REDSTAR GOLD CORP.

FINANCIAL STATEMENTS

DECEMBER 31, 2005

NOTICE OF NO AUDITOR REVIEW

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

The Company's independent auditors have not performed a review of these financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of interim statements by an entity's auditors.

REDSTAR GOLD CORP.

BALANCE SHEETS

December 31, 2005

		December 31, 2005		March 31, 2005
		(Unaudited)		(Audited)
ASSETS				
CURRENT ASSETS				
Cash	$	3,680	$	372,817
Accounts receivable		1,688		3,304
Prepaid expenses and advances		7,428		13,288
		12,796		389,409
MINERAL PROPERTIES (Note 3)		2,047,892		1,539,605
EQUIPMENT (Note 4)		17,921		15,407
	$	2,078,609	$	1,944,421
LIABILITIES				
CURRENT LIABILITIES				
Accounts payable and accrued liabilities	$	77,864	$	41,863
Due to related parties (Note 6)		318,711		113,681
Loans Payable (Note 9)		123,699		-
		520,274		155,544
SHAREHOLDERS' EQUITY				
SHARE CAPITAL (Note 5)		7,146,045		7,084,270
OPTION COMPENSATION (Note 5(c))		308,553		265,262
SHARE PURCHASE WARRANTS (Note 5(a))		14,500		14,500
CONTRIBUTED SURPLUS (Note 5(c))		71,806		71,806
DEFICIT		(5,982,569)		(5,646,961)
		1,558,335		1,788,877
	$	2,078,609	$	1,944,421

NATURE OF OPERATIONS AND GOING-CONCERN (Note 1)
COMMITMENT (Note 10)
SUBSEQUENT EVENTS (Note 11)

APPROVED BY THE BOARD

"J. Patrick Nicol"
Director - J. Patrick Nicol

"Douglas A. Fulcher"
Director - Douglas A. Fulcher

See notes to financial statements.

REDSTAR GOLD CORP.

STATEMENTS OF OPERATIONS AND DEFICIT

For the Nine Months Ended December 31

(Unaudited – See Notice to Reader

	For the Three Months Ended December 31,		For the Nine Months ended December 31,	
	2005	2004	2005	2004
EXPENSES				
Stock-based compensation	$ -	$ 21,503	$ 43,290	$ 64,509
Business promotion	37,500	20,638	74,495	51,295
Management fees	4,500	19,150	13,500	59,450
Salaries and benefits	24,710	12,500	61,685	44,355
Professional fees	6,626	7,906	25,984	29,464
Rent	8,571	7,649	25,100	28,984
Investor relations	-	2,500	-	27,500
Office and miscellaneous	5,483	3,695	14,437	16,620
Regulatory fees	600	1,047	3,523	9,039
Consulting	5,000	-	34,500	-
Transfer agent	1,528	1,426	7,590	6,626
Telephone	686	1,331	3,820	3,787
Amortization	1,365	1,277	3,780	3,263
Interest expense	23,074	-	23,699	-
Less: Interest earned	(36)	(54)	(803)	(152)
Expense recoveries	-	(3,723)	(467)	(4,993)
	119,607	96,845	334,133	339,747
OTHER (INCOME) AND EXPENSES				
Option income	-	-	-	(83,247)
General exploration	-	-	1,475	2,500
NET LOSS FOR THE PERIOD	119,607	96,845	335,608	259,000
DEFICIT, BEGINNING OF PERIOD	5,862,962	5,264,534	5,646,961	5,102,379
DEFICIT, END OF PERIOD	$ 5,982,569	$ 5,361,379	$ 5,982,569	$ 5,361,379
LOSS PER SHARE	$ 0.00	$ 0.00	$ 0.01	$ 0.01

See notes to financial statements.

REDSTAR GOLD CORP.

STATEMENTS OF CASH FLOWS

For the Nine Months Ended December 31

(Unaudited – Prepared by Management)

	For the Three Months Ended December 31, 2005	For the Three Months Ended December 31, 2004	For the Nine Months Ended December 31 2005	For the Nine Months Ended December 31 2004
CASH PROVIDED BY (USED FOR):				
CASH USED IN OPERATING ACTIVITIES				
Loss for the period	$ (119,607)	$ (96,845)	$ (335,608)	$ (259,000)
Items not involving cash				
Amortization	1,365	1,277	3,780	3,263
Stock-based compensation	-	21,503	43,290	64,509
	(118,242)	(74,065)	(288,538)	(191,228)
Net change in non-cash working capital items				
Accounts receivable	2,006	8,351	1,617	30,405
Prepaid expenses	-	12,058	5,859	22,683
Advances to contractor	56,953	-	-	-
Accounts payable and accrued liabilities	10,316	13,710	(48,974)	(2,730)
Due to related parties	308,993	14,662	290,003	36,918
	378,268	(25,284)	248,505	(103,952)
CASH USED IN INVESTING ACTIVITIES				
Mineral property exploration and development expenditures	(213,623)	(6,784)	(268,705)	(30,270)
Mineral property acquisition costs	(92,478)	(5,000)	(203,328)	(125,312)
Equipment	-	(3,778)	(6,295)	(4,999)
	(306,101)	(15,562)	(478,328)	(160,581)
CASH PROVIDED BY FINANCING ACTIVITIES				
Issuance of share capital for cash	-	-	-	228,349
Issuance of share capital for property	5,525	-	5,525	-
Issuance of share capital for bonus	20,000	-	20,000	-
Loans payable	20,000	-	120,000	-
Accrued interest on loans payable	3,074	-	3,699	-
	48,599	-	149,224	228,349
INCREASE (DECREASE) IN CASH	2,524	(40,846)	(369,137)	(36,184)
CASH, BEGINNING OF PERIOD	1,156	50,879	372,817	46,217
CASH, END OF PERIOD	$ 3,680	10,033	$ 3,680	10,033

Supplemental disclosure with respect to cash flows (Note 9)

See notes to financial statements.

