



*Consolidated Financial Statements of
Cornerstone Capital Resources Inc.*

*For the three months and nine months ended
September 30, 2008 and 2007*

CORNERSTONE CAPITAL RESOURCES INC.

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CORNERSTONE CAPITAL RESOURCES INC.
Consolidated Statements of Loss and Deficit
(Unaudited)

	For the three months ended September 30, 2008	For the three months ended September 30, 2007	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
	\$	\$	\$	\$
REVENUE				
Investment income	35,192	24,256	95,431	103,300
Option payments forfeited by joint venture partners	-	-	32,165	-
Other income	24,753	17,125	56,437	52,105
	59,945	41,381	184,033	155,405
EXPENSES				
General and administrative	462,082	461,902	1,759,099	1,386,828
Mineral property costs abandoned	823,303	825,808	836,577	825,808
Stock-based compensation	60,835	249,778	283,021	1,000,505
Amortization	40,035	49,632	112,667	73,788
Foreign exchange loss (gain)	(608)	71,291	(14,641)	158,532
Unrealized loss on fair value of share purchase warrants	2,066	-	33,896	-
Interest and bank charges	1,382	1,876	4,462	4,969
	1,389,095	1,660,287	3,015,081	3,450,430
NET LOSS FOR THE PERIOD	(1,329,150)	(1,618,906)	(2,831,048)	(3,295,025)
DEFICIT, BEGINNING OF PERIOD	(13,924,096)	(9,790,596)	(12,422,198)	(8,114,477)
DEFICIT, END OF PERIOD	(15,253,246)	(11,409,502)	(15,253,246)	(11,409,502)
LOSS PER SHARE - BASIC AND DILUTED	(0.02)	(0.03)	(0.04)	(0.07)
WEIGHTED-AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED				
	74,797,178	50,760,535	69,231,365	50,554,064

See accompanying notes to the consolidated financial statements

CORNERSTONE CAPITAL RESOURCES INC.

Consolidated Balance Sheets

(Unaudited)

	As at September 30, 2008	As at December 31, 2007
	\$	\$
ASSETS		
CURRENT		
Cash and cash equivalents	3,186,236	3,721,802
Marketable securities, at market value	136,354	245,704
Accounts receivable	508,130	644,574
Refundable staking deposits	246,134	215,443
Prepaid expenses	75,948	66,678
	4,152,802	4,894,201
MINERAL PROPERTIES (Note 6)	9,593,407	7,968,640
CAPITAL ASSETS	457,609	487,624
	14,203,818	13,350,465
LIABILITIES		
CURRENT		
Accounts payable and accrued liabilities	787,958	1,187,168
DEFERRED OPTION PAYMENTS (Note 7)	778,265	864,206
	1,566,223	2,051,374
SHAREHOLDERS' EQUITY		
Share capital (Note 8)	21,851,528	19,194,986
Warrants (Note 8)	2,440,876	2,030,950
Contributed surplus (Note 8)	4,484,460	3,109,699
Deficit	(15,253,246)	(12,422,198)
Accumulated other comprehensive loss	(886,023)	(614,346)
	12,637,595	11,299,091
	14,203,818	13,350,465

BASIS OF PRESENTATION (Note 1)

APPROVED BY THE BOARD OF DIRECTORS:

_____"Glen H. McKay"_____
Director

_____"John Fleming"_____
Director

See accompanying notes to the consolidated financial statements

CORNERSTONE CAPITAL RESOURCES INC.
Consolidated Statements of Cash Flows
(Unaudited)

