3rd Quarter Report
2010

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")
For the quarter ended September 30, 2010

The following discussion and analysis is prepared by Management as of November 5, 2010 and should be read in conjunction with the unaudited consolidated financial statements for the period ended September 30, 2010, as well as the audited consolidated financial statements and annual MD&A for the year ended December 31, 2009 available on SEDAR at www.sedar.com. Shore Gold Inc. ("Shore", "SGF", or "the Company") prepares its financial statements in accordance with Canadian generally accepted accounting principles ("GAAP"). All amounts are reported in Canadian dollars unless otherwise indicated.

Overview

During the third quarter of 2010, the Company focused on advancing the Star – Orion South Diamond Project, situated in the Fort à la Corne forest of central Saskatchewan. This work is based on recently announced increases in diamond prices of approximately 11 to 19 percent (See SGF News Release June 8, 2010), a positive outlook for the diamond market in general and the recommendations contained in the combined pre-feasibility study and Mineral Reserve estimate ("Combined PFS") which was announced earlier in the year (See SGF News Release February 10, 2010). The Combined PFS includes the 100 percent Shore owned Star Diamond Project, as well as Star West and the Orion South Kimberlite, which fall within the adjacent Fort à la Corne Joint Venture ("FALC-JV"), of which Shore has a 63 percent (2009 – 60 percent) interest. The FALC-JV partners are Shore and Newmont Mining Corporation of Canada Limited ("Newmont") (37 percent) (2009 – 40 percent).

Star - Orion South Diamond Project

During the quarter, Shore exercised its right to purchase the three percent Net Profits Interest ("NPI") held by a third party (See SGF News Release August 9, 2010). Fifteen claims, three of which are directly associated with the Star Kimberlite, were originally staked by a third party in 1995. These were subsequently transferred to Shore in 1997 for a consideration of the grant of a three percent NPI, payable should a positive production decision be made and the property achieve commercial mineral production. Shore had the option to purchase the NPI any time prior to 90 days after a positive production decision on any of the claims, for $1.0 million. Based on the current economics of the Star – Orion South Diamond Project, the Company exercised its right prior to a production decision being made.

The Company was also pleased to announce it had reached an agreement with James Smith Cree Nation, Chakastaypasin Band of the Cree and Peter Chapman First Nation ("the Bands") to gather information on traditional aboriginal land use and traditional knowledge in the Fort à la Corne forest (See SGF News Release August 18, 2010). This

information will be used in preparation of Shore's Environmental Impact Statement ("EIS") for the Star – Orion South Diamond Project that will be submitted to federal and provincial authorities later this year and will form part of the Environmental Impact Assessment. The agreement with the Bands follows similar agreements reached earlier this year with four other aboriginal parties, namely Sturgeon Lake First Nation, Métis Nation – Saskatchewan Eastern Region II and Western Region II, and Red Earth Cree Nation.

Buffalo Hills Joint Venture Exploration Program

Exploration work on the Buffalo Hills property ("Buffalo Hills") during 2010 focused on a delineation drilling program which completed 13 drill holes for an aggregate of 1,510 metres on the K5, K6 and K91 kimberlites. All recovered drill core was transferred to Shore's core logging facility where they were subject to quantitative and qualitative geological analysis. The geological examination of the core has been completed and will be used in the development of three-dimensional geological models for the various kimberlites. Finalization of the geological models is expected to be completed during the fourth quarter of 2010.

The Company's interest in Buffalo Hills increased during 2010 due to Shore and Canterra Minerals Corporation ("Canterra") funding certain exploration expenditures up to April 30, 2010. Based on the Buffalo Hills Joint Venture Agreement and the level of spending incurred, each of Shore's and Canterra's interest increased to approximately 33 percent with EnCana Corporation holding the remaining interest. Canterra is the Operator of Buffalo Hills.

Financial Highlights

Selected financial information of the Company for the quarters ended September 30, 2010 and 2009 is summarized as follows:

	Three Months Ended September 30, 2010 $	Three Months Ended September 30, 2009 $	Nine Months Ended September 30, 2010 $	Nine Months Ended September 30, 2009 $
Revenues (millions)	-	-	0.1	0.1
Net and comprehensive loss (millions)	1.0	1.3	1.9	7.4
Net loss per share (1)	0.00	0.01	0.01	0.04
Total assets (millions)	267.8	245.7	267.8	245.7
Working capital (millions)	21.7	16.3	21.7	16.3

(1) Basic and diluted.

Results of Operations

For the quarter ended September 30, 2010, the Company recorded a net loss of $1.0 million or $0.00 per share compared to a net loss of $1.3 million or $0.01 per share for

the same period in 2009. The loss for the quarters ended September 30, 2010 and 2009 were primarily due to ongoing operating costs incurred by the Company exceeding interest revenue earned on cash and cash equivalents and short-term investments.

Revenues

The Company invested excess cash reserves in interest-bearing short-term deposits while ensuring funds were available to meet cash outflow requirements associated with the Company's mineral property projects and general corporate matters. For the quarter ended September 30, 2010 the Company reported interest and other revenue of $41 thousand as compared to $21 thousand for the quarter ended September 30, 2009. The $20 thousand increase in revenue from the quarter ended September 30, 2009 was from higher interest earned by the Company as a result of rising interest rates.

Expenses

Total operating costs for the quarter ended September 30, 2010 were $1.1 million compared to $1.4 million for the quarter ended September 30, 2009. This decrease was primarily due to consulting and professional fees paid to financial advisors in 2009.

