options and warrants was 5,996,626 and 4,409,591 shares at December 31, 2004 and 2003, respectively, at prices ranging from $0.15 to $0.90.

Following is a summary of all warrant and option activity for the years ended December 31, 2004 and 2003.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

	NUMBER OF SHARES	
	2004	2003
Under option, beginning of year	60,907,607	35,618,794
Granted	12,558,586	39,125,973
Exercised	(21,484,760)	(13,483,260)
Expired	(87,965)	(353,900)
Under option, end of year	51,893,468	60,907,607
Average price for all options granted and exercised	$ 0.11	$ 0.12

Compensatory Stock Options:

Included in the above options and warrants are compensatory options granted to various employees and consultants during 2004 and 2003 to acquire 1,675,000 and 14,000 common shares, respectively. Of the options for 2004, 1,600,000 shares are exercisable any time up to twelve months after the end of the respective employee's employment, 60,000 shares are exercisable at any time over three years from the date of grant, and 15,000 shares are exercisable at any time over ten years from the date of grant. All 2004 options are exercisable at $0.15 per share. Of the options for 2003, 12,000 shares are exercisable at any time over three years from the date of grant and 2,000 shares are exercisable at any time over ten years from the date of grant. The exercise prices are 2,000 shares at $0.50 and 12,000 shares at $0.90. The Company applies APB Opinion 25 in accounting for these stock options. Total option compensation expense, based on the fair market values of the stock on the grant dates, is $536 for December 31, 2004. For 2004, options for 87,965 shares from prior years expired. For 2003, options for 353,900 shares from prior years expired during the year, resulting in option compensation expense of $(108,955) and deferred compensation of $123.

If the Company were to apply the provisions of FASB Statement No. 123 to these options, using the fair value method, compensation expense would have been $61,575 and $96 for December 31, 2004 and 2003, respectively. Net loss and loss per share would have been impacted as follows:

	2004	2003
Net Income (Loss):		
As reported	$ (2,839,872)	$ (2,752,291)
Adjustment for additional expense for fair value of options	(61,039)	(109,051)
Pro forma	$ (2,900,911)	$ (2,861,342)
Earnings (Loss) per share, basic and diluted		
As reported	$ (0.020)	$ (0.026)
Pro forma, basic and diluted	$ (0.020)	$ (0.028)

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

The pro forma amounts were estimated for each quarter using the Black-Scholes option pricing model with the following assumptions for 2004 and 2003:

	2004	2003
Dividend yield	0%	0%
Risk-free interest rate	2.75% to 4.75%	3.38%
Expected life	3-10 years	3-10 years
Expected volatility	16.65% to 66.75%	42.71%

NOTE 7 - Common Stock to be Issued:

The following summarizes stock transactions commencing prior to December 31, with stock issued or to be issued subsequent to that date:

	2004	2003
Payment of salaries	$ 540,900	$ 526,375
Payment of consulting and operating fees	4,800	5,600
Payment of director fees	525	1,125
Payment of interest, employees	37,701	67,118
Payment of debt, officer/stockholder	170,000	12,037
Private placement for cash	32,500	60,000
	$ 786,426	$ 672,255

Of the above salary amounts for December 31, 2004 and 2003, $519,200 and $488,000, respectively, is for compensation to three officer/stockholders that they have agreed to accept in our common stock. The related shares, totaling 6,000,000 common shares at December 31, 2004, remain unissued to preserve cash that would otherwise go to pay payroll taxes. Of the $488,000 as of December 31, 2003, $133,200 was expensed in 2003 and included in Expenses Paid with Issuance of Common Stock on the Statement of Cash Flows for that year, $162,250 was a conversion of prior year salaries and is included in Settlement of Accruals by Issuance of Common Stock in the supplemental disclosures of cash flow information in 2003, and $192,550 was salary accepted in stock in years prior to 2003 and is not reflected in the Statements of Cash Flows for 2003 or 2004. All of the remainder of the expense items listed above were expensed in the period indicated and are included in the appropriate category under Expenses Paid with Common Stock in the Statements of Cash Flows for the respective periods.

The Payment of debt amounts listed above, $170,000 and $12,037 for December 31, 2004 and 2003, respectively, reflect the conversion into common stock of loans made to the Company by an officer/stockholder. These amounts are included in the Supplemental Disclosure of Cash Flow Information under the heading Settlement of debt/accruals by issuance of common stock. The Private placement for cash amounts, $32,500 and $60,000 for December 31, 2004 and 2003, respectively, were cash received shortly before year end, with the stock issued in the following period. These amounts are included in Cash flows from financing activities under Proceeds from sale of stock in the year received.

NOTE 8 - Accrued Expenses:

The following is the composition of accrued expenses as of December 31:

	2004	2003

Accrued vacation	$	85,587	$	70,339
Federal and state payroll taxes		219,899		33,366
Sales tax		245		16,590
Audit and annual meeting costs		93,000		93,000
	$	398,731	$	213,295

F-19

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 9 - Other Comprehensive Income

The Company holds marketable securities that are available for sale, which consist solely of equity securities. The carrying amount on the balance sheets of these securities is adjusted to fair value at each balance sheet date. The adjustment to fair value is an unrealized holding gain or loss that is reported in Other Comprehensive Income. At present, these unrealized gains or losses are the only component of Accumulated and Other Comprehensive Income. The Company had an Accumulated Unrealized Holding Loss of $9,568 at December 31, 2004, and an Unrealized Holding Gain of $374,346 at December 31, 2003. The Company realized gross gains of $172,116 and gross losses of $3,179 on gross proceeds of $356,107 during the twelve months ended December 31, 2004. No losses were reclassified out of accumulated other comprehensive income into earnings during 2004. The Company realized gross gains of $468,735 and gross losses of $19,131 on gross proceeds of $786,381 during the twelve months ended December 31, 2003. Gains of $256,387 and losses of $28,791 were reclassified out of accumulated other comprehensive income into earnings during 2003. The table below illustrates the amount of unrealized holding gains and losses included in other comprehensive income, net of tax effects of $0. The reclassification adjustment listed in the below table represents unrealized holding gains and losses transferred into earnings as securities are sold.

Following are the components of Other Comprehensive Income:

	Year Ended December 31,	
	2004	2003
Unrealized holding gains (losses) arising during the period	$ 9,109	$ 360,289
Reclassification adjustment	(393,023)	(227,596)
Other Comprehensive Income	$ (383,914)	$ 132,693

NOTE 10 - Related Party Transactions:

Promissory notes are held by stockholders at December 31, 2004 and 2003 (see Note 3 for terms). $389,127 and $218,185 of the accrued management salaries as of December 31, 2004 and 2003, respectively, is for salary in arrears due to several officer/stockholders and employee/stockholders. In addition, salary in arrears of $523,800 and $515,100 for 2004 and 2003, respectively, are included in stock to be issued at the respective year ends. These amounts represent the portion of salaries earned but unpaid that the officers/employees/stockholders have agreed to accept in the Company's common stock. The number of shares to be issued are 6,488,021 and 6,220,624 for 2004 and 2003, respectively. Issuance of the stock is pending sufficient cash available to pay the related federal withholding taxes. Interest accrued at 12% per annum on salaries due officer and employee/stockholders amounted to $97,869 and $113,233, respectively, in 2004 and 2003. Of these amounts, $94,299 and $109,290 for 2004 and 2003, respectively, were paid (or will be paid) by issuance of 990,187 and 808,092 shares of restricted common stock.

Interest expense on related party loans amounted to $31,041 and $33,706 for the years ended December 31, 2004 and 2003, respectively. Accrued interest on related party loans totaled $6,307 and $42,876 at December 31, 2004 and 2003, respectively.

After approval from the Company's Board of Directors, in March 1999 the Company's subsidiary, WWI, agreed to provide technical services to Golden Phoenix Minerals, Inc. (GPXM), a junior mine exploration and development company whose common shares trade on the OTC Bulletin Board. Services were billed monthly and WWI received a combination of GPXM common stock, SEC Rule 144 restricted common stock, and cash. Separately, Dr. Whitney personally agreed to acquire up to 10,000,000 common shares of GPXM at $0.10 per share, making him beneficial owner of more than ten percent of GPXM. Any unexercised options under this arrangement can be assigned to WWI. Dr. Whitney is a principal in a group that controls the mining claims underlying one of GPXM's principal exploration and development properties. At December 31, 2004 WWI owned 123,198 restricted GPXM shares. At December 31,

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

2003 WWI owned 736,442 restricted GPXM shares. The initial Rule 144 one year period for resale began in April 2000, and continues monthly thereafter. Total revenue from GPXM for 2004 and 2003 was $224,039 and $146,893, respectively. A total of $101,281 and $13,707 is included in accounts receivable at December 31, 2004 and 2003, respectively. At December 31, 2004, the average bid/asked price for GPXM common was $0.213, resulting in a value of shares held on that date of $26,180. Included in the GPXM shares held at December 31, 2003 and 2002 are 300,000 and 1,050,000 restricted common shares, respectively, that were acquired by WWI purchasing $0.10 options from Dr. Whitney and subsequently exercising the options by offsetting accounts receivable due it from GPXM. The purchase price of the options was $109,275, which was determined at 85% of fair market value of the then current trading price of GPXM, less the $0.10 option price. This valuation method is under the same terms that WWI uses to accept GPXM restricted common shares for its monthly services. Dr. Whitney accepted Company restricted common shares in the 2002 Equity Private Placement as payment for the options, which amounted to 1,365,938 shares plus an equal number of warrants with conversion prices ranging from $0.08 to $0.24 per share. The total cost to WWI of these GPXM shares was $214,275 and the market value at December 31, 2002 was $241,500. The 300,000 shares held at December 31, 2003 were valued at $135,750 and had a cost of $70,650.

During 2004 Dr. Whitney loaned WWI 103,765 shares of GPXM stock at a value of $28,276 The loaned shares were sold by WWI for $25,097, for a realized loss of $3,179. The loan was repaid in 2004 by conversion into the Company's restricted common stock when Dr. Whitney exercised warrants he acquired in 2003. During the first quarter of 2002 Dr. Whitney loaned WWI 600,000 shares of GPXM stock at a value of $105,000. The loaned shares were sold by WWI for $83,045, for a realized loss of $21,955. In 2002, WWI repaid 416,463 of the GPXM shares out of shares owned by it at a value of $72,881 and a realized gain of $35,587. During 2003 the remaining balance of the loan and accrued interest was paid by a combination of 87,283 GPXM shares, 250,000 shares of other marketable securities, and 150,461 Company restricted common shares. The portion of the loan paid in Company shares was converted into the $0.08 per share Private Placement under the same terms and conditions as other investors, including an equal number of three year warrants. WWI realized a net gain of $19,369 on the transaction.

During 2003 WWI's lease of a vehicle utilized by Dr. Whitney was completed. Dr. Whitney purchased the vehicle by financing it through a commercial lender. The purchase price was $21,741 and the monthly payment for four years is $531. WWI is leasing the vehicle from Dr. Whitney by making the monthly payments to the commercial lender and will acquire ownership of the vehicle when the loan is paid in full.

For related party transactions subsequent to December 31, 2004, see Note 16.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 11 - Lease Commitments and Rent Expense:

0perating Leases:

The Company leases its corporate office facility under a non-cancelable agreement which expires June 30, 2005. Monthly payments are $4,912.

A wholly owned subsidiary of the Company, IMI, leases storage facilities on a month-to-month basis and, therefore, no long-term binding contractual obligation exists with regards to minimum lease payments. The monthly rent payment is $1,000.

A wholly owned subsidiary of the Company, WWI, is committed under a non-cancelable agreement for the use of office space which expires July 31, 2006. The monthly lease payment totals $2,430.

Future minimum rental commitments at December 31, 2004, under these operating lease agreements are due as follows:

2005	$ 58,632
2006	17,010
2007	-
2008	-
	$ 75,642

Total rental expense included in the statements of operations for the years ended December 31, 2004 and 2003 is $99,981 and $105,867, respectively.

Capital Leases:

At varying dates in 1999 the Company's subsidiaries, WWI and IMI, entered into leases to finance the equipment for the manufacturing facility in Reno/Stead, Nevada and for computer equipment. The leases totaled $987,315. Of this amount $408,788 was received in cash, of which $65,033 was in connection with two sale/leaseback transactions of computer and office equipment. The lease periods range from three to five years, and the total monthly lease payments are $24,192. With the exception of two leases, all have buyout options for $1 at the end of the lease. The remaining two leases have buyout provisions totaling $9,667.