	For the three months ended September 30, 2008	For the three months ended September 30, 2007	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
	\$	\$	\$	\$
OPERATING ACTIVITIES				
Net loss	(1,329,150)	(1,618,906)	(2,831,048)	(3,295,025)
Items not affecting cash:				
Option payments forfeited by joint venture partners	-	-	(32,165)	-
Amortization	40,035	49,632	112,667	73,788
Mineral property costs abandoned	823,303	825,808	836,577	825,808
Unrealized loss on fair value of share purchase warrants	2,066	-	33,896	-
Stock-based compensation	60,835	249,778	283,021	1,000,505
Changes in non-cash operating working capital	(292,003)	(14,471)	(448,304)	(288,983)
	(694,914)	(508,159)	(2,045,356)	(1,683,907)
INVESTING ACTIVITIES				
Mineral properties expenditures - net	(521,202)	(1,191,287)	(2,338,473)	(2,158,222)
Purchase of capital assets	(2,240)	(111,946)	(82,652)	(288,529)
	(523,442)	(1,303,233)	(2,421,125)	(2,446,751)
FINANCING ACTIVITIES				
Repayment of bank demand loan	-	(765)	-	(2,295)
Proceeds from issuance of share capital - net	(6,714)	56,773	2,387,239	180,434
Proceeds from issuance of warrants - net	-	-	1,503,676	-
Proceeds from deferred option payments	-	26,587	40,000	176,586
	(6,714)	82,595	3,930,915	354,725
DECREASE IN CASH AND CASH EQUIVALENTS	(1,225,070)	(1,728,797)	(535,566)	(3,775,933)
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	4,411,306	3,746,362	3,721,802	5,793,498
CASH AND CASH EQUIVALENTS, END OF PERIOD	3,186,236	2,017,565	3,186,236	2,017,565
COMPRISED OF : Bank deposits and cash on hand	299,059	352,401	299,059	352,401
Bank guaranteed investment certificates	2,887,177	1,665,164	2,887,177	1,665,164
	3,186,236	2,017,565	3,186,236	2,017,565

SUPPLEMENTAL CASH FLOW INFORMATION (NOTE 10)

See accompanying notes to the consolidated financial statements

CORNERSTONE CAPITAL RESOURCES INC.
Consolidated Statements of Comprehensive Loss
(Unaudited)

	For the three months ended September 30, 2008	For the three months ended September 30, 2007	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
	\$	\$	\$	\$
NET LOSS	(1,329,150)	(1,618,906)	(2,831,048)	(3,295,025)
OTHER COMPREHENSIVE LOSS				
Unrealized loss on fair value of marketable securities (net of tax of nil)	(169,929)	(20,353)	(271,677)	(465,670)
COMPREHENSIVE LOSS	(1,499,079)	(1,639,259)	(3,102,725)	(3,760,695)

CORNERSTONE CAPITAL RESOURCES INC.
Consolidated Statements of Accumulated Other Comprehensive Loss
(Unaudited)

	As at September 30, 2008	As at December 31, 2007
	\$	\$
ACCUMULATED OTHER COMPREHENSIVE LOSS, BEGINNING OF PERIOD	(614,346)	-
OTHER COMPREHENSIVE LOSS	(271,677)	(614,346)
ACCUMULATED OTHER COMPREHENSIVE LOSS, END OF PERIOD	(886,023)	(614,346)

See accompanying notes to the consolidated financial statements

CORNERSTONE CAPITAL RESOURCES INC.
Notes to the Consolidated Financial Statements
For the three months and nine months ended September 30, 2008 and 2007
(Unaudited)

1. BASIS OF PRESENTATION

The interim consolidated financial statements (the “financial statements”) of Cornerstone Capital Resources Inc. (the “Company”) have been prepared in accordance with the accounting principles and methods of application disclosed in the consolidated financial statements for the year ended December 31, 2007, except as disclosed in Note 2.

These financial statements include all adjustments that are, in the opinion of management, necessary for a fair presentation. These financial statements do not include all disclosures required by Canadian generally accepted accounting principles for annual financial statements, and accordingly the financial statements should be read in conjunction with the Company’s consolidated financial statements and notes thereto for the year ended December 31, 2007.

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The success of the Company and the recoverability of exploration costs are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain financing to find and complete the development of such reserves, the ability of the Company to satisfy obligations as they come due and upon future profitable production from the properties or proceeds from disposition. The amounts shown as deferred exploration costs represent net costs to date less write offs and do not necessarily represent present or future values. At September 30, 2008, the Company had an accumulated deficit of \$15,253,246 (December 31, 2007 - \$12,422,198).

Although the Company has taken steps to verify title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements or transfers and may be affected by undetected defects.

If the going concern assumption was not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported net loss and the balance sheet classifications used.