1. NATURE OF OPERATIONS AND GOING-CONCERN

The Company is an exploration stage company engaged principally in the acquisition, exploration and development of mineral properties. The recovery of the Company's investment in mineral properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development and the future proceeds from the disposition of those reserves.

These financial statements have been prepared on a going-concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary, should the Company be unable to continue as a going-concern.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with accounting policies generally accepted in Canada and reflect the following policies.

(a) Mineral properties

The Company capitalizes all costs related to investments in mineral property interests on a property-by-property basis. Such costs include mineral property acquisition costs and exploration and development expenditures, net of any recoveries. Costs are deferred until such time as the extent of mineralization has been determined and mineral property interests are either developed or the Company's mineral rights are allowed to lapse. All deferred mineral property expenditures are reviewed, on a property by property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount that may be estimated by quantifiable evidence of an economic geological resource or reserve, joint venture expenditure commitments or the Company’s assessment of its ability to sell the property for an amount exceeding the deferred costs, provision is made for the impairment in value.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs are depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

From time to time the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As the options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded. Option payments are recorded as property costs or recoveries when the payments are made or received.

(b) Equipment

Equipment is recorded at cost and is amortized using a declining-balance method, at an annual rate of 20% for office equipment and 30% for computer equipment.

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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Share capital

Share capital issued for non-monetary consideration is recorded at fair market value on the dates of issuance pursuant to the agreement to issue shares as determined by the Board of Directors of the Company based on the trading price of the shares on the TSX Venture Exchange.

The proceeds from shares issued under flow-through share financing agreements are credited to share capital and the tax benefits of the exploration expenditures incurred under these agreements are transferred to the purchaser of the shares. Costs incurred for the issue of shares are deducted from share capital.

(d) Loss per share

Loss per share is calculated using the weighted average number of shares outstanding during the year using the treasury stock method for calculating diluted earnings per share. However, diluted loss per share has not been presented as the exercise of options would reduce the calculated loss per share.

(e) Financial instruments

The carrying values of current assets and current liabilities approximate their fair values due to the relative short periods to maturity of these instruments. Management believes that the Company is not exposed to significant interest or credit risk.

(f) Use of estimates

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

(g) Stock-based compensation

Effective April 1, 2003, the Company adopted Canadian Institute of Chartered Accountants (“CICA”) Handbook Section 3870 “Stock-Based Compensation and Other Stock-Based Payments” for accounting for stock-based compensation expense. Under this standard, stock-based payments to non-employees and employee awards that are direct awards of stock, call for settlement in cash or other assets, or stock appreciation rights that call for settlement by issuance of equity instruments, granted on or after April 1, 2003, are accounted for using the fair value based method and are recorded as an expense in the period the stock-based payments are vested or the awards or rights are granted.

During 2003, the CICA released amendments to Section 3870 that require an expense to be recognized in the financial statements for all forms of employee stock-based compensation, including stock options, commencing on January 1, 2004. The Company has elected for the early adoption of the amendments during the fourth quarter of fiscal 2004. Prior to the adoption, no compensation expense was recognized when stock options were granted to directors and employees if the exercise price of the stock options granted were at market value. However, the effects of accounting for stock-based compensation to directors and employees as compensation expense, using the fair value

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Stock-based compensation (Continued)

based method, was disclosed as pro-forma information in the notes to the financial statements.

As a result of this change in accounting, the opening deficit was restated on a retroactive basis to show the effect of compensation expense associated with stock option grants to employees and directors in prior years of $134,649.

(h) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method of tax allocation, future income tax assets and liabilities are determined based on differences between the financial statement carrying values and their respective income tax basis (temporary differences). Future income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on future income tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets recognized is limited to the amount of the benefit that is likely to be realized.

3. MINERAL PROPERTIES

Expenditures made on mineral properties by the Company during the period were as follows:

2005	West Red Lake	Biron Bay	Newman Todd	Nevada Property	Atikokan Property	Total
Balance, March 31, 2005	$ 1,454,640	$ 38,163	$ -	$ 46,802	$ -	$1,539,605
Additions during period						
Acquisition costs	53,250			186,329		239,579
Exploration costs						
Assay	16,701			7,119		23,820
Consultants - geology	14,493			45,507		60,000
Contract labor	12,188			19,738		31,926
Drilling	101,630					101,630
Camp and exploration support	(36)			6,141		6,105
Land and tenure	1,638		2,624	1,789		6,051
Reports and maps				103		103
Travel and accommodation	9,915			24,320		34,235
Equipment rental	4,838					4,838
	161,367		2,624	104,717		268,708
Less: Mineral properties written off						

Balance at end of period	1,669,257	38,163	2,624	337,848	-	2,047,892

3. MINERAL PROPERTIES (continued)

In 2004, the West Red Lake and Biron Bay properties were included as a single property under West Red Lake. In 2005, these two properties have been separated.