At varying dates in 2000 the Company and its subsidiaries entered into leases primarily for financing purposes. The leases totaled $543,832, of which $437,636 was received in cash. The lease periods range from three to five years, and the total monthly lease payments are $13,737. All the leases have buyout options for $1 at the end of the lease.

At varying dates in 2001 the Company and its subsidiaries entered into leases both for new plant equipment and for financing purposes. The leases totaled $288,881, of which $192,282 was received in cash. The lease periods

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

range from four to five years, and the total monthly lease payments are $7,413. All the leases have buyout options for $1 at the end of the lease, with the exception of one lease which has a fair market value purchase option at the end of the lease, which is anticipated to be a nominal amount.

At varying dates in 2002 the Company and its subsidiaries entered into leases for new plant and office equipment. The leases totaled $209,502. The lease periods range from three to five years, and the total monthly lease payments are $2,914. All the leases have buyout options for $1 at the end of the lease.

At varying dates in 2003 the Company and its subsidiaries entered into leases for automotive and office equipment. The leases totaled $31,008. The lease periods are for four years, and the total monthly lease payments are $807. All the leases have buyout options for $1 at the end of the lease.

In January 2004 the Company and its subsidiaries entered into a lease for office equipment. The lease totaled $2,236, with a lease period of four years, and total monthly lease payments of $66. The lease has a buyout option for $1 at the end of the lease.

As of December 31, 2004 lease payments totaling $741,597 were in arrears. As required by U.S. Generally Accepted Accounting Principles, the principal balance of the leases that are in default are classified as a current liability. Some of the lessors have filed suit to recover the amounts due under the leases. The present status of these actions is discussed in Note 15. The Company is making ongoing payment arrangements with these and the other lessors to avoid action that may be adverse to the Company.

All of the above described leases are secured by the equipment acquired or financed under the lease.

Future minimum lease commitments at December 31, 2004 are due as follows:

		Unrelated Parties		Related Party
2005	$	974,123	$	6,370
2006		-		6,370
2007		-		2,655
2008		-		-
2009		-		-
		974,123		15,395
Less: amounts representing interest		(166,377)		(831)
	$	807,746	$	14,564

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 12 - Business Segments:

The Company and its subsidiaries operate primarily in two business segments as identified in Note 1. The following defines business segment activities:

Photochemical Fertilizer:	Photochemical recycling,
	Silver recovery,
	Fertilizer production and
	Sales
Mining Technical Services:	Mining industry services

The photochemical fertilizer segment operates principally in Northern Nevada and Southern California and, to a lesser extent, Northern California. The primary source of revenue for this segment is from the pick-up and processing of photochemicals, recovery of silver therefrom, and sales of GOLD’n GRO fertilizer products. The customer base is diverse and includes organizations in the photo-processing, printing, x-ray and medical fields. Fertilizer sales are concentrated in the same geographic markets and the customer base is principally in commercial markets, including golf courses, turf farms, and specialty agriculture which includes vegetables, fruit and nut trees, and wine and table grapes.

The mining technical services segment performs its services primarily out of the Company's Reno, Nevada offices, but its source of clients is not limited to organizations based locally. It has served both national and international clients in the past. As discussed in Note 4, at present the segment is serving primarily two clients in the gold mining industry, who have several operations in different areas of the United States.

The Company measures segment performance based on net income or loss. At present there are no intercompany revenues. Costs benefiting both segments are incurred by both the Company and by Whitney & Whitney, Inc. Such costs are allocated to each segment based on the estimated benefits to the segment. General and administrative costs incurred by the Company that have no other rational basis for allocation are divided evenly between the segments. Cost allocation percentages are reviewed annually and are adjusted based on expected business conditions for the year.

Reconciliation of segment revenues, cost of sales, gross profit (loss), operating income (loss), other income (loss) and net income (loss) to the respective consolidated amounts follows:

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

	2004	2003
Revenues		
Photochemical Fertilizer	$ 1,422,929	$ 936,913
Mining Technical Services	297,120	331,874
Consolidated Revenues	$ 1,720,049	$ 1,268,787
Cost of Revenues		
Photochemical Fertilizer	$ 1,457,616	$ 1,119,831
Mining Technical Services	230,137	308,809
Consolidated Cost of Revenues	$ 1,687,753	$ 1,428,640
Gross Profit (Loss)		
Photochemical Fertilizer	$ (34,687)	$ (182,918)
Mining Technical Services	66,983	23,065
Consolidated Gross Profit (Loss)	$ 32,296	$ (159,853)
Operating Income (Loss)		
Photochemical Fertilizer	$ (2,024,481)	$ (1,834,621)
Mining Technical Services	(382,145)	(359,324)
Consolidated Operating Income (Loss)	$ (2,406,626)	$ (2,193,945)
Other Income (Expense)		
Photochemical Fertilizer	$ (602,213)	$ (1,014,821)
Mining Technical Services	168,967	456,475
Consolidated Other Income (Expense)	$ (433,246)	$ (558,346)
Net Income (Loss)		
Photochemical Fertilizer	$ (2,626,694)	$ (2,849,442)
Mining Technical Services	(213,178)	97,151
Consolidated Net Income (Loss) before taxes	$ (2,839,872)	$ (2,752,291)

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

Other segment information:		2004		2003
Capital expenditures by business segment:				
Photochemical Fertilizer	$	243,989	$	46,419
Mining Technical Services		4,477		32,426
Consolidated Capital Expenditures	$	248,466	$	78,845
Depreciation and amortization expense by business segment:				
Photochemical Fertilizer				
Depreciation	$	173,555	$	175,568
Amortization		119,324		120,952
		292,879		296,520
Mining Technical Services				
Depreciation		16,462		19,188
Amortization		16,064		21,030
		32,525		40,218
Consolidated Depreciation and Amortization	$	325,404	$	336,738

General and administrative expenses of $153,887 and $179,761 incurred by Itronics Inc. were equally divided between the two segments for 2004 and 2003, respectively.

F-26

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

Identifiable assets by business segment (net of accumulated depreciation, accumulated amortization, and allowance for doubtful accounts):

	2004		2003	
	PHOTO-CHEMICAL FERTILIZER	MINING TECHNICAL SERVICES	PHOTO-CHEMICAL FERTILIZER	MINING TECHNICAL SERVICES
ASSET DESCRIPTION				
Current Assets				
Cash	$ 4,370	$ 420	$ 6,249	$ 25,753
Accounts receivable, net	73,339	115,466	71,197	25,187
Marketable securities	-	26,180	-	413,240
Inventories	569,878	1,826	423,699	1,826
Prepaid expenses	23,015	13,711	39,371	3,049
	670,602	157,603	540,516	469,055
Property and Equipment, net				
Land	215,000	-	215,000	-
Building and improvements	1,026,356	-	1,058,798	-
Construction in progress, manufacturing facility	121,171	-	102,203	-
Equipment and furniture	1,116,920	25,601	1,021,596	54,054
Vehicles	7,136	-	21,501	-
Equipment under capital lease-equipment and furniture	503,772	81,522	542,133	105,603
Equipment under capital lease-vehicles	20,394	15,219	29,816	19,567
	3,010,749	122,342	2,991,047	179,224
Other Assets, net				
Patents, trademarks, and other	8,435	-	8,483	-
Marketable securities	-	-	-	120,000
Inter-company investments/loans	-	1,234,257	-	1,782,550
Deposits	9,760	12,567	11,180	15,197
Deferred loan fees	48,654	-	85,347	4,539
	66,849	1,246,824	105,010	1,922,286
	$ 3,748,200	$ 1,526,769	$ 3,636,573	$ 2,570,565

Reconciliation of segment assets to consolidated assets:

	2004	2003
Total Assets:		
Photochemical Fertilizer	$ 3,748,200	$ 3,636,573

Mining Technical Services	1,526,769	2,570,565
Total Segment Assets	5,274,969	6,207,138
Itronics Inc. assets	22,504,867	20,587,504
Less: inter-company elimination	(23,631,896)	(22,354,134)
Consolidated Assets	$ 4,147,940	$ 4,440,508

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 13 - Going Concern:

The Company's consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company and its subsidiaries have reported recurring losses from operations, including a net loss of $2,839,872 during the year ended December 31, 2004, a negative working capital of $3,215,298, and a stockholders' deficit balance of $2,564,270 as of December 31, 2004. These factors indicate the Company and its subsidiaries' ability to continue in existence is dependent upon their ability to obtain additional long-term debt and/or equity financing and achieve profitable operations. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company and its subsidiaries be unable to continue in existence.

Prior to acquiring Whitney & Whitney, Inc. in 1988, the Company registered 1,777,000 common shares for public offering. Due to security law changes immediately subsequent to the offering, the offering did not raise sufficient equity capital to complete the Company's business plan. In order to solve the Company's liquidity problems, management implemented a plan of obtaining equity through private placements of common shares, convertible debt, conversion of debt to common shares, and payment of consulting and other labor services with common shares.

In addition to continuing the above described efforts, development of the technology necessary to manufacture fertilizer from photochemicals has been completed. In March 1998 the Company's subsidiary, Itronics Metallurgical, Inc., signed a definitive manufacturing and distribution agreement with Western Farm Services, Inc. (WFS). The agreement gives WFS the exclusive license and right to manufacture and market the GOLD'n GRO line of fertilizer products in the states of Arizona, California, Hawaii, Idaho, Oregon and Washington. The agreement is for five years, with five year renewal options. In March 2003 the companies entered the second five year term of the agreement.

A summary of the results of efforts to raise funds through various private placements over the last several years is presented in Note 6.

NOTE 14 - Off-Balance Sheet Risks and Concentration of Credit Risk:

The Company occasionally maintains bank deposits in excess of federally insured limits. The Company's risk is managed by maintaining its accounts in one of the top five largest banks in the country.

As of December 31, 2004, a significant portion of the Company's accounts receivable is concentrated with one fertilizer distribution company. This concentration of credit risk is somewhat mitigated due to the fact that the distribution company is one of the largest fertilizer distribution companies in the country.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

Increase or decrease in photochemical recycling service and silver extraction revenues has a direct relationship with federal, state, and local regulations and enforcement of said regulations. Fertilizer revenues could be impacted by crop cycles, seasonal variations, and weather patterns.

The ability to recognize a net profit from silver recovery sales is based on the fair market value of silver (Handy & Harmon five day average) at the time the photochemicals are obtained versus the fair market value of silver when recovered silver is sold. Most customers are given an 80% silver credit against recycling services based on the content of silver in the photochemicals. If the fair market value of silver declines, the possibility exists that the 80% credit, plus operating costs associated with the silver extraction, could exceed the revenues generated at the time the silver is sold.

Management's long term plan to reduce the market risk of silver is to increase the volume of photochemicals and the resultant silver recovery, and then to implement a hedging program in which silver will be sold forward, thereby matching the price to be received to the price paid to the Company's customers.

As a handler of photochemical materials, and a seller of liquid fertilizers, the Company is subject to various federal, state, and local environmental, safety, and hazardous waste regulations and state fertilizer registration requirements. The Company believes that its policies and procedures for handling hazardous wastes are in compliance with the applicable laws and regulations and are consistent with industry standards. Costs for these compliance activities are expensed as incurred. As the Company's photochemical fertilizer business expands, the various laws and regulations that are applicable to the Company's activities will change. During 1996, the Company received concurrence from the State of Nevada environmental officials that the Company's photochemical fertilizer process meets the existing requirements for exemption from all environmental regulations, except toxic metal content standards, and with the exception that certain presently conducted lab analyses of the photochemicals will continue to be required. Certain of the Company's large scale customers presently meet the exemption requirements. Now that all the photochemicals are utilized in the fertilizer or other commercial products, all the Company's customers are arguably exempt.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 15 - Legal Proceedings

The Company may become involved in a lawsuit or legal proceeding at any time in the ordinary course of business. Litigation is subject to inherent uncertainties, and an unexpected adverse result may arise that may adversely affect our business. Certain lawsuits have been filed against us for collection of funds due that are delinquent, as described below. The Company is currently not aware of any litigation pending or threatened for any reason other than collection of funds due and already recorded. The Company is not aware of any additional legal proceeding or claims that the Company believes will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

As of December 31, 2004 total recorded liabilities of $786,471 including accrued interest to December 31, 2004, were subject to a total of 15 separate lawsuits for the collection of the funds due. These include 12 leases totaling $626,372 (reflected in Current Maturities of Capital Lease Obligations) plus $20,260 in additional interest (reflected in Accrued Interest) and three trade payables totaling $131,286 (reflected in Accounts Payable) plus $8,553 in additional interest (reflected in Accrued Interest). The leases are individually secured by specified equipment.