2. CHANGE IN ACCOUNTING POLICY

On January 1, 2008, the Company adopted applicable accounting standard changes issued by the Canadian Institute of Chartered Accountants (“CICA”) that effect reporting periods ending September 30, 2008. The Company adopted changes as follows: amendments to Handbook Section 1400 General Standards of Financial Statement Presentation, (“Section 1400”), as well as new presentation and disclosure standards for: Capital Disclosures (“Section 1535”), Financial Instruments – Disclosures (“Section 3862”), and Financial Instruments – Presentation (“Section 3863”).

CORNERSTONE CAPITAL RESOURCES INC.
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2. CHANGE IN ACCOUNTING POLICY (Continued)

General Standards of Financial Statement Presentation

The Company has adopted amendments to Handbook Section 1400, General Standards of Financial Statement Presentation, which include requirements to assess and disclose an entity's ability to continue as a going concern. The requirements are effective for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2008. The Company monitors its ability to continue operating on an ongoing basis. The adoption of the changes to Section 1400 has no impact on the Company's financial statements. See also Note 1.

Capital Disclosures

Handbook Section 1535, Capital Disclosures, establishes disclosure requirements regarding an entity's capital, including (i) an entity's objectives, policies and processes of managing capital; (ii) quantitative data about what the entity regards as capital; (iii) whether the entity has complied with any externally imposed capital requirements; and (iv) if it has not complied, the consequences of such non-compliance. The adoption of this standard had no effect on the Company's financial position, operations or cash flows. The Company has included disclosures recommended by the new Handbook Section in Note 4 to these unaudited interim consolidated financial statements.

Financial Instruments

Effective January 1, 2008, the Company adopted the new recommendations of CICA Handbook Section 3862, Financial Instruments – Disclosures and Handbook Section 3863, Financial Instruments – Presentation. Handbook Section 3862 requires entities to provide disclosures in their financial statements that enable users to evaluate the significance of financial instruments on the entity's financial position and its performance and the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the balance sheet date, and how the entity manages those risks. Handbook Section 3863 establishes standards for presentation of financial instruments and non-financial derivatives. It deals with the classification of financial instruments, from the perspective of the issuer, between liabilities and equities, the classification of related interest, dividends, losses and gains, and circumstances in which financial assets and financial liabilities are offset. The adoption of these standards did not have any impact on the classification and valuation of the Company's financial instruments. The Company has included disclosures recommended by these new Handbook Sections in Note 5 to these unaudited interim consolidated financial statements.

3. BASIS OF CONSOLIDATION

These consolidated financial statements reflect the financial position, results of operations and cash flows of the Company and its wholly owned subsidiaries, Cornerstone Resources Inc., Cornerstone International Inc., Cornerstone Ecuador S.A., La Plata Minerales S.A., Cornerstone Capital Resources Mauritius Inc., Newfoundland Exploration Private Limited, CCRI Exploration Private Limited and Land Minerals Exploration Private Limited. All inter-company transactions and balances have been eliminated upon consolidation.

CORNERSTONE CAPITAL RESOURCES INC.
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4. CAPITAL MANAGEMENT

The capital structure of the Company consists of capital and equity comprised of share capital, warrants, contributed surplus and deficit. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and development of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company has an interest are in the exploration stage; as such the Company has historically relied on the equity markets to fund its activities. In addition, the Company holds shares in several companies, which will also assist the Company to carry out significant exploration programs and fund administrative costs. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis. The Company is not subject to externally imposed capital requirements.

5. FINANCIAL RISK FACTORS

The Company has exposure to credit risk, liquidity risk and market risk. The Company's Board of Directors has the overall responsibility for the oversight of these risks and reviews the Company's policies on an ongoing basis to ensure that these risks are appropriately managed, which are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to accounts receivable. Management believes that the credit risk concentration with respect to financial instruments included in the accounts receivable is remote.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. As at September 30, 2008, the Company had a cash balance of \$3,186,236 (December 31, 2007 - \$ 3,721,802) to settle current liabilities of \$787,958 (December 31, 2007 - \$1,187,168). To the extent that the Company does not believe it has sufficient liquidity to meet its current obligations, the Board of Directors considers securing additional funds through equity, debt or partnering transactions. All of the Company's financial liabilities are short-term in nature and are subject to normal trade terms. The Company has no source of operating cash flow to fund its exploration and development projects. Any further significant work would likely require additional equity or debt financing. The Company has limited financial resources and there is no assurance that additional funding will be available to allow the Company to fulfill its obligations on existing or future exploration projects. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration.