(a) West Red Lake Properties, Red Lake District, Ontario

The Company signed a letter option agreement (as amended), to acquire a 51% interest in 51 mineral claims located in the Red Lake District of Ontario. To exercise the option the Company must make, in stages, further cash payments of $200,000, issue a further 250,000 common shares and issue additional shares with a market value of $75,000 to the optionor and incur $1,100,000 in exploration expenditures on the property as follows (pursuant to the amended agreement as detailed below):

(i) Shares and cash payments

- 125,000 common shares and $15,000 upon regulatory approval (issued and paid)
- 125,000 common shares and $35,000 on or before May 6, 2003 (issued and paid)
- 125,000 common shares and $35,000 on or before May 6, 2004 (issued and paid)
- 125,000 common shares and $50,000 on or before May 6, 2005
- 150,000 common shares on a previously amended agreement (issued)

During the year ended March 31, 2005, an amended agreement revised the additional shares and cash payments as follows:

- 250,000 common shares (issued subsequent to year-end) and $25,000 upon regulatory approval ($16,000 paid and $9,000 paid subsequent to year-end)
- Common shares with a value of $25,000 and $25,000 cash on or before February 28, 2006
- Common shares with a value of $25,000 and $50,000 cash on or before February 28, 2007
- Common shares with a value of $25,000 and $100,000 cash on or before February 28, 2008.

(ii) Work expenditures

- $450,000 on or before May 6, 2003 (expended in 2003)
- $600,000 on or before May 6, 2004 (expended in 2004)
- $650,000 on or before May 6, 2005 (of which approximately $400,000 had been expended in 2005)
- $875,000 on or before May 6, 2006.

During the year ended March 31, 2005, an amended agreement revised the cumulative work expenditures as follows:

- $200,000 on or before February 28, 2007
- $500,000 in aggregate on or before February 28, 2008

- $1,100,000 in aggregate on or before February 28, 2009.

3. MINERAL PROPERTIES (continued)

In addition, under the old agreement, the Company was responsible for the cash payments applicable to the underlying agreements in respect of the claims as follows:

- $46,000 on or before September 1, 2002 (paid)
- $94,000 on or before September 1, 2003 (paid)
- $201,000 on or before September 1, 2004
- advance royalties of $40,000 per year thereafter.

(b) Biron Bay Properties, Red Lake District, Ontario

The Company signed a letter option agreement to acquire a 100% interest in 48 mineral claims located in Ball Township, Red Lake District of Ontario. To exercise the option the Company must make staged cash payments of $50,000 and issue 100,000 common shares to the optionor as follows:

- 50,000 common shares within 5 days of and $15,000 upon regulatory approval (issued and paid)
- 25,000 common shares (issued in 2004) and $25,000 on or before May 14, 2004
- 25,000 common shares (issued in 2005) and $10,000 on or before May 14, 2005
- 100,000 additional common shares if the mine is put into production.

The mineral claims are subject to a 1% net smelter royalty that may be purchased back for $1,000,000.

The Company has defaulted on some of the payments but is in the progress of negotiating a new agreement.

(c) Newman Todd Property, Red Lake District, Ontario

The Company signed an agreement to purchase a 100% interest in 13 freehold mineral claims located in the Red Lake District of Ontario. To acquire the interest the Company paid $25,000, issued 50,000 common shares at a deemed value of $10,000 and issued 100,000 share purchase warrants that have been assigned a fair value of $14,500. The vendor has retained a 1.5% net smelter return royalty if the gold price is less than or equal to US $400 per ounce, or 2% if greater than $400 per ounce. The property is also subject to an underlying 15% net profits interest.

The Company has granted an option on the Newman Todd Property to permit the optionee to acquire a 60% interest in the property by incurring up to US $750,000 in exploration expenditures and cash payments to the Company of up to US $215,000, in stages, to June 2, 2007. On exercise of the option the Company's interest in the property would be reduced to 18% under the area of influence terms of the West Red Lake Properties agreement. During the year ended March 31, 2005, the Company received option payments of $85,709 (US $65,000).

3. MINERAL PROPERTIES (continued)

The agreement was terminated during the year ended March 31, 2005 and $2,462 of deferred exploration costs were written off. The Company entered into a new option agreement to acquire a 100% interest in the Newman Todd Property. To exercise the option the Company must issue shares as follows:

- 100,000 common shares within 5 days of regulatory approval (March 18, 2005) (issued)
- 150,000 common shares on or before March 18, 2006
- 200,000 common shares on or before March 18, 2007
- 250,000 common shares on or before March 18, 2008.

The mineral claims are subject to a 1% net smelter royalty provided that the total net smelter royalties payable on any claims within the property do not exceed 2.75%.

(d) Nevada Exploration Partnership, Nevada

During the year ended March 31, 2005, the Company entered into a letter of agreement with AngloGold Ashanti North America Inc. ("AngloGold") for the exclusive right to acquire a copy of AngloGold's Great Basin database. In order to obtain this right, the Company must spend $2,000,000 on exploration expenses on Nevada properties ($28,498 spent as of March 31, 2005) and issue to AngloGold 100,000 common shares.

Once the Company has spent $750,000 on exploration expenses, AngloGold has a one-time right to earn a 60% interest in that property by spending $1,000,000 in exploration expenses within three years after electing to back-in.

The agreement expires in July 2006 but can be renewed on a yearly basis with the consent of both parties. When it is renewed, the Company will issue 100,000 shares to AngloGold for each year that it is renewed.

(e) Pine Nut Property, Nevada

The Company owns 53 mineral claims (approximately 1000 acres) and have been granted an option on six parcels of prospective land (approximately 40 acres) located in Douglas county, Nevada, for a five-year period. During that period the company has the choice of either purchasing the property outright (subject to a 1-per-cent net smelter royalty) or leasing the property for a 10-year renewable term (subject to a 2-per-cent net smelter royalty). For the right to explore, the Company must pay $6,200 US and issue 29,550 shares in year one (issued), $5,700 US and shares having a value of $2,300 (U.S.) at the time of issuance in year two, and $4,500 US in years three, four and five. To purchase the property, the company must pay $150,000 US (subject to an inflation adjustment) and grant a 1-per-cent NSR. To lease the property, the company must make minimum advance royalty payments of $10,000 (U.S.) per year and grant a 2-per-cent NSR.