The accrued interest noted above was recorded based on our assessment of additional amounts the Company believes is probable and is related to three cases originally seeking $251,522; the creditors have received judgments in these cases. The Company will continue to accrue interest until these cases are settled or paid in full.

The Company estimates an additional $58,500 interest may be reasonably possible on other cases; however, the Company has not accrued this amount because it does not believe it is probable to be incurred. This estimate is related to six cases. In one case, there is a negotiated payment agreement with a remaining balance of approximately $19,500. Our last payment was made in December 2004 and no contact or other collection action has been taken since then. A second case, claiming $35,210, was filed in March 2003. No contact or other collection action has taken place since then. A third case, seeking $171,853, is being actively negotiated by legal counsel and a settlement offer to pay the balance over approximately 46 months has been received. The remaining three cases, seeking a total of $181,672, are being actively negotiated with a local law firm. It has been our experience that if the Company is able to pay an account in full, the creditor will accept a discount, in some cases a substantial discount, to get the case settled. In the event the Company has not been able to fully pay a claim, creditors have been willing to accept extended payment terms.

The Company has a total of six cases, that originally sought $325,345, that it deems to have a remote possibility of incurring an additional unrecorded loss. The Company has negotiated payment agreements on these cases and, as of December 31, 2004, the recorded liability for these cases was $122,313. Three of the cases are paid current under the settlements agreements and three are delinquent, but no further collection action has been taken by the lenders.

As of December 31, 2004 our subsidiaries were delinquent on approximately $206,200 in federal payroll taxes. These amounts are included Accrued expenses in the Balance Sheet. The Company engaged a consultant to assist in working with the IRS to formulate a payment plan. A plan was negotiated to pay specified portions of the liability on or before January 31, 2005 and on the fifteenth of each month beginning March 15, 2005 until paid off on May 15, 2005. The Company made the required payments in January and March 2005, and paid a total of $115,586, but did not make the subsequent payments as they became due. The Company received notice of intent to levy on the subsidiaries IMI and ICI for a total amount due of $93,273. The notices were dated May 12, 2005. The IRS also filed federal tax liens for the amounts due.

Successful settlement of the above claims is dependent on future financing.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 16 - Subsequent Events:

The following summarizes common stock issued from January 1, 2005 through May 19, 2005 and common stock to be issued as of March 31, 2005:

	ISSUED			TO BE ISSUED		
	SHARES		AMOUNT	SHARES		AMOUNT
Labor and consulting services	3,770,790	$	276,670	6,792,940	$	548,140
Director fees	12,500		1,025	5,000		500
Interest on deferred salaries	191,864		12,726	630,475		53,030
Loan conversions-officer	3,025,000		170,000	-		-
Convertible notes payable converted	8,193,081		835,230	-		-
Private placement for cash	11,850,000		592,500	-		-
Acquisition of GOLD’n GRO Guardian	1,000,000		71,500	-		-
	28,043,235	$	1,959,651	7,428,415	$	601,670

$583,030 in salary and interest remains unissued as of the May 19, 2005 to conserve cash otherwise needed to pay payroll taxes.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

NOTE 17 - Earnings (Loss) Per Share:

Following is a reconciliation of Net Income (Loss) and Weighted average number of shares outstanding, in the computation of earnings (loss) per share (EPS) for the years ended December 31, 2004 and 2003.

		2004		2003
Net Income (Loss)	$	(2,839,872)	$	(2,752,291)
Less: Preferred stock dividends		-		-
Basic EPS income (loss) available to common stockholders	$	(2,839,872)	$	(2,752,291)
Weighted average number of shares outstanding		141,941,235		103,994,400
Common equivalent shares		-		-
		141,941,235		103,994,400
Per share amount	$	(0.020)	$	(0.026)

Warrants, options, and shares to be issued, totaling 62,953,132 and 68,633,857 shares as of December 31, 2004 and 2003, respectively, would dilute future EPS. No diluted EPS is presented as the effect of including these shares is antidilutive.

F-32

ITRONICS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
SEPTEMBER 30, 2005 AND DECEMBER 31, 2004
(UNAUDITED)

ASSETS

	September 30, 2005 (As Restated-see Note 14)	December 31, 2004
CURRENT ASSETS		
Cash	$ 702,014	$ 5,180
Accounts receivable, less allowance for doubtful accounts, 2005, $5,700; 2004, $5,700	102,187	188,805
Marketable securities, available for sale	109,735	26,180
Inventories	567,834	571,704
Prepaid expenses	168,429	142,509
Total Current Assets	1,650,199	934,378
PROPERTY AND EQUIPMENT		
Land	215,000	215,000
Building and improvements	1,167,315	1,167,315
Design and construction in progress, manufacturing facility	178,921	121,171
Equipment and furniture	2,087,140	2,071,998
Vehicles	194,733	133,028
Equipment under capital lease-equipment and furniture	1,008,432	1,008,432
Equipment under capital lease-vehicles	21,741	87,672
	4,873,282	4,804,616
Less: Accumulated depreciation and amortization	1,851,671	1,670,668
	3,021,611	3,133,948
OTHER ASSETS		
Intangibles, net of amortization	77,051	8,435
Deferred loan fees, net of amortization	318,881	48,654
Deposits	17,212	22,525
	413,144	79,614
	$ 5,084,954	$ 4,147,940

See Notes to Condensed Consolidated Financial Statements

ITRONICS INC. AND SUBSIDIARIES
SEPTEMBER 30, 2005 AND DECEMBER 31, 2004
(UNAUDITED)

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	September 30, 2005 (As Restated- see Note 14)	December 31, 2004
CURRENT LIABILITIES		
Accounts payable	$ 429,041	$ 558,566
Account receivable and inventory factoring	94,777	51,229
Accrued management salaries	570,771	389,127
Accrued expenses	191,968	398,731
Insurance contracts payable	27,309	15,048
Interest payable to officer/stockholders	12,917	6,307
Interest payable	252,454	204,909
Current maturities of long-term debt	57,779	522,845
Current maturities of capital lease obligations	665,697	807,746
Current maturities of advances from an officer/stockholder	161,525	161,525
Current maturities of capital lease due stockholder	5,600	5,420
Current maturities of convertible notes and accrued interest	2,839,502	1,020,946
Convertible debt derivative	2,361,505	-
Warrant and option liability	425,152	-
Other	31,621	21,429
Total Current Liabilities	8,127,618	4,163,828
LONG-TERM LIABILITIES		
Long-term debt, less current maturities	541,045	97,022
Convertible promissory notes, less current maturities	-	1,517,000
Accrued interest, convertible notes, less current maturities	-	925,216
Capital lease obligation, shareholder, less current maturities	4,965	9,144
Total Long-Term Liabilities	546,010	2,548,382
	8,673,628	6,712,210
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, par value $0.001 per share; authorized 999,500 shares, issued and outstanding 2005, 0 shares; 2004, 0 shares	-	-
Common stock, par value $0.001 per share; authorized 250,000,000 shares, issued and outstanding, 196,907,628 at September 30, 2005; 164,863,938 at December 31, 2004	196,908	164,864
Additional paid-in capital	21,633,011	19,438,213
Accumulated deficit	(25,976,625)	(22,944,959)
Common stock to be issued	579,530	786,426
Accumulated other comprehensive income (loss)	(21,911)	(9,568)
Common stock options outstanding, net	413	754

		(3,588,674)		(2,564,270)
	$	5,084,954	$	4,147,940

See Notes to Condensed Consolidated Financial Statements

ITRONICS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004
(UNAUDITED)

	Three Months Ended Sept. 30, 2005	Three Months Ended Sept. 30, 2004	Nine Months Ended Sept. 30, 2005	Nine Months Ended Sept. 30, 2004
	(As Restated- see Note 14)		(As Restated- see Note 14)	
REVENUES				
Photochemical fertilizer	$ 231,166	$ 251,888	$ 1,015,007	1,152,395
Mining technical services	12,230	37,846	95,690	170,349
Total Revenues	243,396	289,734	1,110,697	1,322,744
COST OF REVENUES (exclusive of depreciation and amortization shown separately below)				
Photochemical fertilizer	279,011	291,322	1,084,298	1,185,096
Mining technical services	15,698	51,199	108,177	186,596
Total Cost of Revenues	294,709	342,521	1,192,475	1,371,692
Gross Profit (Loss)(exclusive of depreciation and amortization shown separately below	(51,313)	(52,787)	(81,778)	(48,948)
OPERATING EXPENSES				
Depreciation and amortization	81,834	82,119	212,718	239,568
Research and development	64,313	45,338	197,969	94,249
Sales and marketing	214,325	215,549	739,596	698,956
Delivery and warehousing	9,366	10,807	62,357	62,688
General and administrative	204,381	210,405	689,950	672,605
Total Operating Expenses	574,219	564,218	1,902,590	1,768,066
Operating (Loss)	(625,532)	(617,005)	(1,984,368)	(1,817,014)
OTHER INCOME (EXPENSE)				
Interest expense	(215,511)	(191,379)	(581,285)	(602,474)
Gain (loss) on derivative instruments	(481,236)	-	(481,236)	-
Gain (loss) on sale of investments	-	38,418	(10,116)	136,220
Other	23,607	10	25,339	23
Total Other Income (Expense)	(673,140)	(152,951)	(1,047,298)	(466,231)
Income (Loss) before provision for income tax	(1,298,672)	(769,956)	(3,031,666)	(2,283,245)
Provision for income tax	-	-	-	-
Net Income(Loss)	(1,298,672)	(769,956)	(3,031,666)	(2,283,245)
Other comprehensive income (loss)				
Unrealized gains (losses) on securities	(2,269)	(53,966)	(12,343)	(343,819)
Comprehensive Income (Loss)	$ (1,300,941)	$ (823,922)	$ (3,044,009)	$ (2,627,064)

Weighted average number of shares Outstanding (1,000's)	195,625	144,755	187,671	136,715
Earnings (Loss) per share, basic and diluted	$ (0.007)	$ (0.005)	$ (0.016)	$ (0.017)

See Notes to Condensed Consolidated Financial Statements

ITRONICS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND THE YEAR ENDED DECEMBER 31, 2004
(UNAUDITED)

	COMMON STOCK NUMBER OF SHARES (1,000's)	AMOUNT	ADDITIONAL PAID-IN CAPITAL	ACCUMULATED DEFICIT	COMMON STOCK TO BE ISSUED	ACCUMULATED OTHER COMPREHENSIVE INCOME
Balance, Dec. 31, 2003	122,374	122,374	15,234,212	(20,105,087)	672,255	374,346
Issue of common stock:						
For cash	12,983	12,983	1,095,018	-	(27,500)	-
For services	8,935	8,935	793,618	-	(16,292)	-
For debt conversion	18,311	18,311	2,128,152	-	157,963	-
For asset acquisition	2,261	2,261	187,213	-	-	-
Net (loss) for the year ended Dec. 31, 2003	-	-	-	(2,839,872)	-	-
Other comprehensive income for the year ended Dec. 31, 2003	-	-	-	-	-	(383,914)
Common stock options outstanding	-	-	-	-	-	-
Balance, Dec. 31, 2004	164,864	164,864	19,438,213	(22,944,959)	786,426	(9,568)
Issue of common stock						
For cash	12.050	12,050	590,450	-	(32,500)	-
For services	6,101	6,101	419,639	-	(4,396)	-
For debt conversion	12,893	12,893	1,114,209	-	(170,000)	-
For asset acquisition	1,000	1,000	70,500	-	-	-
Net (loss) for the nine months ended Sept 30, 2005	-	-	-	(3,031,666)	-	-
Other comprehensive income for the nine months ended Sept 30, 2005	-	-	-		-	(12,343)
Common stock options outstanding	-	-	-	-	-	-
Balance, Sept 30, 2005	196,908	$ 196,908	$ 21,633,011	$ (25,976,625)	579,530	(21,911)