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5. FINANCIAL RISK FACTORS (Continued)

Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates, and equity prices will affect the Company's income or the value of its financial instruments.

(a) Interest rate risk – The Company has cash balances and no variable interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. As of September 30, 2008, the Company's investments in such short-term deposits had interest rates locked in for the entire term of the investment, which is redeemable at any time without penalty or loss of interest. The Company is satisfied with the credit ratings of its banks. The Company believes that its interest rate risk is not significant.

(b) Price risk – The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company monitors commodity prices of gold, copper and other metals, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company. The Company believes that both commodity and equity price movements can have a substantial effect on the market value of the Company's investments. Such price movements are monitored by the Company.

(c) Foreign exchange risk - The Company transacts certain business in U.S. Dollars, and therefore is subject to foreign exchange risk on U.S. dollar accounts receivables, accounts payable and cash balances. The Company attempts to mitigate these risks by managing its U.S. Dollar inflows and outflows. No hedging instruments have been used by the Company, however, depending upon the nature and level of future foreign exchange transactions, consideration may be given to the use of hedging instruments. The Company believes that it adequately manages its foreign exchange risk, and the risk is minimal.

Sensitivity analysis

The Company has share investments in the following companies: Coastport Capital Inc., Mountain Lake Resources Inc., Thundermin Resources Inc., Moydow Mines International Inc, and share purchase warrants in Cash Minerals Ltd. All these companies are listed on either the Toronto Stock Exchange or the Toronto Venture Stock Exchange. Share investments are classified by the Company as "available-for-sale" and are measured at fair value. The warrants are classified as "held-for-trading" and are also measured at fair value. Changes in fair value of share investments are recognized in other comprehensive loss for the period until their disposition, at which time they are transferred to net loss. Changes in fair value of warrant investments are recognized in net loss for the period. Investments in securities having quoted market values and which are publicly traded on a recognized securities exchange and for which no sales restrictions apply, are recorded at values based on the current closing price. Changes in closing prices of these securities have an impact on the Company's income. While the share purchase warrants of Cash Minerals Ltd. do not have a

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5. FINANCIAL RISK FACTORS (Continued)

quoted market value, the underlying share price does. Through the use of the Black-Scholes pricing model, the Company is able to approximate the fair value of these warrants. These warrants were fully written off during the quarter.

The carrying amount of cash, accounts receivables, refundable staking deposits, accounts payable and accrued liabilities approximate fair value due to their short-term nature.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" during the fourth quarter of 2008: the Company's investments in publicly traded companies are denominated in Canadian dollars. Based on the movements in these share prices during the third quarter of 2008, a similar movement in the fourth quarter of 2008 would increase comprehensive loss by \$89,000. The warrants outlined above, were fully written off during the third quarter, therefore there will be no further impact on net income.

6. MINERAL PROPERTIES

As at September 30, 2008, the Company has been issued 117 (December 2007 - 120) licenses by the Government of Newfoundland and Labrador which consist of 9,702 (December 2007 - 7,037) mineral exploration claims covering various areas of Newfoundland and Labrador. Of these 9,702 mineral exploration claims, 4,236 are held 50% by Altius Resources Inc. The Government of New Brunswick has issued 14 (December 2007 - 7) licenses to the Company which cover 2,092 (December 2007 - 672) claims in New Brunswick. The Company also holds 28 (December 2007 - 30) mineral concessions in Ecuador. A summary of mineral properties is as follows:

Geographical Area	Number of Claims	Balance, Beginning of Period	JV Recoveries and Government Grants	Properties Abandoned	Balance, End of Period	December 31, 2007	
		\$	\$	\$	\$	\$	
Island of							
Newfoundland	4,164	2,932,239	901,986	(253,987)	(690,605)	2,889,633	2,932,239
Labrador	5,538	2,020,950	875,675	(288,636)	(118,574)	2,489,415	2,020,950
New Brunswick	2,092	163,258	322,770	(66,588)	-	419,440	163,258
Ecuador	28	2,852,193	1,403,587	(433,463)	(27,398)	3,794,919	2,852,193
	11,822	7,968,640	3,504,018	(1,042,674)	(836,577)	9,593,407	7,968,640