(f) Dry Gulch Property, Nevada

The Company owns 210 mineral claims known as the Dry Gulch project near Elko, Nevada. The mineral claims are subject to annual State rental payments of $125 per claim ($26,250).

3. MINERAL PROPERTIES (continued)

(g) Atikokan Property, Thunder Bay, Ontario

During the year ended March 31, 2005, the Company signed a letter of agreement to acquire a 100% interest in 11 mineral claims located in the Thunder Bay Mining Division of Ontario. To exercise the option the Company must make, in stages, cash payments of $220,000 and issue 350,000 common shares to the optionor and incur $875,000 in exploration expenditures on the properties as follows:

(i) Shares and cash payments

- 75,000 common shares and $15,000 upon regulatory approval (issued and paid)
- 60,000 common shares and $25,000 on or before April 30, 2005
- 60,000 common shares and $30,000 on or before April 30, 2006
- 55,000 common shares and $50,000 on or before April 30, 2007
- 100,000 common shares and $100,000 on or before April 30, 2008.

(ii) Cumulative work expenditures

- $450,000 on or before April 30, 2005
- $600,000 on or before April 30, 2006
- $650,000 on or before April 30, 2007
- $875,000 on or before April 30, 2008.

The mineral claims are subject to a 3% net smelter return royalty, 2% of which may be purchased for $1,000,000 per percentage point.

The Company has abandoned this investment and all related acquisition and exploration expenditures have been written off.

(h) Sobel Lake, Red Lake District, Ontario

The Company has entered into an agreement dated October 2, 2002 to acquire a 100% interest in 4 mineral claims located in the Red Lake District of Ontario as follows:

(i) Cash payments totaling $37,500 to be paid in stages to January 27, 2006 ($2,500 paid at a deemed value of $2,400).
(ii) The issue of up to 175,000,000 common shares in stages to January 27, 2006 (15,000 shares issued at a deemed value of $2,400).
(iii) To incur exploration expenditures of up to $300,000 in stages on or before January 27,2006.

The optionors have retained a 1.5% net smelter return royalty that the Company may purchase up to 1% thereof for $1,000,000.

3. MINERAL PROPERTIES (continued)

The Company has signed a letter of intent to enter into an option, subject to regulatory approval, to acquire a 100% interest in an additional 4 contiguous mineral claims. Under the terms of the agreement the Company would pay, in stages within 4 years, up to $56,000 ($6,000 paid) and issue up to 395,000 common shares. The optionors have retained a 1.5% net smelter return royalty of which 1% may be purchased for $1,000,000.

As at March 31, 2004, the Company abandoned its interest in the options and $10,900 in acquisition costs has been written off.

4. EQUIPMENT

Equipment is comprised of office furniture and computer equipment and is recorded at cost net of accumulated amortization of $22,038 at September 30, 2005.

5. SHARE CAPITAL

Authorized:
100,000,000 common shares without par value

Issued:	Number of Shares	Amount
Balance at March 31, 2005	26,541,221	$ 7,084,270
Issuance of shares for bonus	200,000	20,000
Mineral properties	305,250	41,775
Balance at December 31, 2005	27,046,471	7,146,045

5. SHARE CAPITAL (continued)

(a) Share purchase warrants

The Company has outstanding share purchase warrants, which entitle the holders to purchase common shares as follows:

Number of shares **2005**	Number of shares **2004**	Exercise Price	Expiry Date
1,767,700	-	$0.15	July 28, 2005
3,260,000	-	$ 0.25 and $ 0.30	February 23, 2007
-	2,972,500	$0.15	June 6, 2004
-	2,553,000	$0.23	June 6, 2003/2004
-	1,577,500	$0.18	June 6, 2004
-	400,000	$0.23	July 4, 2003/2004
-	100,000	$0.18	July 4, 2004
-	493,913	$0.20	July 15, 2004
-	713,000	$0.25	October 22, 2003/2004
-	55,000	$0.20	October 22, 2004
-	(i) 100,000	$0.30	September 16, 2004
-	4,219,000	$0.18	June 7, 2004
5,027,700	13,184,912		

(i)Share purchase warrants issued as consideration for mineral property interests (Note 3(c)) were assigned a fair value of $14,500 based on the Black-Scholes options pricing model.

5. SHARE CAPITAL (continued)

(b) Stock options

As at December 31, 2005 the Company had stock options outstanding to directors, employees and consultants for the purchase of up to 3,622,500 common shares exercisable as follows:

Number of Shares	Exercise Price	Expiry Date
130,000	$ 0.20	June 12, 2007
680,000	$ 0.12	April 4, 2008
712,500	$ 0.18	September 11, 2008
1,500,000	$ 0.10	October 1, 2009
600,000	$ 0.20	February 25, 2010
3,622,500		

A summary of the status of the Company's stock options as at December 31, 2005 and 2004 and changes during the years then ended are as follows:

	2005		2004	
	2005 Shares	Weighted Average Exercise Price	2004 Shares	Weighted Average Exercise Price
Outstanding at beginning of year	1,663,334	$ 0.19	1,046,001	$ 0.20
Granted	2,100,000	0.13	1,550,000	0.15
Exercised	0	0.00	(671,834)	0.20
Cancelled / expired / forfeited	(140,834)	0.20	(260,833)	0.20
Outstanding at end of period	3,622,500	$ 0.15	1,663,334	$ 0.19

(c) Stock-based compensation

The fair value of stock options used to calculate compensation expense is estimated using the Black-Scholes options pricing model with the following weighted average assumptions at December 31, 2005 and 2004:

	2005	**2004**
Risk-free interest rate	2.88%	3.96%
Expected dividend yield	-	-
Expected stock price volatility	193.54%	115%
Expected option life in years	5	3 to 5

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

6. RELATED PARTY TRANSACTIONS

(a) The Company conducts the majority of its exploration activities through an exploration services contractor in which a director is a principal. The Company paid that contractor $341,154 (2004 - $90,392) for exploration costs and $126,230 (2004 - $140,262) to reimburse office and administrative costs. As at December 31, 2005, the Company owed that contractor $294,646.