The accompanying notes are an integral part of these financial statements

ITRONICS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004
(UNAUDITED)

	Nine Months Ended Sept. 30, 2005 (As Restated- see Note 14)	2004
Cash flows from operating activities		
Net income (loss)	$ (3,031,666)	$ (2,283,245)
Adjustments to reconcile net loss to cash used by operating activities:		
Depreciation and amortization	212,718	239,568
Interest on convertible notes	286,537	383,572
(Gain) loss on derivative instruments	481,236	-
Marketable securities received for services	(116,193)	(33,318)
(Gain) Loss on investments	10,116	(136,220)
Addition of silver in solution inventory by offsetting photochemical processing fees	(28,598)	(82,549)
Stock option compensation	43,379	536
(Gains)on debt forgiveness	(24,832)	-
Other	2,200	-
Expenses paid with issuance of common stock	480,322	478,045
(Increase) decrease in:		
Trade accounts receivable	86,618	(33,593)
Inventories	32,468	(14,427)
Prepaid expenses and deposits	(25,021)	(3,207)
Increase (decrease) in:		
Accounts payable	(117,678)	52,706
Accrued management salaries	181,644	104,711
Accrued expenses and contracts payable	(184,310)	174,700
Accrued interest	67,360	35,339
Net cash used by operating activities	(1,643,700)	(1,117,382)
Cash flows from investing activities:		
Acquisition of property and equipment	(57,142)	(16,506)
Acquisition of intangibles	(195,490)	-
Proceeds from sale of investments	10,177	320,390
Proceeds from sale of equipment	500	-
Net cash provided (used) by investing activities	(241,955)	303,884
Cash flows from financing activities:		
Proceeds from sale of stock	570,000	881,008
Proceeds from debt, stockholder	95,000	-
Proceeds from debt, unrelated	2,031,200	-
Proceeds from receivable/inventory factoring, net	43,548	6,191
Payments on debt	(157,259)	(139,011)

Net cash provided by financing activities		2,582,489		748,188
Net increase (decrease) in cash		696,834		(65,310)
Cash, beginning of period		5,180		34,499
Cash, end of period	$	702,014	$	(30,811)

See Notes to Condensed Consolidated Financial Statements

ITRONICS INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2005 AND 2004
(UNAUDITED)
(continued)

	Nine Months Ended Sept. 30,	
	2005 (As Restated- see Note 14)	2004
Supplemental Disclosures of Cash Flow Information:		
Cash paid during the period for interest	$ 182,321	$ 142,901
Non-cash financing and investing activities:		
Common stock issued to settle:		
Accounts payable	11,845	16,855
Convertible notes and accrued interest	867,101	1,164,126
Debt and accrued interest - officer/stockholder	90,000	145,029
Equipment financed with capital leases	-	2,236
Common stock issued to acquire:		
GOLD’n GRO Guardian product rights	71,500	-
Equipment	-	181,804
Warrants issued for debt issuance costs	12,042	-
Officer/stockholder loan of marketable securities	-	28,276
Fair value of convertible debt derivative	2,361,505	-
Fair value of warrant and option liability	425,152	-
Amounts withheld from proceeds of debt, unrelated:		
Prepaid interest	90,000	-
Deferred loan costs	90,000	-
Key man life insurance	20,000	-
Short term debt and accrued interest	143,800	-

The accompanying notes are an integral part of these financial statements

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

1. The unaudited condensed consolidated financial statements presented herein have been prepared in accordance with the instructions to Form 10-QSB and do not include all of the information and disclosures required by U.S. Generally Accepted Accounting Principles. Therefore, these financial statements should be read in conjunction with the consolidated financial statements and related footnotes included in the Company's Form 10-KSB for the year ended December 31, 2004. These financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the results for the interim periods reported. Certain amounts from the prior period have been reclassified to be consistent with the current period presentation.

2. The Company's consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company and its subsidiaries have reported recurring losses from operations, including a net loss of $3,031,666 during the nine months ended September 30, 2005, a working capital deficit of $6,477,419, and a stockholders' deficit balance of $3,588,674 as of September 30, 2005. These factors indicate the Company and its subsidiaries' ability to continue in existence is dependent upon their ability to obtain additional long-term debt and/or equity financing and achieve profitable operations. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company and its subsidiaries be unable to continue in existence. The results of operations for the nine months ended September 30, 2005 were affected by rainy weather in California and are not necessarily indicative of the results to be expected for the full year.

3. A Private Placement of restricted stock with attached three year warrants was closed in June 2005. Terms of the Placement included an offering price of $0.05 per share, plus an attached three year warrant for one half the number of shares with an exercise price of $0.075 for the first year, double that amount for the second year, and triple that amount for the third year. During the six months ended June 30, 2005 $570,000 was received from this private placement.

4. In July 2005, the Company arranged callable secured convertible debt financing from four unrelated Investors totaling up to $3,250,000. The first funding of the loan was for $1,250,000 and the Company received net proceeds after financing costs and prepaid interest of $866,200 The second funding, for gross proceeds of $1,000,000 and net proceeds of $860,000 was received in August 2005 after filing a registration statement with the U.S. Securities and Exchange Commission, and the third funding, for gross proceeds of $1,000,000, will be received once the registration statement becomes effective. The loans are for three years and they accrue interest at 8% per annum. The Investors receive five year warrants to acquire 3,000,000 Company common shares at an exercise price of $0.15 per share. The warrants will be issued proportionally as each of the fundings is completed and, accordingly, warrants to acquire 2,076,923 common shares have been issued as of September 30, 2005. The loans are convertible into common shares at the lesser of $0.10 or 55% of the average of the lowest 3 intraday trading prices during the 20 trading day period ending one trading day before the conversion date. The loans are secured by a security interest in substantially all of the Company's assets, including the assets of its wholly owned subsidiaries, and intellectual property. The loans are further secured by 14,550,558 Company common shares owned by an officer/stockholder.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

The callable secured convertible notes (Notes) discussed above include warrants and a beneficial conversion feature. The Notes are convertible at a discount to the market price of the Company's common stock, with no minimum price, so there are potentially an unlimited number of common shares that could be issued upon conversion of the Notes. Accordingly, the Company has accounted for this financing under SFAS 133 and EITF 00-19 which requires the beneficial conversion feature to be treated as an embedded derivative, recording a liability equal to the estimated fair value of the conversion option. In addition, all non-employee warrants and options that are exercisable during the period that the Notes are outstanding are also required to be recorded at fair value as liabilities. As of September 30, 2005 the Notes were convertible into 60,293,428 common shares and the conversion feature had an estimated fair value of $2,361,505. As of September 30, 2005, non-employee warrants and options to acquire a total of 49,565,842 common shares were outstanding. The estimated fair value of these warrants and options is $425,152 as of September 30, 2005. The fair value of the conversion feature and the warrants and options were estimated using the Black-Scholes option pricing model. Assumptions used to value these instruments included assuming the Notes would be converted to common stock in equal amounts on a quarterly basis, beginning March 31, 2006, until the end of the respective three year periods of each Note, assuming all warrants and options would be exercised on their respective expiration dates, using volatility rates ranging from 82% to 102%, and using risk free interest rates ranging from 3.875% to 4.125%. The estimated fair value of the options exceed the carrying value of the Notes; therefore, the excess was recorded as an expense in the Other Income (Expense) section of the Condensed Consolidated Statements of Operations. The fair value of the conversion option, warrants and options will be estimated each reporting period with the change in fair value recorded as gain or loss on derivative instruments. As the Company's common stock is highly volatile, material gains or losses for the change in estimated fair value is likely to occur.

The Registration Rights Agreement (Agreement), part of the callable secured convertible note (Notes) financing described above, requires the Company to use its best efforts to have the registration statement become effective on or before 120 days after the initial signing of the various agreements, which was on July 15, 2005. The 120 days expired on November 12, 2005. At the time the Agreement was signed, the Company did not have enough unissued authorized shares to allow the Investors to convert the Notes into common stock. The Agreement required the Company to use its best efforts to obtain shareholder approval to increase the number of authorized shares by October 31, 2005. The Company has been unable to hold its annual meeting to obtain the necessary shareholder approval. The Agreement provides a penalty of 2% of the outstanding Note balances per month if the registration statement is not effective, or if there are not enough authorized shares available at the time the registration statement becomes effective to allow sale of all the registrable securities by the Note holders. Beginning in November 2005, the Company estimates a monthly penalty of approximately $45,000 per month. The Securities Purchase Agreement

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

(Purchase Agreement) provides for an additional penalty of 3% of the outstanding Note balances per month in the event the Company does not have authorized and reserved shares totaling at least double the number of shares necessary to convert all of the Notes. The Company believes the Purchase Agreement provided until October 31, 2005 for the Company to obtain shareholder approval to increase the authorized shares, and that this penalty became applicable 30 days thereafter. Beginning in November 2005, we estimate a monthly penalty of approximately $67,500 per month. These penalties are payable, at the option of the Company, in cash or common stock of the Company. The Company believes it is using its best efforts to obtain effectiveness of the registration statement and in getting shareholder approval to increase the authorized shares; if the Investors agree, the penalties would not be incurred.

On January 26, 2006, the Company received net proceeds of $455,000 on gross proceeds of $500,000 as an advance toward the final $1,000,000 proceeds to be received once approval of the registration statement is received. Five year warrants to acquire 461,539 common shares at $0.15 per share were issued to the Investors in accordance with the terms of the various financing agreements.

5. During the second quarter of 2005, the Company renegotiated its account receivable factoring arrangement. The Company now factors specified raw material inventory items, the related finished GOLD'n GRO fertilizer products, and the related accounts receivable from the sale of the specified GOLD'n GRO fertilizers. The Company also factored the sale of two Photochemical Concentrators during the quarter. The balance due under these arrangements was $94,777 at September 30, 2005. These loans were secured by a security interest in the related inventory and account receivable items. Both factoring arrangements were paid in full subsequent to September 30, 2005.

6. The Company may become involved in a lawsuit or legal proceeding at any time in the ordinary course of business. Litigation is subject to inherent uncertainties, and an unexpected adverse result may arise that may adversely affect our business. Certain lawsuits have been filed against us for collection of funds due that are delinquent, as described below. The Company is currently not aware of any litigation pending or threatened for any reason other than collection of funds due and already recorded. The Company is not aware of any additional legal proceeding or claims that the Company believes will have, individually or in the aggregate, a material adverse affect on our business, financial condition or operating results.

As of September 30, 2005 total recorded liabilities of $731,081 including accrued interest to September 30, 2005, were subject to a total of 11 separate lawsuits for the collection of the funds due. These include 8 leases totaling $531,302 (reflected in Current Maturities of Capital Lease Obligations) plus $65,900 in additional interest (reflected in Accrued Interest) and three trade payables totaling $121,263 (reflected in Accounts Payable) plus $12,616 in additional interest (reflected in Accrued Interest). The leases are individually secured by specified equipment.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

The accrued interest noted above was recorded based on the Company's assessment of additional amounts the Company believes is probable and is related to four cases originally seeking $423,375; the creditors have received judgments in three of these cases and the fourth is in litigation. The Company will continue to accrue interest until these cases are settled or paid in full.

The Company estimates an additional $10,000 interest may be reasonably possible on one case; however, the Company has not accrued this amount because it does not believe it is probable to be incurred. This estimate is related to one case, seeking $35,210, that was filed in March 2003, and no further contact has taken place since then.

The Company has six other cases that it deems to have a remote possibility of incurring an additional unrecorded loss. These cases, originally seeking $313,305, now have a recorded liability of $204,613. All six cases are under negotiated payment agreements and the payments are current.

Successful settlement of the above claims is dependent on future financing.

7. In addition to the above leases that are subject to litigation, there are four leases, with a recorded liability of $188,255, that are in default. No payments have been made for an extended period of time, and no collection action or recent contact from the creditors has occurred. As required by U.S. Generally Accepted Accounting Principles, the principal balance of the leases that are in default have been classified as current liabilities.

In 2003 an offer was made to extend the Series 2000 Convertible Promissory Notes. The holders of $80,000 of the Notes have not responded to the offer and that amount, plus $59,351 in accrued interest, remains in default.