On February 12, 2008, the Company signed a definitive Earn-in Joint Venture option agreement with Newmont Ventures Limited ("Newmont"), a subsidiary of Newmont Mining Corporation with respect to the formation of a regional exploration alliance ("Alliance") to explore for gold in southern Ecuador. The Alliance will cover an area of approximately 1800 km² in Southern Ecuador. Alliance funding included a US\$1,000,000 private placement in the Company by Newmont at a

CORNERSTONE CAPITAL RESOURCES INC.
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6. MINERAL PROPERTIES (Continued)

fixed share purchase price of CAN\$0.83. Up to US\$4,000,000 in exploration expenditures will be made in two stages over 6 years if Newmont elects to earn-in. The Company will operate the initial phase of the program. The first year budget of approximately US\$1,000,000 will be funded by the Company out of the private placement proceeds. Under the Alliance agreement, Newmont may elect at its discretion, to exercise its right to earn an undivided 51% participating interest in the property within the area of interest by spending US\$3,000,000 on exploration over 4 years. Newmont may earn an additional 12.5% interest by solely funding a positive feasibility study and earn a further 11.5% by arranging mine financing.

On March 11, 2008, Celtic Minerals Ltd. ("Celtic") gave notice that they would not be continuing with the March 24, 2006 joint venture agreement on the Company's Garland nickel property in Labrador. The Company is seeking a new joint venture partner for this project.

On April 18, 2008, the Constituent Assembly of the Government of Ecuador placed a moratorium on all exploration and mineral development activities in the country while it finalizes its new mining law. The original term of the moratorium was for 180 days, but this timeframe has been extended until finalization of the new mining law. The outcome and timing of this new law is uncertain, and the Company has had to reduce operations in Ecuador to a minimum. At this time, the Company is uncertain of the outcome or future of the activities in Ecuador, however, believes it is premature to recognize any impairment in its Ecuador-related assets. The Company will continue to work with its joint venture partners and the government of Ecuador to help develop a new framework for responsible mining. The Company will continue to assess the value of its Ecuador-related assets and investments on an ongoing basis. On April 30, 2008, in consultation with its joint venture partners, Coastport Capital and Newmont Ventures, the Company has provided notice of *force majeure* on the Shyri and Macara Projects in Ecuador. *Force majeure* has also been declared on the Company's La Plata project in Ecuador. The declaration of *force majeure* is a legal requirement under the terms of the agreements in order to suspend exploration work and expenditures during the moratorium. The partners will continue to work together to understand the impact of the mining mandate on their plans for the Shyri and Macara projects, and the Company will assess its future plans for the La Plata project, in conjunction with its Ecuadorian joint venture partner Sultana Del Condor Minera S.A. At September 30, 2008 the Company has not recognized any impairment in either its Ecuadorian Mineral Properties or its investments in marketable securities related to the Ecuador projects, as the potential outcome of the situation is still uncertain and the Company believes it is premature to adjust the values of these assets.

On June 11, 2008, the Company signed a joint venture agreement with Altius Resources Inc. ("Altius") to explore primarily for Sediment-hosted Stratiform Copper (SSC) deposits in the Labrador Trough of western Labrador and southeastern Quebec. The 50-50 Joint Venture will cover 51 mineral exploration licenses totaling 1032 km² in the province of Newfoundland and Labrador. Both companies contribute their respective mineral land holdings and have conjointly staked additional claims. Both companies will contribute equally to fund exploration programs. The first year program includes an airborne magnetics and radiometrics survey and a two month field program. The Company is the project operator. The companies are soliciting expressions of interest from major mining companies as prospective joint venture partners to undertake exploration on this property.

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6. MINERAL PROPERTIES (Continued)

On June 30, 2008, Phelps Dodge Corporation of Canada, Limited advised the Company that it has withdrawn from the Dorchester, New Brunswick project. The Company decided to begin exploration activities on its own in order to assess the project feasibility and possibly seek another joint venture partner. Deferred option payments previously received for this project have been reclassified as a reduction of mineral properties.