(b) Management fees of $13,500 (2004 - $21,500) and $22,513 (2004 - $22,552) for rental of shared office premises was paid to a company in which a director is a principal. As at December 31, 2005, the Company owed that company $21,918.

(c) As at December 31, 2005, the Company owed $2,146 to a company with two directors in common.

7. INCOME TAXES

The Company has accumulated losses for tax purposes of approximately $1,372,000 that expire as follows:

2006	$	150,000
2007		189,000
2008		290,000
2009		113,000
2010		200,000
2011		252,000
2015		178,000
	$	1,372,000

Future income tax assets and liabilities are recognized for temporary differences between the carrying amount of the balance sheet items and their corresponding tax values as well as for the benefit of losses available to be carried forward to future years for tax purposes that are likely to be realized.

		2005		2004
Income tax benefit computed at Canadian statutory rates	$	63,582	$	89,598
Temporary differences not recognized in year		(130,042)		(75,905)
Unrecognized tax losses		66,461		(13,693)
	$	-	$	-

7. INCOME TAXES (Continued)

Significant components of the Company's future tax assets and liabilities, after applying enacted corporate income tax rates of 35.62%, are as follows:

	2005	2004
Future income tax assets		
Temporary differences in assets	$ 412,403	$ 366,907
Net tax losses carried forward	488,630	444,969
	901,033	811,876
Valuation allowance for future income tax assets	(901,033)	(811,876)
Net future income tax assets	-	-
Future income tax liabilities	-	-
Future income tax assets, net	$ -	$ -

8. SEGMENTED INFORMATION

The Company has one operating segment, mineral exploration and development. All of the Company's assets are located in Canada and the United States of America.

9. LOANS PAYABLE

On September 12, 2005 the Company negotiated a private loan for the amount of $100,000. The terms of the loan agreement are for a period of one year bearing an interest rate of 12% per annum compounded monthly. The Company has also agreed to pay the lender 200,000 shares at a deemed price of $0.10 per share as consideration of the loan. Subsequent to December 31, 2005, this loan has been repaid in full including accrued interest.

During the period ending December 31, 2005, the Company was advanced $20,000 from a related company which has a director in common.

10. COMMITMENT

During 2003, the Company entered into a lease agreement for the rental of office premises for a six-year period ending October 31, 2009. The cost of the entire premises is shared primarily between the Company and two companies related by a common director. The Company's proportionate share of minimum annual rental payments under this arrangement is approximately $33,000.

11. SUBSEQUENT EVENTS

(a) On January 3, 2006 the Company granted director and employee incentive stock options to purchase up to 905,000 common shares at a price of $0.18 for a period of five years.

11. SUBSEQUENT EVENTS (continued)

(b) On January 9, 2006 the Company arranged a non-brokered private placement to raise gross proceeds of $625,500. The Company issued 4,170,000 units at a price of $0.15 per unit. Each unit consists of one common share and one-half share purchase warrant. Each whole warrant is exercisable into one common share at a price of $0.25 for a period of one year. If the closing price of the Company's shares exceeds $0.30 for 10 consecutive trading days, the share purchase warrants must be exercised within 30 days of notice thereof from the Company, or they will expire.

(c) On January 24, 2006 the Company optioned its Dry Gulch Property in Nevada to Strategic Merchant Bancorp Ltd. giving Strategic the right to earn up to 70% of the Dry Gulch project. To acquire a 60% interest in the Dry Gulch project, Strategic must pay $90,000 in cash, issue 450,000 shares and make expenditures of $2,000,000 over four years. Strategic must spend an additional $1,000,000 to earn an additional 10% interest. Redstar will remain as operator during the life of this option agreement.

(d) On January 30, 2006 the Company optioned its Pine Nut Property in Nevada to Strategic Merchant Bancorp Ltd. giving Strategic the right to earn up to 70% of the Pine Nut project. To acquire a 60% interest in the Pine Nut project, Strategic must pay $90,000 in cash, issue 450,000 shares and make expenditures of $2,000,000 over four years. Strategic must spend an additional $1,000,000 to earn an additional 10% interest. Redstar will remain as operator during the life of this option agreement.

(e) On February 14, 2006 the Company optioned its North Bullfrog Property in Nevada to Strategic Merchant Bancorp Ltd. giving Strategic the right to earn 65% of the North Bullfrog project. To acquire a 65% interest in the North Bullfrog project, Strategic must pay $125,000 in cash, issue 500,000 shares and make expenditures of $2,800,000 over four years. Redstar will remain as operator during the life of this option.

(f) On February 9, 2006 the Company obtained regulatory approval to settle $300,000 outstanding debt by issuing 2,000,000 common shares and 200,000 share purchase warrants to two creditors of the Company. The exercise price of the warrants is $0.25 for a one year period. If the closing price of the Company's shares exceeds $0.30 for 10 consecutive trading days, the warrants must be exercised within 30 days of notice thereof from the Company, or they will expire.

REDSTAR GOLD CORP.

Management's Discussion & Analysis

FORM 51-102F1

For the Period Ending
December 31, 2005

The following management discussion and analysis of the financial position of Redstar Gold Corp. ("Redstar" or the "Company") and results of operations of the Company should be read in conjunction with the unaudited and audited financial statements including the notes thereto for the periods ending December 31, 2005 and March 31, 2005, respectively.