8. During the nine months ended September 30, 2005 convertible promissory notes totaling $616,100 principal and $251,001 in accrued interest were converted into common stock at $0.10 per share.

9. Following is a summary of finished goods, work in progress, and raw materials inventories as of September 30, 2005 and December 31, 2004. The raw material balances below include $382,289 and $396,614 in unprocessed silver bearing photochemicals as of September 30, 2005 and December 31, 2004, respectively.

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

	Sept 30, 2005	Dec. 31, 2004
Finished goods	$ 23,841	$ 63,615
Work in progress	-	-
Raw materials	543,993	508,089
	$ 567,834	$ 571,704

10. The Company has outstanding three categories of warrants and options that may be exercised to acquire common stock; these includes warrants, convertible debt options, and employee options. The following table summarizes warrant and option activity for the period January 1, 2004 through September 30, 2005:

	Warrants	Convertible Debt Options	Employee Options	Total
Under option, December 31, 2003	18,904,735	37,626,872	4,376,000	60,907,607
Granted	7,099,500	3,784,086	1,675,000	12,558,586
Exercised	(5,375,461)	(16,109,299)	-	(21,484,760)
Expired	(31,965)	-	(56,000)	(87,965)
Under option, December 31, 2004	20,596,809	25,301,659	5,995,000	51,893,468
Granted	10,943,077	65,287,088	135,000	76,365,165
Exercised	(1,200,000)	(8,667,737)	-	(9,867,737)
Expired	(2,401,626)	-	(24,000)	(2,425,626)
Under option, September 30, 2005	27,938,260	81,921,010	6,106,000	115,965,270

The average price for all warrants and options granted and exercised was $0.053 for the nine months ended September 30, 2005 and $0.11 for the year ended December 31, 2004. The above warrants and options would dilute future Earnings Per Share (EPS). No diluted EPS is presented as the effect of including these shares is antidilutive.

The following table summarizes the warrants and options outstanding as of September 30, 2005:

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

Expiration Dates	No. of Shares		Exercise Price
Warrants:			
December 2007 to June 2008	7,675,000	$	0.075
September 2006	60,000		0.083
March 2007 to May 2009	3,000,000		0.100
August 2006	37,208		0.143
July 2010 to August 2010	2,243,077		0.150
November 2006 to February 2007	2,462,500		0.160
May 2006 to October 2006	119,300		0.171
February 2007	935,000		0.200
February 2007	360,000		0.238
October 2005 to September 2006	9,379,650		0.240
February 2007 to May 2007	1,552,000		0.250
February 2006	54,525		0.297
January 2006	60,000		0.308
Total Warrants	27,938,260		
Convertible Debt Options:			
July 2008 to August 2008	60,293,428	$	0.037
January 2006 to February 2006	20,881,040		0.125
November 2005 to February 2006	600,147		0.150
February 2006	72,599		0.720
February 2006	73,796		1.18
Total Convertible Debt Options	81,921,010		
Employee Options:			
August 2007 to February 2014	195,000	$	0.150
One year after employment ends	1,600,000		0.150
October 2007	250,000		0.200
January 2015	15,000		0.200
One year after employment ends	1,000,000		0.250
One year after employment ends	3,000,000		0.300
October 2005 to October 2006	22,000		0.500
October 2005 to June 2006	24,000		0.900
Total Employee Options	6,106,000		
Total Warrants and Options	115,965,270		

The 60,293,428 convertible debt options listed above are related to the callable secured convertible debt discussed in Note 4 above. As of September 30, 2005 $2,250,000 of this debt was convertible into common stock at 55% of a calculated market price. Consequently, the number of shares and the conversion price can vary up or down materially, depending on the Company’s stock price at any point in time.

11. Following is financial information for each of the Company's segments. No changes have occurred in the basis of segmentation since December 31, 2004.

Reconciliation of segment revenues, gross profit (loss), operating income (loss), other income (expense), and net income (loss) before taxes to the respective consolidated amounts follows:

	Three Months Ended Sept. 30,				Nine Months Ended Sept. 30,			
		2005		2004		2005		2004
		(Restated)				(Restated)		
Revenues:								
Photochemical Fertilizer	$	231,166	$	251,888	$	1,015,007	$	1,152,395
Mining Technical Services		12,230	$	37,846		95,690		170,349
Consolidated Revenues	$	243,396	$	289,734	$	1,110,697	$	1,322,744
Gross Profit (Loss):								
Photochemical Fertilizer	$	(47,845)	$	(39,434)	$	(69,291)	$	(32,701)
Mining Technical Services		(3,468)		(13,353)		(12,487)		(16,247)
Consolidated Gross Profit (Loss)	$	(51,313)	$	(52,787)	$	(81,778)	$	(48,948)
Operating Income (Loss):								
Photochemical Fertilizer	$	(514,097)	$	(498,312)	$	(1,611,904)	$	(1,490,401)
Mining Technical Services		(111,435)		(118,693)		(372,464)		(326,613)
Consolidated Operating Income (Loss)	$	(625,532)	$	(617,005)	$	(1,984,368)	$	(1,817,014)
Other Income (Expense):								
Photochemical Fertilizer	$	(671,911)	$	(191,379)	$	(1,037,685)	$	(602,474)
Mining Technical Services		(1,229)		38,428		(9,613)		136,243
Consolidated Other Income (Expense)	$	(673,140)	$	(152,951)	$	(1,047,298)	$	(466,231)
Net Income (Loss) before taxes:								
Photochemical Fertilizer	$	(1,186,008)	$	(689,691)	$	(2,649,589)	$	(2,092,875)
Mining Technical Services		(112,664)		(80,265)		(382,077)		(190,370)
Consolidated Net Income (Loss) before taxes	$	(1,298,672)	$	(769,956)	$	(3,031,666)	$	(2,283,245)

F-45

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

Identifiable assets by business segment for the major asset classifications and reconciliation to total consolidated assets are as follows:

	Sept. 30, 2005	December 31, 2004
Current Assets:		
Photochemical Fertilizer	$ 1,400,925	$ 670,602
Mining Technical Services	127,303	157,603
	1,528,228	828,205
Property and Equipment, net:		
Photochemical Fertilizer	2,921,758	3,010,749
Mining Technical Services	99,644	122,342
	3,021,402	3,133,091
Other Assets, net:		
Photochemical Fertilizer	124,404	66,849
Mining Technical Services	559,183	1,246,824
	683,587	1,313,673
Total Assets:		
Photochemical Fertilizer	4,447,087	3,748,200
Mining Technical Services	786,130	1,526,769
Total Segment Assets	5,233,217	5,274,969
Itronics Inc. assets	25,378,053	22,504,867
Less: inter-company elimination	(25,526,316)	(23,631,896)
Consolidated Assets	$ 5,084,954	$ 4,147,940

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

12. The Company holds marketable securities that are available for sale, which consist solely of equity securities. The carrying amount on the balance sheets of these securities is adjusted to fair value at each balance sheet date. The adjustment to fair value is an unrealized holding gain or loss that is reported in Other Comprehensive Income. At present, these unrealized gains or losses are the only component of Accumulated and Other Comprehensive Income. The Company had Accumulated Unrealized Holding Losses of $21,911 at September 30, 2005 and $9,568 at December 31, 2004. No gains were reclassified out of accumulated other comprehensive income into earnings during 2005 and no losses were reclassified out of accumulated other comprehensive income into earnings during 2004. The table below illustrates the amount of unrealized holding gains and losses included in other comprehensive income, net of tax effects of $0. The reclassification adjustment listed in the below table represents unrealized holding gains and losses transferred into earnings as securities are sold.

Following are the components of Other Comprehensive Income:

	Three Months Ended Sept. 30, 2005	Three Months Ended Sept. 30, 2004	Nine Months Ended Sept. 30, 2005	Nine Months Ended Sept. 30, 2004
Unrealized holding gains (losses) arising during the period	$ (2,269)	$ (2,636)	$ (20,312)	$ (27,796)
Reclassification adjustment	-	(51,330)	7,969	(316,023)
Other Comprehensive Income (Loss)	$ (2,269)	$ (53,966)	$ (12,343)	$ (343,819)

Following is a summary of gross proceeds and gains and losses from sales of available for sale marketable securities:

	Three Months Ended Sept. 30, 2005	Three Months Ended Sept. 30, 2004	Nine Months Ended Sept. 30, 2005	Nine Months Ended Sept. 30, 2004
Gross proceeds from sale of securities	$ -	$ 97,251	$ 10,177	$ 320,390
Gross gains from sale of securities	$ -	$ 41,597	$ -	$ 139,399
Gross losses from sale of securities	-	(3,179)	(10,116)	(3,179)
Net Gains (Losses) from sale of Securities	$ -	$ 38,418	$ (10,116)	$ 136,220

13. The Company applies APB Opinion 25 in accounting for stock options. The following table shows a comparison of option compensation expense between this method compared to the Fair Market Value method under FASB Statement No. 123. The table also indicates the impact on net loss and loss per share:

ITRONICS INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

	Three Months Ended Sept. 30, 2005 (Restated)	Three Months Ended Sept. 30, 2004	Nine Months Ended Sept. 30, 2005 (Restated)	Nine Months Ended Sept. 30, 2004
Option Compensation Expense:				
As reported	$ 6,267	$ 413	$ 43,379	$ 536
Adjustment for additional expense for fair value of options	1,588	20,214	5,343	59,632
Pro forma	$ 7,855	$ 20,627	$ 48,722	$ 60,168
Net Income (Loss):				
As reported	$ (1,298,672)	$ (769,956)	$ (3,031,666)	$ (2,283,245)
Adjustment for additional expense for fair value of options	(1,588)	(20,214)	(5,343)	(59,632)
Pro forma	$ (1,300,260)	$ (790,170)	$ (3,037,009)	$ (2,342,877)
Earnings (Loss) per share, basic and diluted				
As reported	$ (0.007)	$ (0.005)	$ (0.016)	$ (0.017)
Pro forma	$ (0.007)	$ (0.006)	$ (0.016)	$ (0.017)

14. Subsequent to the issuance of the financial statements for the three and nine months ended September 30, 2005, management has determined that the accounting for the $2.25 million callable secured convertible debt financing discussed in Note 4 above, originally accounted for under EITF's 98-5 and 00-27, was incorrect; it should be accounted for under SFAS 133 and EITF 00-19. Consequently, the financial statements have been restated to correct this error. The primary effects of this restatement are to increase current liabilities by $2,786,657, increase stockholders' deficit by $2,672,075, and increase the loss for the three and nine months ended September 30, 2005 by $366,654. A table of the effects of the restatement by line item follows:

Balance Sheet:	As Previously Reported	Restatement Adjustment	As Reported	Reference
At September 30, 2005				
Convertible debt derivative	$ -	$ 2,361,505	$ 2,361,505	(1)
Warrant and option liability	-	425,152	425,152	(2)
Total current liabilities	5,340,961	2,786,657	8,127,618	(3)
Callable secured convertible notes	114,582	(114,582)	-	(4)
Total long-term liabilities	660,592	(114,582)	546,010	(4)
Total liabilities	6,001,553	2,672,075	8,673,628	(5)
Additional paid-in capital	23,895,053	(2,262,042)	21,633,011	(6)
Accumulated deficit	(25,609,971)	(366,654)	(25,976,625)	(7)
Common stock options outstanding, net	43,792	(43,379)	413	(8)
Total stockholders' equity (deficit)	(916,599)	(2,672,075)	(3,588,674)	(5)

		Restatement	As	

Statements of Operations:	As Previously Reported	Adjustment	Reported	Reference
For the Three Months Ended September 30, 2005				
Gain (loss) on derivative instruments	$ -	$ (481,236)	$ (481, 236)	(9)
Interest-amortization of note discount	(114,582)	114,582	-	(10)
Total other income (expense)	(306,486)	(366,654)	(673,140)	(11)
Income (loss) before provision for income tax	(932,018)	(366,654)	(1,298,672)	(11)
Net income (loss)	(932,018)	(366,654)	(1,298,672)	(11)
Comprehensive income (loss)	(934,287)	(366,654)	(1,300,941)	(11)
Earnings (loss) per share, basic and diluted	(0.005)	(0.002)	(0.007)	(12)
For the Nine Months Ended September 30, 2005				
Gain (loss) on derivative instruments	-	(481,236)	(481,236)	(9)
Interest-amortization of note discount	(114,582)	114,582	-	(10)
Total other income (expense)	(680,644)	(366,654)	(1,047,298)	(11)
Income (loss) before provision for income tax	(2,665,012)	(366,654)	(3,031,666)	(11)
Net income (loss)	(2,665,012)	(366,654)	(3,031,666)	(11)
Comprehensive income (loss)	(2,677,355)	(366,654)	(3,044,009)	(11)
Earnings (loss) per share, basic and diluted	(0.014)	(0.002)	(0.016)	(12)

(1) Convertible debt derivative was increased by $2,361,505 to record the estimated fair value of the beneficial conversion feature of the callable secured convertible debt, which is an embedded derivative.