On September 26, 2008 Cogitore Resources Inc. advised the Company that it is withdrawing from the Long Lake project in Newfoundland. The Company is seeking new joint venture partners for this project.

7. DEFERRED OPTION PAYMENTS

Various option payments have been received by the Company from joint venture partners, in cash or in shares. The deferred option payments balances and the respective properties are as follows:

	September 30,	December 31,
	2008	2007
	<u>\$</u>	<u>\$</u>
Ecuador Projects	611,369	611,369
Long Lake, Newfoundland	-	10,000
Garland, Labrador	-	150,000
Bobby's Pond, Newfoundland	33,000	16,250
Aillik, Labrador	133,896	50,000
Dorchester, New Brunswick	-	26,587
Balance, end of period	<u>778,265</u>	<u>864,206</u>

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8. SHARE CAPITAL

Authorized

An unlimited number of common shares with no par value.

An unlimited number of first preferred and second preferred shares with no par value.

Issued and outstanding

	September 30, 2008		December 31, 2007	
	Number of Shares	\$	Number of Shares	\$
Common shares	74,797,178	21,851,528	56,972,419	19,194,986

Common shares issued during the period were as follows:

	For the three months ended September 30, 2008		For the nine months ended September 30, 2008	
	Number of common shares	\$	Number of common shares	\$
Balance, beginning of period	74,797,178	21,858,242	56,972,419	19,194,986
Private placement - non flow-through shares	-	-	17,249,570	4,208,951
Mineral property acquisitions	-	-	570,189	267,293
Stock options exercised	-	-	5,000	1,500
Fair value of stock options exercised	-	-	-	2,010
Fair value of warrants	-	-	-	(1,503,676)
Share issuance costs	-	(6,714)	-	(319,536)
Balance, end of period	74,797,178	21,851,528	74,797,178	21,851,528

On February 29, 2008, the Company completed a private placement with Newmont Mining Corporation of Canada Limited ("Newmont") for total proceeds of US\$1,000,000. The financing

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8. SHARE CAPITAL (Continued)

consisted of a non-brokered private placement of 1,204,840 units. Each unit was priced at \$0.83 per unit and consisted of one common share and one share purchase warrant entitling the holder to purchase one additional common share at a price of \$1.00 for two years following the closing. Newmont purchased all the available units as part of a definitive Earn-in Joint Venture option agreement with respect to the formation of a regional exploration alliance to explore for gold in Southern Ecuador. The proceeds of the private placement will be used by the Company to fund the first phase of work under the alliance agreement. Each warrant was valued at \$0.27 using the Black-Scholes option pricing model.

On June 10, 2008, the Company completed a \$3,000,000 non-brokered private placement of 15,000,000 units at \$0.20 per unit. Each unit consisted of one common share and one non-transferable share purchase warrant exercisable at \$0.26 per share for a two year period following closing. The warrants are callable by the Company after the four month hold period after closing, if the volume weighted average price of the Company's shares for any consecutive 20 day period of trading is equal to or greater than \$0.47. A finders fee of 7% in units and 5% compensation warrants were paid. Each compensation warrant entitles the finder to purchase one unit for \$0.20 during a period of two years following closing. All shares, including any shares issued on exercise of warrants, are subject to a four month restriction on sale or transfer. Proceeds will be used to further advance the Company's exploration programs and working capital requirements. Each warrant was valued at \$0.07 using the Black-Scholes option pricing model.

Preferred shares

The first and second preferred shares which have been authorized may be issued in one or more series and the directors are authorized to fix the number of shares in each series and to determine the designation, rights, privileges, restrictions and conditions attached to the shares of each series. No first or second preferred shares have been issued.

Stock options

The Company has a stock option plan under which options to purchase common shares in the Company may be granted to directors, officers, key employees and consultants of the Company. Details of the activity of the stock option plan are as follows:

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8. SHARE CAPITAL (Continued)

Stock options

	For the three months ended September 30, 2008		For the nine months ended September 30, 2008	
	Number	Weighted- Average Exercise Price	Number	Weighted- Average Exercise Price
Balance, beginning of period	6,874,752	0.45	9,243,001	0.54
Issued during the period				
To employees, officers and directors	-	-	1,807,751	0.29
Forfeited or cancelled during the period	(175,000)	0.56	(4,346,000)	0.58
Exercised during the period	-	-	(5,000)	0.30
Balance, end of period	6,699,752	0.45	6,699,752	0.45
Exercisable, end of period	4,947,901	0.47	4,947,901	0.47

The following table summarizes information about stock options outstanding and exercisable at September 30, 2008.