The accompanying audited financial statements and related notes are presented in accordance with Canadian generally accepted accounting principles. These statements, together with the following management's discussion and analysis dated February 28, 2006 ("Report Date"), are intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as forward-looking statements relating to the potential future performance. The information in the MD&A may contain forward-looking statements. These statements are subject to known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those implied by the forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks as set forth below.

Additional information relating to the Company may be found on SEDAR at *www.sedar.com*.

Overall Performance

The Company is a junior mining and exploration organization engaged in the exploration and subsequent development of prospective mineral targets in Nevada, USA and in the Red Lake region of northwestern Ontario. For the period ending December 31, 2005, the Company issued 3.0 million units at a price of 17.5 cents per unit to raise gross proceeds of $525,000. The funds from the private placement financing will be primarily used for the Company's Nevada properties and for working capital. The Company also negotiated a private loan for the amount $100,000. The terms of the loan agreement are for a period of one year bearing an interest rate of 12% per annum. The Company has also agreed to pay the lender 200,000 shares at a deemed price of $0.10 per share as consideration of the loan. The 200,000 shares pursuant to the loan were issued subsequent to the period. Subsequent to the period ending December 31, 2005, the Company also issued 4,170,000 units at a price of $0.15 per unit to raise gross proceeds of $600,000. The funds will be used for additional mineral property exploration in Red Lake and acquisitions in Nevada.

Administrative expenses during the first nine months of the fiscal year decreased approximately 1.6% to 334,133 ($339,747 in 2004). Most of the decrease resulted from lower management fees and stock based compensation costs. Management fees have been reduced to $13,500 from $59,450 over the same period as the Company has taken more direct control of its activities in Nevada and Red Lake. Stock based compensation, a non-cash charge, decreased to $43,290 in the period ($64,509 in 2004). Capitalized exploration costs for the period on all of the Company's properties increased to $268,708, with $104,717 spent on the Nevada properties and $161,367 spent on the Red Lake properties.

Summary of Quarterly Results

	Income (Loss) before discontinued operations $	Net Income (Loss) per share $	Revenue $
December 31, 2005	(119,607)	0.00	-
September 30, 2005	(110,584)	0.00	-

June 30, 2005	(105,417)	0.00	-
March 31, 2005	(353,877)	(0.01)	-
December 31, 2004	(96,845)	0.00	-
September 30, 2004	(58,352)	0.00	51,864*
June 30, 2004	(82,300)	(0.01)	31,383*
March 31, 2004	(188,651)	(0.01)	-

*Option income.

Fluctuations in the Company's expenditures reflect the seasonal variations of exploration and the ability of the Company to raise capital for its projects. For example in June 2005, the Company completed a staking and regional program in Nevada, which in turn, raised costs associated with promotion, travel, and general expenses. The loss in the quarter ending March 31, 2004 and March 31, 2005 is significantly higher due to stock-based compensation expense associated with the exercise of 671,834 options and mineral properties that have been written off. In fiscal 2004, the Company's Sobel Lake properties were written off and in fiscal 2005, the Atikokan properties were written off.

Results of Operations

Pine Nut Property, Nevada USA

The Company announced the acquisition of the Pine Nut project in the Walker Lane Belt of north western Nevada in July. The project represents the first property acquisition made as a result of an exploration partnership between the Company and AngloGold Ashanti North America Inc. (AngloGold Ashanti).

The Pine Nut property covers a large, under explored, epithermal gold system. Surface mapping has identified multiple gold bearing quartz veins within a zone that has been traced over an area approximately 3000 meters north-south by 300 meters east-west. Quartz stringer zones up to 30 meters wide have been mapped with individual veins up to 3.0 meters wide. Previous, wide spaced reverse circulation drilling, intersected gold values up to 11.5 g/t over 1.52 meters within quartz veins. Surface sampling identified numerous gold values over 10 g/t with the best value being 37.7g/t over 3.0 meters.

The primary target at Pine Nut is high grade gold bearing quartz veins similar to the Midas (+5,000,000 ounces) or Bullfrog (+3,000,000 ounces) deposits. Redstar believes there is significant potential to develop numerous high grade ore shoots within the Pine Nut epithermal system. A program of detailed surface sampling, structural mapping and diamond drilling is planned. The quality of the AngloGold Ashanti database will allow the Company to progress to the drill ready stage very quickly.

Dry Gulch Property, Nevada USA

The Dry Gulch project was acquired through staking in early October 2005. The property is located six miles southeast of the northern Carlin trend deposits (e.g., Carlin and West Leeville deposit areas hosting greater than 9.7 million ounces of gold production and reserves) and six miles northeast of the Gold Quarry deposit area hosting greater than 15 million ounces gold production and reserves. The property is located at the junction of important ore controlling structures that can be traced back to the northern Carlin deposits and the Gold Quarry deposits. The project covers an uplifted structural block containing thinly-bedded, carbonaceous silty limestones similar to units that host the productive gold systems of the Carlin trend. The project is also surrounded by intrusive rocks of Late Eocene age, known to be the drivers to the gold systems along the Carlin trend. The position of the project with respect to these igneous centers is also considered favourable.

The Dry Gulch property acquisition is based the following criteria:

1. the location within the Carlin Trend and the proximity to over 24 million ounces of gold;
2. a new structural interpretation based on published data and proprietary geophysical data;
3. new geological mapping of the Dry Gulch area; and
4. the ability to acquire a significant land position in the area

Newman Todd Property, Red Lake

In September, the Company announced small four hole drill program to validate the new structural interpretation and follow-up on the high-grade results obtained from the previous drilling on the Newman Todd property.