(2) Warrant and option liability was increased $425,152 to record the estimated fair value of all non-employee warrants and options.

(3) Total current liabilities increased $2,786,657 to reflect the combined restatement in Convertible debt derivative and Warrant and option liability discussed in references (1) and (2) above.

(4) Callable secured convertible notes were reduced by $114,582 to reflect the change from recording the callable secured convertible debt net of debt discount to recording the estimated fair value of the beneficial conversion feature of the debt. Total long term liabilities were reduced the same amount for this restatement.

(5) Total liabilities increased $2,672,075 to reflect the combined restatement of current and long term liabilities as discussed in references (3) and (4) above. Total stockholders' deficit was increased by the same amount to reflect the restatement of Total liabilities.

(6) Additional paid-in capital was reduced $2,262,042 to reverse the recording of the intrinsic value of the beneficial conversion feature in the callable secured convertible debt and related commission warrants as equity.

(7) Accumulated deficit was increased by $366,654 to reflect the increased Net loss that resulted from the restatement of the callable secured convertible debt and non-employee warrants and options as liabilities. The restatement in Net loss is more fully discussed in reference 11 below.

(8) Common stock options outstanding, net was reduced by $43,379 to reclassify non-employee warrants that were previously classified as equity instruments into Warrant and option liability.

(9) The Loss on derivative instruments was increased by $481,236, in both the three and nine month periods ended September 30, 2005, to reflect the combination of the excess of the estimated fair value of the Convertible debt derivative over the gross proceeds of the callable secured convertible debt and the change in the estimated fair value of the Warrant and option liability.

(10) Interest-amortization of note discount, an expense item, was reduced by $114,582, in both the three and nine month periods ended September 30, 2005, to reflect the reversal of the EITF 98-5 accounting of the callable secured convertible debt financing and the recording of the financing under SFAS 133 and EITF 00-19.

(11) The Loss before provision for income tax, the Net loss, and the Comprehensive loss were all increased by $366,654, for both the three and nine month periods ended September 30, 2005, to reflect the restatement of the Loss on derivative instruments and Interest-amortization of note discount as discussed in references (9) and (10) above.

(12) The Loss per share, basic and diluted, for both the three and nine month periods ended September 30, 2005, were increased by $0.002 per share due to the restatement of Net loss as discussed in references (9) and (10) above.

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED IN THIS PROSPECTUS. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH INFORMATION DIFFERENT FROM THE INFORMATION CONTAINED IN THIS PROSPECTUS. THIS DOCUMENT MAY ONLY BE USED WHERE IT IS LEGAL TO SELL THE SECURITIES. THE INFORMATION IN THIS DOCUMENT MAY ONLY BE ACCURATE ON THE DATE OF THIS DOCUMENT.

TABLE OF CONTENTS

UP TO 50,000,000 SHARES
OF OUR
OF COMMON STOCK

Itronics Inc.

PROSPECTUS

February , 2006

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 24. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Our Articles of Incorporation, as amended, provide to the fullest extent permitted by Texas law, our directors or officers shall not be personally liable to us or our shareholders for damages for breach of such director's or officer's fiduciary duty. The effect of this provision of our Articles of Incorporation, as amended, is to eliminate our right and our shareholders (through shareholders' derivative suits on behalf of our company) to recover damages against a director or officer for breach of the fiduciary duty of care as a director or officer (including breaches resulting from negligent or grossly negligent behavior), except under certain situations defined by statute. We believe that the indemnification provisions in its Articles of Incorporation, as amended, are necessary to attract and retain qualified persons as directors and officers.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant 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. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

ITEM 25. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following table sets forth an itemization of all estimated expenses, all of which we will pay, in connection with the issuance and distribution of the securities being registered:

NATURE OF EXPENSE AMOUNT

SEC Registration fee	$	428.00**
Accounting fees and expenses		10,000.00*
Legal fees and expenses		45,000.00*
Miscellaneous		3,745.70*
TOTAL	$	59,173.70*

* Estimated and previously paid.

** We previously paid a filing fee in the aggregate amount of $376.64 in the initial filing of this registration statement on Form SB-2. We registered an additional 10,000,000 shares of our common stock in Amendment No. 3 on Form SB-2 which was filed on February 6, 2006, including 9,850,000 shares underlying the secured convertible notes and 150,000 shares underlying warrants. Accordingly, we paid a filing fee of $51.36 upon the filing of Amendment No. 3.

ITEM 26. RECENT SALES OF UNREGISTERED SECURITIES.

Following is a summary of unregistered securities issued during the period July 1, 2002 through August 31, 2005.

In August 2002, we issued a 2002 Series Convertible Promissory Note in the amount of $10,000 to one accredited investor. The Note is due in three years, accrues interest at 12% per annum, and the Note and accrued interest are convertible into restricted common stock at a conversion price of $0.25 per share at any time during the three years.

In August 2002, an aggregate of 2,500 restricted shares of common stock valued at $750 were issued to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2002.

In August 2002, we issued shares of common stock to the following employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	5,158 shares valued at $1,527
Michael C. Horsley, Controller	2,301 shares valued at $690
Duane H. Rasmussen, Vice President	7,721 shares valued at $2,295

In August 2002, we issued an aggregate of 5,350 shares of common stock to Taylor Hard Money Advisors, Inc., valued at $750, as compensation for consulting services performed on our behalf.

In September 2002, we issued a 2002 Series Convertible Promissory Note in the amount of $10,000 to one accredited investor. The Note is due in three years, accrues interest at 12% per annum, and the Note and accrued interest are convertible into restricted common stock at an conversion price of $0.15 per share at any time during the three years.

In October 2002, we issued an aggregate of 2,500 shares of common stock valued at $525 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2002.

In October 2002, we issued shares of common stock to the following employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	12,322 shares valued at $2,466
Michael C. Horsley, Controller	2,884 shares valued at $581
Duane H. Rasmussen, Vice President	15,474 shares valued at $3,105

In October 2002, we issued an aggregate of 26,302 shares of common stock, valued at $6,242, to three employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In November 2002, we issued an aggregate of 15,000 shares of common stock, valued at $1,500, to Taylor Hard Money Advisors, Inc. as compensation for consulting services performed on our behalf.

In December 2002, we issued an aggregate of 531,250 shares of common stock to four accredited investors at $0.08 per share for a total of $42,500. In addition, three year warrants to purchase an aggregate of 531,250 shares of common stock were granted to these investors. The exercise price for the warrants is $0.08 per share for the first year, $0.16 per share for the second year, and $0.24 per share for the third year.

50

We issued an option to purchase 3,000,000 shares of common stock on July 1, 2002 to John W. Whitney, our President, as compensation for services performed on our behalf. The option is exercisable at $0.30 per share and expires one year after his employment with our company is terminated.

On October 2, 2002, we issued a compensatory option to purchase 250,000 shares of common stock to John W. Whitney, our President. The option is exercisable at $0.20 per share, and expires five years from the date of issuance.

On September 30, 2002 and December 31, 2002, we issued three year options to purchase an aggregate of 6,000 shares of our common stock to Michael C. Horsley, our Controller, as compensation for services performed on our behalf. The options are exercisable at $0.50 per share.

During the period September 1, 2002 through December 31, 2002, we issued options to purchase an aggregate of 20,000 shares of our common stock to four of our employees as compensation for services performed on our behalf. The options are for three to ten years and are exercisable at prices ranging from $0.50 to $0.90 per share.

In October 2002, we issued an aggregate of 2,500 shares of common stock, valued at $525, to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2002.

In November 2002, John W. Whitney, our President, assigned options to acquire an aggregate of 1,050,000 shares of common stock of Golden Phoenix Minerals, Inc. (GPXM) to Whitney & Whitney, Inc., one of our subsidiaries. The options were valued at $109,275 and payment for the options was with 1,365,938 shares of common stock, which included a warrant for an equal number of restricted common shares. The warrant expires three years after the date of issuance and is exercisable at $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year. The shares and warrant were issued under the same terms and conditions as for other investors in the aforementioned private placement. The shares were issued in June 2003.

During the year ended December 31, 2002, we issued options to purchase an aggregate of 9,442,557 shares of common stock to the holders of our 2000 through 2002 Series Convertible Promissory Notes as payment of accrued interest on such notes. The options are exercisable at prices ranging from $0.10 to $1.18.

During the first quarter of 2003, we issued an aggregate of 1,862,500 shares of common stock to nine accredited investors at $0.08 per share for a total of $149,000. These investors also received three year warrants to purchase an aggregate of 1,862,500 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In January 2003, an investor in the 2000 Series Convertible Promissory Notes converted an aggregate of $25,900 in principal and accrued interest payable under the notes. Accordingly, we issued an aggregate of 322,500 shares of common stock at $0.08 per share to the investor plus a three year warrant to purchase an aggregate of 322,500 shares of common stock at an exercise price of $0.08 during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In January 2003, we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, one of our directors, at $0.08 per share for a total of $5,000, as compensation for services performed on our behalf in his capacity as a director of our company. In addition, we issued three year warrants to purchase an aggregate of 62,500 shares of common stock to Mr. Durckel at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In March 2003, we issued an aggregate of 13,400 shares of common stock to Paul H. Durckel, one of our directors, at $0.08 per share for a total of $1,072 in short term loans and accrued interest. In addition, issued a three year warrant to Mr. Durckel to purchase an aggregate of 13,400 shares of our common stock at an exercise price of $0.08 during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

51

During the first quarter of 2003, we issued an aggregate of 1,085,289 shares of our common stock to four accredited investors who converted an aggregate of $201,457 of principal and interest payable under certain convertible promissory notes into common stock at a conversion price $0.20 per share. The number of shares includes an aggregate of 78,000 shares of our common stock that were issued to one accredited investor at a price adjustment for a Note he converted in 2001.

In January 2003, we issued an aggregate of 2,500 shares of common stock valued at $275 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the fourth quarter of 2002.

In January 2003, we issued shares of our common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	29,484 shares valued at $3,402
Michael C. Horsley, Controller	8,087 shares valued at $927
Duane H. Rasmussen, Vice President	33,869 shares valued at $3,915

In January 2003, we issued an aggregate of 44,301 shares of common stock, valued at $5,104, to three employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

During the second quarter of 2003, we issued an aggregate of 325,000 shares of common stock to two accredited investors at $0.08 per share for a total of $26,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 325,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

During the second quarter of 2003, we issued an aggregate of 987,833 shares of common stock to six accredited investors who converted $176,676 in convertible promissory notes, including principal and accrued interest into common stock at conversion prices ranging from $0.15 to $0.20 per share.

In May 2003, we issued an aggregate of 2,500 shares of common stock, valued at $300, to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the first quarter of 2003.

In May 2003, shares of common stock were issued to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	20,331 shares valued at $2,316
Michael C. Horsley, Controller	10,750 shares valued at $1,238
Duane H. Rasmussen, Vice President	40,298 shares valued at $4,635

In May 2003 we issued an aggregate of 66,296 shares of common stock, valued at $7,709, to four employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In June 2003, we issued an aggregate of 1,365,938 shares of common stock to John W. Whitney, our President, valued at $109,275 in exchange for the assignment of certain options to acquire common stock of Golden Phoenix Minerals, Inc..

During the third quarter of 2003, we issued an aggregate of 4,562,500 shares of common stock to nineteen investors at $0.08 per share for a total of $365,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 4,562,500 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

During the third quarter of 2003, we issued an aggregate of 8,336,610 shares of common stock to eighteen accredited investors who converted $928,342 in convertible promissory notes, including principal and accrued interest, into common stock at conversion prices ranging from $0.125 to $0.15 per share.