Exercise Price Range \$	Total Options Outstanding			Total Exercisable Options		
	Number of Outstanding Options	Remaining Contractual Life	Weighted Average Strike Price \$	Number of Exercisable Options	Remaining Contractual Life	Weighted Average Strike Price \$
0.20 - 0.39	3,075,085	3.18	0.31	1,869,909	2.24	0.32
0.40 - 0.59	1,863,001	2.59	0.50	1,863,001	2.59	0.50
0.60 - 0.79	1,761,666	3.68	0.65	1,214,991	3.67	0.65
	6,699,752	3.15	0.45	4,947,901	2.72	0.47

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8. SHARE CAPITAL (Continued)

Warrants

Warrants have been issued by the Company in the course of issuing shares. Details on activity in respect to warrants issued and outstanding are as follows:

	For the three months ended September 30, 2008		
	Number	\$	Weighted- Average Price
			\$
Balance, beginning of period	23,853,320	2,440,876	0.43
Expired during the period	-	-	-
Granted in connection with private placements	-	-	-
Balance, end of period	23,853,320	2,440,876	0.43

	For the nine months ended September 30, 2008		
	Number	\$	Weighted- Average Price
			\$
Balance, beginning of period	10,232,500	2,030,950	0.80
Expired during the period	(4,375,000)	(1,093,750)	0.80
Granted in connection with private placements	17,995,820	1,503,676	0.31
Balance, end of period	23,853,320	2,440,876	0.43

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8. SHARE CAPITAL (Continued)

Contributed surplus

Contributed surplus consists of the following amounts:

	For the three months ended September 30, 2008	For the nine months ended September 30, 2008
	\$	\$
Balance, beginning of period	4,423,625	3,109,699
Fair value of options expensed as stock-based compensation	60,835	283,021
Fair value of warrants expired	-	1,093,750
Fair value of options exercised	-	(2,010)
Balance, end of period	4,484,460	4,484,460

9. RELATED PARTY TRANSACTIONS

The following represents a summary of transactions with parties under common influence and shareholders for the three months and nine months ended September 30, 2008 and September 30, 2007, and are recorded at the agreed upon amounts:

	Three months ended September 30, 2008			Three months ended September 30, 2007
	Expensed during the period	Capitalized in mineral properties	Total	
	\$	\$	\$	\$
Professional and administrative fees	59,970	1,350	61,320	85,594
Office and warehouse rent	-	-	-	14,126
	59,970	1,350	61,320	99,720

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9. RELATED PARTY TRANSACTIONS (Continued)

	Nine months ended September 30, 2008			Nine months ended September 30, 2007
	Expensed during the period	Capitalized in mineral properties	Total	
	\$	\$	\$	\$
Professional and administrative fees	213,680	2,470	216,150	346,092
Office and warehouse rent	18,837	-	18,837	42,381
	232,517	2,470	234,987	388,473

10. SUPPLEMENTAL CASH FLOW INFORMATION

	For the three months ended September 30, 2008	For the three months ended September 30, 2007
	\$	\$
Non-cash investing activities		
Forfeiture of deferred option payments	10,000	-
Non-cash financing activities		
Fair value of options exercised	-	73,077

CORNERSTONE CAPITAL RESOURCES INC.
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10. SUPPLEMENTAL CASH FLOW INFORMATION (Continued)

	For the nine months ended September 30, 2008	For the nine months ended September 30, 2007
	\$	\$
Non-cash operating activities		
Receipt of marketable securities in settlement of accounts receivable	(145,577)	(208,799)
Non-cash investing activities		
Acquisition of mineral properties for share consideration	(267,293)	(183,915)
Forfeiture of deferred option payments	144,422	73,775
	(122,871)	(110,140)
Non-cash financing activities		
Fair value of options exercised	2,010	189,988
Receipt of marketable securities as consideration for deferred option payments	50,646	59,303
	52,656	249,291