All four holes drilled by Redstar intersected wide zones of breccia with anomalous to high-grade gold mineralization. Results from the first three holes were released October 26 and were highlighted by 3.05 feet grading 2.0 opt gold (69.02 g/t over 1.0 meters) within a 9.14 foot zone grading 0.73 opt gold (24.89 g/t over 3.0 meters) (hole NT-031). The fourth hole, NT-032, was drilled 75 meters south of NT-031 and confirmed the presence of wide spread gold mineralization associated with breccia zones. This hole bottomed in 25 meters of breccia with highly anomalous gold values but stopped short of the main structure intersected in hole NT-031. NT-031 intersected 117 meters of breccia with highly anomalous gold values (identical to the breccia intersected in NT-32) before intersecting the one meter section of 69.02 g/t gold at a vertical depth of 180 meters. NT-032 was only drilled to a vertical depth of 115 meters. Redstar's technical team believes if this hole was extended it would intersect the high-grade zone from hole NT-031

Subsequent to the period ending December 31, 2005, the Company has planned a seven hole diamond drill program on the Newman Todd property. A total of 2,000 metres of drilling is planned and will explore the high grade gold intercepted in the 2005 drill program (69.02 g/t over 1.0 metres within a wider zone of 24.89 g/t over 3.0 metres). A new interpretation by Redstar's technical team indicates the presence of multiple, steeply dipping gold zones within an extensive breccia unit. A re-examination of historic data indicates the breccia zone can be traced along strike for at least 2.0 kilometres.

Liquidity

The financial statements are prepared on a 'going concern' basis, which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. As at September 30, 2005, the Company had a working capital deficiency of $507,478 and an accumulated deficit of $5,982,569. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise additional funds or the attainment of profitable operations.

The Company also has the following share purchase warrants and incentive stock options as at the date hereof available for exercise:

Warrants

Number of Shares	Exercise Price	Expiry Date
3,260,000	$0.25 and $0.30	February 23, 2007
3,260,000		

Options

Number of Shares	Exercise Price	Expiry Date
130,000	$0.20	June 12, 2007
680,000	$0.12	April 4, 2008
712,500	$0.18	September 11, 2008
1,500,000	$0.10	October 1, 2009
600,000	$0.20	February 25, 2010
3,622,500		

The Company has no long-term liabilities. Outstanding obligations include rent of an office premise, which is in the second year of a six-year lease.

Capital Resources

The Company's primary capital assets are mineral property assets. The company capitalizes all costs related to the mineral properties until the properties are abandoned and written-off.

All of the Company's mineral property agreements are non-binding.

Red Lake Properties

Subject to regulatory approval, the Company renegotiated their letter option agreement to acquire a 51% interest in 51 mineral claims located in the Red Lake District of Ontario. To exercise the option the Company must make, in stages, cash payments of $200,000, issue 250,000 common shares, and issue $75,000 of common shares at market value to the optionor and incur $1,100,000 in exploration expenditures on the property as follows:

(i) Shares and cash payments

- 250,000 common shares on regulatory approval and $25,000 on or before February 28, 2005
- $25,000 worth common shares at market value and $25,000 on or before February 28, 2006
- $25,000 worth common shares at market value and $50,000 on or before February 28, 2007
- $25,000 worth common shares at market value and $100,000 on or before February 28, 2008

(ii) Work expenditures

- $200,000 on or before February 28, 2007
- $500,000 (aggregate) on or before February 28, 2008
- $1,100,000 (aggregate) on or before February 28, 2009

An additional 9% interest can be earned by incurring $3,000,000 in exploration expenditures on the property on or before February 28, 2013.

Certain of the mineral claims are subject to a 2% net smelter return royalty.

Biron Bay Property

The Company signed a letter option agreement to acquire a 100% interest in 48 mineral claims located in Ball Township, Red Lake District of Ontario. To exercise the option the Company must make staged cash payments of $50,000 and issue 100,000 common shares to the optionor as follows:

- 50,000 common shares within 5 days of and $15,000 upon regulatory approval (issued and paid)
- 25,000 common shares (issued in 2004) and $25,000 on or before May 14, 2004
- 25,000 common shares (issued in 2005) and $10,000 on or before May 14, 2005
- 100,000 additional common shares if the mine is put into production.

The mineral claims are subject to a 1% net smelter royalty that may be purchased back for $1,000,000.

The Company has defaulted on some of the payments but is in the progress of negotiating a new agreement.

Newman Todd Property

The Company has signed a letter agreement with AngloGold Ashanti giving the Company the option to earn a 100% interest in all of AngloGold Ashanti's Red Lake properties. The properties consist of 26-patented claims and 13 staked claims in the West Red Lake area of northern Ontario and include the Newman Todd property where previous work has outlined 3 zones of gold mineralization.

Under the terms of the agreement, Redstar will issue 700,000 shares to AngloGold Ashanti over a three-year period as well as a retained royalty. In addition Redstar will convey to AngloGold Ashanti $1,000,000 worth of shares if a mine is put into production within the property. An additional $1,000,000 worth of shares will be issued once production exceeds 250,000 ounces of gold.

Nevada Geological Database

The Company and AngloGold Ashanti North America Inc. ("AngloGold Ashanti") have signed a letter agreement outlining the terms of an exploration partnership to explore within Nevada. The terms are subject to the completion of a formal agreement.

The agreement will give the Company exclusive rights to the AngloGold Ashanti database for a period of 18 months in exchange for 100,000 shares of the Company. AngloGold Ashanti will retain a back-in right on any property interest Redstar acquires in Nevada. Once Redstar has spent a total of $750,000 on any particular project AngloGold Ashanti will have the one time right to back into the project for a 60% interest by spending $1,500,000 within three years. The agreement is renewable on both parties consent for additional one-year terms. Once Redstar has spent $2,000,000 on Nevada exploration they will acquire a full copy of the database and the agreement will be terminated.