In July 2003, we issued an aggregate of 400,000 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $32,000. In addition, we issued Mr. Whitney three year warrants to purchase an aggregate of 400,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year

In August 2003 we issued an aggregate of 400,000 shares of common stock to Mr. Whitney at $0.08 per share for a total of $32,000. In addition, we issued Mr. Whitney three year warrants to purchase an aggregate of 400,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In July 2003 we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, our Director, at $0.08 per share for a total of $5,000. In addition, we issued Mr. Durckel a three year warrant to purchase an aggregate of 62,500 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In August 2003, we issued an aggregate of 300,000 shares of common stock to one accredited investor, valued at $40,500.

In August 2003, we issued an aggregate of 2,500 shares of common stock valued at $275 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2003.

In September 2003, we issued an aggregate of 1,000,000 shares of common stock at $0.08 per share for a total of $80,000 to John W. Whitney, our President, upon his exercise of warrants.

In September 2003, we issued an aggregate of 250,000 shares of common stock to three accredited investors at $0.08 per share for a total of $20,000 upon the exercise of warrants.

In September 2003, Duane H. Rasmussen, our Vice President, converted $170,000 of his unpaid salary. He will be issued an aggregate of 2,125,000 shares of common stock and a three year warrant to purchase an aggregate of 2,125,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year. The shares will be issued when sufficient cash is available to pay required payroll tax withholding.

In September 2003, Michael C. Horsley, our Controller, converted $50,000 of his unpaid salary.. He will be issued an aggregate of 625,000 shares of common stock and he was issued a three year warrant to purchase an aggregate of 625,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year. The shares will be issued when sufficient cash is available to pay required payroll tax withholding.

During the fourth quarter of 2003, we issued an aggregate of 931,250 shares of common stock to four accredited investors at $0.08 per share for a total of $74,500. In addition, we issued to these investors three year warrants to purchase an aggregate of 931,250 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

During the fourth quarter of 2003, we issued an aggregate of 1,023,511 shares of common stock to five accredited investors who converted $130,145 in convertible promissory notes, including principal and accrued interest, into common stock at conversion prices ranging from $0.125 to $0.15 per share.

In November and December 2003, we issued an aggregate of 706,250 shares of common stock to three accredited investors at $0.08 per share for a total of $56,500 upon the exercise of their warrants.

In October 2003, we issued an aggregate of 150,000 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $12,000 upon the exercise of a warrant.

In November 2003 we issued an aggregate of 215,938 shares of common stock to Mr. Whitney, at $0.08 per share for a total of $17,275 upon the exercise of a warrant.

In October 2003, we issued an aggregate of 2,500 shares of common stock valued at $425 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2003.

In November 2003, we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, our Director, at $0.08 per share for a total of $5,000. In addition, we issued Mr. Durckel a three year warrant to purchase an aggregate of 62,500 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In December 2003, we issued an aggregate of 300,000 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $24,000. In addition, we issued Mr. Whitney three year warrants to purchase an aggregate of 300,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In December 2003, we issued an aggregate of 1,215,000 shares of common stock to three employees who converted $121,500 in unpaid salary to stock.

In December 2003, we issued an aggregate of 186,972 shares of common stock to John W. Whitney, our President, valued at $26,274, for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In December 2003, John W. Whitney, our President, converted $260,000 of his unpaid salary. He will be issued an aggregate of 3,250,000 shares of common stock and he was issued a three year warrant to purchase an aggregate of 3,250,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year. The shares will be issued when sufficient cash is available to pay required payroll tax withholding.

Options to purchase an aggregate of 14,000 shares of common stock were granted to two employees during the year ended December 31, 2003 as compensation for services performed on our behalf. The options are for three to ten years and are exercisable at prices ranging from $0.50 to $0.90 per share.

During the year ended December 31, 2003, the accrued interest on the 2000 through 2002 Series Convertible Promissory Notes resulted in the granting of additional options to acquire an aggregate of 24,291,862 shares of common stock. The options are exercisable at prices ranging from $0.10 to $1.18. The 2000 Series Convertible Promissory Notes were due in 2003, and during that and subsequent years, we negotiated three year extensions on all but $80,000 of the Notes. Revised terms of the extended Notes included a reduction of the conversion prices from a range of $0.65 to $1.18 down to $0.125 and an increase in the interest rate from 9% to 12%.

During the first quarter of 2004, we issued an aggregate of 2,137,500 shares of common stock to three accredited investors at $0.08 per share for a total of $171,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 2,137,500 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

During the first quarter of 2004, we issued an aggregate of 1,070,000 shares of common stock to four accredited investors at $0.10 per share for a total of $107,000. In addition, we issued to these investors three year warrants to purchase 535,000 shares of common stock at an exercise price of $0.10 per share during the first year, $0.20 per share during the second year, and $0.30 per share during the third year.

54

In January 2004, we issued an aggregate of 200,000 shares of common stock to one accredited investor at $0.10 per share for a total of $20,000. In addition, we issued to this investor a three year warrant to purchase 200,000 shares of common stock at an exercise price of $0.10 per share during the first year, $0.20 per share during the second year, and $0.30 per share during the third year.

During the first quarter of 2004, we issued an aggregate of 260,000 shares of common stock to two accredited investors at $0.125 per share for a total of $32,500. In addition, we issued to these investors three year warrants to purchase 130,000 shares of common stock at an exercise price of $0.125 per share during the first year, $0.25 per share during the second year, and $0.375 per share during the third year.

During the first quarter of 2004, we issued an aggregate of 562,500 shares of common stock to three accredited investors at $0.08 per share for a total of $45,000 upon the exercise of their warrants for cash.

During the first quarter of 2004, we issued an aggregate of 3,481,774 shares of common stock to seven accredited investors who converted $436,605 in convertible promissory notes, including principal and accrued interest into common stock at conversion prices ranging from $0.10 to $0.15 per share.

In January 2004, we issued an aggregate of 250,000 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $20,000. In addition, we issued to Mr. Whitney three year warrants to purchase an aggregate of 250,000 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In January 2004, we issued an aggregate of 150,461 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $12,037 in short term debt and accrued interest. In addition, we issued to Mr. Whitney three year warrants to purchase an aggregate of 150,461 shares of common stock at an exercise price of $0.08 per share during the first year, $0.16 per share during the second year, and $0.24 per share during the third year.

In January 2004, we issued an aggregate of 2,500 shares of common stock valued at $375 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the fourth quarter of 2003.

In March 2004, we issued an aggregate of 200,000 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $16,000 upon the exercise of a warrant for cash.

In March 2004, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	60,871 shares valued at $8,976
Michael C. Horsley, Controller	85,868 shares valued at $12,080
Duane H. Rasmussen, Vice President	191,794 shares valued at $26,635

In March 2004, we issued an aggregate of 144,912 shares of common stock, valued at $19,427, to four employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

During the second quarter of 2004, we issued an aggregate of 2,844,000 shares of common stock to six accredited investors at $0.125 per share for a total of $355,500. In addition, we issued to these investors three year warrants to purchase 1,422,000 shares of common stock at an exercise price of $0.125 per share during the first year, $0.25 per share during the second year, and $0.375 per share during the third year.

During the second quarter of 2004, we issued an aggregate of 4,738,962 shares of common stock to fifteen accredited investors who converted $707,812 in convertible promissory notes, including principal and accrued interest, into common stock at prices ranging from $0.125 to $0.15 per share.

In April 2004, we issued an aggregate of 62,500 shares of common stock to Paul H. Durckel, our Director, at $0.08 per share for a total of $5,000 upon the exercise of a warrant for cash.

In April 2004, we issued an aggregate of 2,500 shares of common stock valued at $475 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the first quarter of 2004.

In April 2004, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	54,269 shares valued at $9,912
Michael C. Horsley, Controller	17,236 shares valued at $3,150
Duane H. Rasmussen, Vice President	42,926 shares valued at $7,845

In April 2004 we issued an aggregate of 5,909 shares of common stock, valued at $1,081, to one employee for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In June 2004, we issued an aggregate of 47,768 shares of common stock to Paul H. Durckel, our Director, upon his conversion of $7,165 in convertible promissory notes, including principal and accrued interest at a conversion price of $0.15 per share.

In June 2004, we issued an aggregate of 200,000 restricted common shares valued at $21,000 to Westport Strategic Partners, Inc. for professional consulting services.

In July 2004, we issued an aggregate of 200,000 shares of common stock to John. W. Whitney, our President, at $0.08 per share for a total of $16,000. Mr. Whitney exercised a warrant by converting that amount of accrued interest on short term loans into common stock.

In August 2004, we issued an aggregate of 950,000 shares of common stock to John. W. Whitney at $0.08 per share for a total of $76,000 upon his exercise of warrants for cash.

In August 2004, we issued an aggregate of 2,500 shares of common stock valued at $300 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2004.

In August 2004, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	93,541 shares valued at $10,851
Michael C. Horsley, Controller	27,078 shares valued at $3,150
Duane H. Rasmussen, Vice President	67,439 shares valued at $7,845

In August 2004, we issued an aggregate of 8,350 shares of common stock, valued at $977, to one employee for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In September 2004, we issued an aggregate of 400,461 shares of common stock to John. W. Whitney, our President, at $0.08 per share for a total of $32,037 upon his exercise of warrants for cash.

In September 2004, we issued an aggregate of 1,875,000 shares of common stock to John. W. Whitney, our President, at $0.08 per share for a total of $150,000 upon his exercise of warrants. The $150,000 consists of $20,971 paid in cash and $129,029 in short term loans and accrued interest.

In September 2004, we issued an aggregate of 83,627 shares of common stock to one accredited investor who converted $12,544 in convertible promissory notes, including principal and accrued interest into common stock at a conversion price of $0.15 per share.

During the fourth quarter of 2004, we issued an aggregate of 3,300,000 shares of common stock to eight accredited investors at $0.05 per share for a total of $165,000. In addition, we issued to these investors three year warrants to purchase an aggregate of 1,650,000 shares of common stock at an exercise price of $0.075 per share during the first year, $0.15 per share during the second year, and $0.225 per share during the third year.

During the fourth quarter of 2004, we issued an aggregate of 7,757,236 shares of common stock to four accredited investors who converted $798,094 in convertible promissory notes, including principal and accrued interest at conversion prices ranging from $0.10 to $0.15 per share.

In October 2004, we issued an aggregate of 250,000 shares of common stock to John W. Whitney, our President, at $0.8 per share for a total of $20,000 upon the exercise of a warrant for cash.

In October 2004, we issued an aggregate of 200,000 shares of common stock valued at $13,700 to Sussex Avenue Partners LLC for professional consulting services performed on our behalf.

In November 2004, we issued an aggregate of 350,000 shares of common stock valued at $24,850 to Ken Weiner for professional consulting services performed on our behalf.

In November 2004, we issued an aggregate of 2,500 shares of common stock valued at $200 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2004.

In November 2004, we issued an aggregate of 141,515 shares of common stock valued at $11,787 to John W. Whitney, our President, for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In November 2004, we issued an aggregate of 250,000 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $20,000 upon the exercise of a warrant for cash.

In May 2004 we granted options to certain management and employees as compensation for services performed on behalf of our company. The options are exercisable at $0.15 per share and expire one year after the employment of the respective employee is terminated. The number of common shares underlying the options by employee follows:

John W. Whitney, President	550,000
Duane H. Rasmussen, Vice President	425,000
Michael C. Horsley, Controller	200,000
Four other employees	425,000

We issued options to purchase an aggregate of 9,000 shares of common stock to Michael C. Horsley, our Controller on August 1 and November 1, 2004 as compensation for services performed on behalf of our company. The options are exercisable at $0.15 per share and expire three years after grant.

Five other employees were granted options to purchase an aggregate of 57,000 shares of common stock during 2004 as compensation for services performed on behalf of our company. The options are exercisable at $0.15 per share and expire in three to ten years from grant.

During the year ended December 31, 2004, the accrued interest on the 2000 through 2002 Series Convertible Promissory Notes resulted our issuance of additional options to purchase an aggregate of 3,784,086 shares of common stock. The options are exercisable at prices ranging from $0.10 to $1.18.

During the first quarter of 2005, we issued an aggregate of 11,850,000 shares of common stock to forty accredited investors at $0.05 per share for a total of $592,500. In addition, we issued to these investors three year warrants to purchase an aggregate of 5,925,000 shares of common stock at an exercise price of $0.075 per share during the first year, $0.15 per share during the second year, and $0.225 per share during the third year.

During the first quarter of 2005, we issued an aggregate of 8,193,081 shares of common stock to twenty-two accredited investors who converted $835,230 in convertible promissory notes, including principal and accrued interest into common stock at conversion prices ranging from $0.10 to $0.15 per share.

In January 2005, we issued an aggregate of 2,400,000 shares of common stock at $0.05 per share to John W. Whitney, our President, for a total of $120,000. Mr. Whitney converted short term loans. In addition, we issued to Mr. Whitney warrants to purchase an aggregate of 1,200,000 shares of common stock at an exercise price of $0.075 per share during the first year, $0.15 per share during the second year, and $0.225 per share during the third year.

In January 2005, we issued an aggregate of 625,000 shares of common stock to John W. Whitney, our President, at $0.08 per share for a total of $50,000 upon the exercise of a warrant. Mr. Whitney exercised the warrant by converting $50,000 in short term loans into common stock.

In February 2005, we issued an aggregate of 2,500 shares of common stock valued at $175 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the fourth quarter of 2004.

In February 2005, we issued an aggregate of 191,864 shares of common stock valued at $12,726 to John W. Whitney, our President, for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In March 2005, we issued an aggregate of 41,667 shares of common stock valued at $3,750 to Cervelle Group LLC as compensation for consulting services performed on our behalf.

In March 2005, we issued an aggregate of 200,000 shares of common stock valued at $16,200 to Sussex Avenue Partners, LLC as compensation for consulting services performed on our behalf. In addition, we issued to Sussex Avenue Partners, LLC a two year warrant to purchase an aggregate of 2,000,000 shares of common stock at an exercise price of $0.10 per share.

In June 2005, we issued an aggregate of 200,000 shares of common stock to one accredited investor at $0.05 per share for a total of $10,000. In addition, we issued to this investor a three year warrant to purchase an aggregate of 100,000 shares of common stock at an exercise price $0.075 per share during the first year, $0.15 per share during the second year, and $0.225 per share during the third year.

During the second quarter of 2005, we issued an aggregate of 474,660 shares of common stock to three accredited investors who converted $47,466 in convertible promissory notes and accrued interest into common stock at a conversion price of $0.10 per share.

In May 2005, we issued an aggregate of 1,000,000 shares of common stock valued at $71,500 to Howland S. Green, our Director, for the purchase of his product rights in the GOLD’n GRO Guardian fertilizers. In addition, we issued to Mr. Green also a warrant to purchase an aggregate of 1,000,000 shares of common stock at an exercise price of $0.10 per share. The first 500,000 shares of the warrant will vest when the Federal EPA accepts the registration application for the GOLD’n GRO Guardian and the second 500,000 shares of the warrant will vest when the Federal EPA issues the registration for the GOLD’n GRO Guardian. The entire warrant is exercisable for two years after the EPA registration is received.

In May 2005, we issued an aggregate of 2,500 shares of common stock valued at $250 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the first quarter of 2005.

In June 2005, we issued an aggregate of 62,500 shares of common stock valued at $3,750 to Cervelle Group LLC as compensation for consulting services performed on our behalf.

In August 2005, we issued an aggregate of 2,500 shares of common stock valued at $150 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the second quarter of 2005.

In August 2005, we issued shares of common stock to the following management employees for accrued interest on their unpaid salaries. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

John W. Whitney, President	371,232 shares valued at $28,263
Michael C. Horsley, Controller	212,538 shares valued at $15,890

In August 2005, we issued an aggregate of 21,444 shares of common stock, valued at $1,664, to one employee for accrued interest on his unpaid salary. Interest is paid at 12% per annum and the share price is calculated monthly using the weighted average of the closing bid prices.

In August 2005, we issued an aggregate of 1,200,000 shares of common stock to John W. Whitney, our President, at $0.075 per share for a total of $90,000 upon the exercise of warrants. Mr. Whitney exercised the warrant by converting $90,000 in short term loans into common stock.

In December 2005, we issued an aggregate of 2,500 shares of common stock valued at $175 to John W. Whitney, our President, as compensation for services performed on our behalf in his capacity as a director of our company for the third quarter of 2005.

In December 2005, we issued an aggregate of 72,036 shares of common stock valued at $6,000 to Duane H. Rasmussen, our Vice President, as compensation for services performed on our behalf in his capacity as Vice President of our company for the third quarter of 2004.

We issued options to purchase an aggregate of 9,000 shares of common stock to Michael C. Horsley, our Controller on February 1, May 1, August 1, November 1 , 2005, and February 1, 2006. The options are exercisable at $0.15 per share and expire three years after grant.

We issued options to purchase an aggregate of 129,000 shares of common stock to seven of our employees during 2005. The options are exercisable at $0.15 to $0.20 per share and expire in three to ten years from grant.

During the twelve months ended December 31, 2005, the accrued interest on the 2000 through 2002 Series Convertible Promissory Notes resulted in the granting of additional options to purchase an aggregate of 5,595,629 shares of common stock. The options are exercisable at prices ranging from $0.10 to $1.18.

We issued options to purchase an aggregate of 36,000 shares of common stock to five of our employees during 2006. The options are exercisable at $0.15 to $0.20 per share and expire in three to ten years from grant.

Unpaid salary due two management employees in the amount of $54,800 is to be paid with an aggregate of 620,900 shares of common stock. These shares were earned as part of the employee savings plan during the period July 1, 2003 through June 30, 2005 and will be issued when sufficient cash is available to pay the required payroll tax withholding. The number of shares are calculated each month for all employees participating in the plan by using the weighted average of the closing bid prices for the respective month. The amounts and related number of shares earned by quarter for each of the employees follows:

Duane H. Rasmussen, Vice President		Amount	Shares
4th Quarter 2004	$	6,000	90,373
1st Quarter 2005		6,000	62,051
2nd Quarter 2005		6,000	94,518
	$	18,000	246,942

Michael C. Horsley, Controller		Amount	Shares
3rd Quarter 2003	$	3,200	18,677
4th Quarter 2003		4,800	32,572
1st Quarter 2004		4,800	26,264
2nd Quarter 2004		4,800	41,263
3rd Quarter 2004		4,800	57,629
4th Quarter 2004		4,800	72,297
1st Quarter 2005		4,800	49,641
2nd Quarter 2005		4,800	75,615
	$	36,800	373,958

Interest earned by Duane H. Rasmussen, our Vice President, on his unpaid salary during the period July 1, 2004 through June 30, 2005 amounted to $37,430 and will be paid with 500,703 restricted common shares. The shares remain unissued due to income tax considerations.

On July 15, 2005, we entered into a Securities Purchase Agreement with four accredited investors (the ”Investors”) for up to an aggregate amount of (i) $3,250,000 in secured convertible notes, and (ii) warrants to purchase 3,000,000 shares of our common stock (the “Financing”). The Financing will be completed in three separate closings. The first closing consisted of gross proceeds of $1,250,000 less financing costs of $245,000 for net proceeds of $1,005,000. The second closing of the Financing will take place within five (5) business days after we file the registration statement required to be filed pursuant to a certain Registration Rights Agreement. Upon filing of the registration statement, we will receive gross proceeds of $1,000,000. The third closing of the Financing will occur within five (5) business days after we have caused the Securities and Exchange Commission to declare the registration statement effective. In the third closing, we will receive gross proceeds of $1,000,000. On January 26, 2006, we received a $500,000 advance on the third closing of the Securities Purchase Agreement pursuant to which we issued an aggregate of $500,000 in secured convertible notes. The remaining $500,000 pursuant to the Securities Purchase Agreement will be funded upon the effectiveness of this registration statement.

The Investors received three year convertible notes (the “Notes”) bearing simple interest at 8% per annum. The Notes are convertible into our common stock at a price equal to the lesser of (i) $0.10 or (ii) a 45% discount to the average of the lowest 3 trading prices during the 20 trading day period ending one trading day before the conversion date. Further, the Investors received five year warrants to purchase a total of 2,076,923 shares of our common stock at an exercise price of $0.15 per share. The Investors will receive warrants to acquire an additional 923,077 shares of our common stock at an exercise price $0.15 per share at the remaining additional closing of the Financing. On January 26, 2006 the Investors received warrants to purchase an aggregate of 461,539 shares of our common stock out of this final closing amount.

* All of the above offerings and sales were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended. No advertising or general solicitation was employed in offering the securities. The offerings and sales were made to a limited number of persons, all of whom were accredited investors, business associates of Itronics Inc. or executive officers of Itronics Inc., and transfer was restricted by Itronics Inc. in accordance with the requirements of the Securities Act of 1933. In addition to representations by the above-referenced persons, we have made independent determinations that all of the above-referenced persons were accredited or sophisticated investors, and that they were capable of analyzing the merits and risks of their investment, and that they understood the speculative nature of their investment. Furthermore, all of the above-referenced persons were provided with access to our Securities and Exchange Commission filings.

Except as expressly set forth above, the individuals and entities to whom we issued securities as indicated in this section of the registration statement are unaffiliated with us.

ITEM 27. EXHIBITS.

The following exhibits are included as part of this Form SB-2. References to "the Company" in this Exhibit List mean Itronics Inc., a Texas corporation.

Exhibit No.	Description
3.1	Articles of Incorporation of Itronics, Inc. (filed herewith)
3.2	Articles of Incorporation of Itronics, Inc. (incorporated by reference to the Company's Form 10-KSB filed on March 30, 1998).
3.3	Bylaws of Itronics, Inc. (filed herewith)
5.1	Sichenzia Ross Friedman Ference LLP Opinion and Consent (filed herewith)
10.1	Securities Purchase Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.2	Callable Secured Convertible Note dated July 15, 2005. (1)
10.3	Callable Secured Convertible Note dated July 15, 2005. (1)
10.4	Callable Secured Convertible Note dated July 15, 2005. (1)
10.5	Callable Secured Convertible Note dated July 15, 2005. (1)
10.6	Stock Purchase Warrant dated July 15, 2005. (1)
10.7	Stock Purchase Warrant dated July 15, 2005. (1)
10.8	Stock Purchase Warrant dated July 15, 2005. (1)
10.9	Stock Purchase Warrant dated July 15, 2005. (1)
10.10	Registration Rights Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.11	Guaranty and Pledge Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.12	Security Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.13	Intellectual Property Security Agreement dated July 15, 2005, by and among Itronics Inc. and the investors named on the signature pages thereto. (1)
10.14	Manufacturing Agreement dated as of March 6, 1998 by and between Itronics Inc. and Western Farm Service, Inc. (filed herewith).
23.1	Cacciamatta Accountancy Corporation (filed herewith).
23.2	Consent of legal counsel (see Exhibit 5.1).

(1) Incorporated by reference to the Company's Current Report on Form 8-K filed on July 20, 2005.

ITEM 28. UNDERTAKINGS.

The undersigned registrant hereby undertakes to:

(1) File, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(i) Include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of the 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 a prospectus filed with the Commission pursuant to Rule 424(b) under the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement, and

(iii) Include any additional or changed material information on the plan of distribution.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

(3) File a post-effective amendment to remove from registration 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 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;

(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 registrant pursuant to the foregoing provisions, or otherwise, the registrant 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.

In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 430B 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 reference 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

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant, Itronics Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and has duly caused this Registration Statement on Form SB-2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Reno, State of Nevada on the 14th day of February 2006.

ITRONICS INC.

Name: /s/ John W. Whitney
John W. Whitney

Title: President, Treasurer and Director
(Principal Executive and FinancialOfficer)

Name: /s/ Michael C. Horsley
Michael C. Horsley

Title: Controller (Principal Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form SB-2 has been signed below by the following persons in the capacities and on the dates indicated:

	SIGNATURE	*TITLE*	*DATE*
By:	*/s/ John W. Whitney* *John W. Whitney*	*President, Treasurer and Director (Principal Executive and Financial Officer)*	*February 14, 2006*
By:	 *Paul H. Durckel*	*Director*	______________
By:	*/s/ Howland S. Green* *Howland S. Green*	*Director*	*February 14, 2006*

63