Pine Nut Property

In July, the Company staked 53 mineral claims (approximately 1000 acres) and have been granted an option on six parcels of prospective land (approximately 40 acres) located in Douglas county, Nevada, for a five-year period. During that period the company has the choice of either purchasing the property outright (subject to a 1-per-cent net smelter royalty) or leasing the property for a 10-year renewable term (subject to a 2-per-cent net smelter royalty). For the right to explore, the Company must pay $6,200 US and issue 29,550 shares in year one (issued), $5,700 US and shares having a value of $2,300 (U.S.) at the time of issuance in year two, and $4,500 US in years three, four and five. To purchase the property, the company must pay $150,000 US (subject to an inflation adjustment) and grant a 1-per-cent NSR. To lease the property, the company must make minimum advance royalty payments of $10,000 (U.S.) per year and grant a 2-per-cent NSR.

Subsequent to the period ending December 31, 2005, the Company optioned its Pine Nut Property in Nevada to Strategic Merchant Bancorp Ltd. giving Strategic the right to earn up to 70% of the Pine Nut project. To acquire a 60% interest in the Pine Nut project, Strategic must pay $90,000 in cash, issue 450,000 shares and make expenditures of $2,000,000 over four years. Strategic must spend an additional $1,000,000 to earn an additional 10% interest. The Company will remain as operator during the life of this option agreement.

Dry Gulch Property

In October, the Company staked 210 mineral claims known as the Dry Gulch project. The Dry Gulch project is a large land package strategically located within the Carlin trend in central Nevada. Geophysics indicates favourable structures can be traced from known deposits to the project area and recent mapping has indicated the presence of favourable host rocks.

Subsequent to the period ending December 31, 2005, the Company optioned its Dry Gulch Property in Nevada to Strategic Merchant Bancorp Ltd. giving Strategic the right to earn up to 70% of the Dry Gulch project. To acquire a 60% interest in the Dry Gulch project, Strategic must pay $90,000 in cash, issue 450,000 shares and make expenditures of $2,000,000 over four years. Strategic must spend an additional $1,000,000 to earn an additional 10% interest. The Company will remain as operator during the life of this option agreement.

North Bullfrog Springs

Subsequent to the period ending December 31, 2005, the Company optioned its North Bullfrog Property in Nevada to Strategic Merchant Bancorp Ltd. giving Strategic the right to earn 65% of the North Bullfrog project. To acquire a 65% interest in the North Bullfrog project, Strategic must pay $125,000 in cash, issue 500,000 shares and make expenditures of $2,800,000 over four years. The Company will remain as operator during the life of this option.

Transactions with Related Parties

(a) The Company conducts the majority of its exploration activities through an exploration services contractor in which a director is a principal. The Company paid that contractor $341,154 (2004 - $90,392) for exploration costs and $126,230 (2004 - $140,262) to reimburse office and administrative costs. As at December 31, 2005, the Company owed that contractor $294,646.

(b) Management fees of $13,500 (2004 - $21,500) and $22,513 (2004 - $22,552) for rental of shared office premises was paid to a company in which a director is a principal. As at December 31, 2005, the Company owed that company $21,918.

(c) As at December 31, 2005, the Company owed $2,146 to a company with two directors in common.

Changes in Accounting Policies and Initial Adoption

Effective April 1, 2003, the Company adopted CICA 3870 "Stock-Based Compensation and Other Stock-Based Payments" for accounting for stock-based compensation expense. Under this standard, stock-based payments to non-employees and employee awards that are direct awards of stock, call for settlement in cash or other assets, or stock appreciation rights that call for settlement by issuance of equity instruments, granted on or after April 1, 2003, are accounted for using the fair value based method and are recorded as an expense in the period the stock-based payment are vested or the awards or rights are granted.

During 2003, the CICA released amendments to Section 3870, which require an expense to be recognized in the financial statements for all forms of employee stock-based compensation, including stock options, commencing on January 1, 2004. The Company has elected for the early adoption of the amendments during the fourth quarter of fiscal 2004. Prior to the adoption, no compensation expense was recognized when stock options were granted to directors and employees if the exercise price of the stock options granted were at market value. However, the effects of accounting for stock-based compensation to directors and employees as compensation expense, using the fair-value based method, was disclosed as pro-forma information in the notes to the financial statements.

Risks and Uncertainties

The Company's principal activity is mineral exploration and development. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, metal prices, political and economical.

Although the Company has taken steps to verify the 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 title may be affected by undetected defects.

The Company has no significant source of operating cash flow and no revenues from operations. None of the Company's mineral properties currently have reserves. The Company has limited financial resources. Substantial expenditures are required to be made by the Company to establish ore reserves.

The property interests owned by the Company, or in which it has an option to earn an interest are in the exploration stages only, are without known bodies of commercial mineralization and have no ongoing mining operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into producing mines. Exploration of the Company's mineral exploration may not result in any discoveries of commercial bodies of mineralization. If the Company's efforts do not result in any discovery of commercial mineralization, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company conducts its mineral exploration activities in compliance with applicable environmental protection legislation. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Subsequent Events

Other than the subsequent events already disclosed above the Company received regulatory approval to settle $300,000 outstanding debt by issuing 2,000,000 common shares and 200,000 share purchase warrants to two creditors of the Company. The exercise price of the warrants is $0.25 for a one year period. If the closing price of the Company's shares exceeds $0.30 for ten consecutive trading days, the warrants must be exercised within thirty days of notice thereof from the Company, or they will expire.

On Behalf of the Board,
REDSTAR GOLD CORP.

Scott Weekes,
President