Change in fair value of long-term investments

At September 30, 2010 the Company held investments (collectively, the "Notes") with a total par value of $14.3 million (2009 – $14.3 million). As there is currently no active market for these Notes, the fair value was determined by the Company using a discounted cash flow approach which considered available information regarding the credit risk attributable to the underlying assets, relevant market interest rates, and the expected amount and timing of principal and interest payments. Ultimately the amount recovered could be significantly different from the current carrying value of $8.7 million.

For each of the quarters ended September 30, 2010 and 2009, the fair value of the Company's Notes increased by $0.1 million.

Investing

Mineral property additions for the quarter ended September 30, 2010 totaled $5.3 million compared to $1.2 million for the quarter ended September 30, 2009. The additions represent approximately $2.7 million on the Star Diamond Project and $2.6 million on the FALC-JV. The main activities for the Star Diamond Project and the FALC-JV was work relating to the EIS as well as the desk-top engineering studies, data analysis and hydrogeological drilling required to advance the Star – Orion South Diamond Project.

Financing

No financing activities occurred during the three-month period ended September 30, 2010. The exercise of 0.3 million options during the quarter ended September 30, 2009 resulted in additional cash flow from financing activities of $0.1 million.

Year to Date

Results of Operations

For the nine-month period ended September 30, 2010, the Company recorded a net loss of $1.9 million or $0.01 per share compared to a net loss of $7.4 million or $0.04 per share for the same period in 2009. The loss during 2010 was primarily due to ongoing operating costs incurred by the Company exceeding interest revenue earned on cash and cash equivalents and short-term investments. Also contributing to the loss during the nine-month period ended September 30, 2010 was the $0.4 million write-down of mineral property expenditures incurred by the Company on certain of its mineral properties as well as the $0.9 million equity accounting loss on the Company's investment in Wescan Goldfields Inc. ("Wescan"). The net loss for the comparative period in 2009 was primarily due to the $6.3 million write-down of mineral property expenditures incurred by the Company on certain of its mineral properties.

Revenues

The Company invested excess cash reserves in interest bearing short-term deposits while ensuring funds would be available for cash outflow requirements associated with the Company's projects. For the nine-month periods ended September 30, 2010 and 2009 the Company reported interest and other revenue of $0.1 million.

Expenses

Total operating expenses for the nine-month period ended September 30, 2010 were $4.6 million compared to $4.2 million for the same period ended September 30, 2009. This $0.4 million increase is largely attributed to the fair value of stock-based compensation that was expensed during the nine-month period ended September 30, 2010 ($1.1 million) as compared to the same period in 2009 ($0.5 million). Once the effect of accounting for stock-based compensation is removed, the comparison between specific categories of expenses becomes more meaningful. The following discussion relating to expense variances removes the effect of stock-based compensation for comparative purposes. Total operating costs for the Company during the nine-month period ended September 30, 2010 decreased by $0.2 million to $3.5 million compared to $3.7 million for the nine-month period ended September 30, 2009. This decrease was primarily due to consulting and professional fees paid to financial advisors in 2009.

Investment in Wescan Goldfields Inc.

At September 30, 2010, Shore held 12,955,567 (2009 – 12,955,567) shares of Wescan, a publicly traded company on the TSX Venture exchange. The Company accounts for its 15.5 percent (2009 – 16.3 percent) investment in Wescan on an equity basis. The Company recognized its estimated share of Wescan losses of $0.9 million to the end of September 30, 2010 (2009 – $36 thousand).

Write-down of mineral properties

The Company applies undiscounted future cash flow methodologies as an initial step in assessing impairment. For the period ended September 30, 2010, independent reserve estimates for the Star Kimberlite and the Orion South Kimberlite were available to perform this initial step. Based on this analysis, the Company did not adjust the carrying value of these properties at September 30, 2010.

As a Mineral Resource estimate for the Orion South Kimberlite was completed during the quarter ending September 30, 2009, the Company was unable to perform the initial step in assessing impairment prior to this period. Given the existence of market related impairment indicators, prior to the completion of the Mineral Resource estimate the Company wrote down $6.1 million of expenditures that were incurred on this property during the nine-months ended September 30, 2009.

As there are currently no independent estimates of reserves or resources for any of the Company's other mineral properties, the Company was unable to apply undiscounted future cash flow methodologies as an initial step in assessing impairment. Using other indicators, the carrying value of the Company's other mineral properties at September 30, 2010 were written down to nil. Write-downs relating to these properties during the nine-month period ended September 30, 2010 were $0.4 million (2009 – $0.2 million).

Change in fair value of long-term investments

For the nine-month period ended September 30, 2010, the fair value of the Company's Notes increased by $0.4 million compared to a fair value reduction of $0.4 million for the nine-month period ended September 30, 2009. The fair value of the Company's Notes was determined using a discounted cash flow approach, since there is currently no active market for these Notes.

Income taxes

Income tax recoveries were $3.5 million for the nine-month period ended September 30, 2010 and $3.4 million for the same period in 2009. These recoveries were primarily due to the impact the renunciation of flow-through expenditures had on the Company's future income taxes (relating to the 2009 and 2008 flow-through financings respectively).

Investing

Additions to mineral properties totaled $13.6 million for the nine-month period ended September 30, 2010 (before $0.4 million in write-downs) compared to $8.9 million (before $6.3 million in write-downs) for the nine-month period ended September 30, 2009. The 2010 additions represented approximately $4.8 million on the Star Diamond Project, $8.4 million on the FALC-JV Project and $0.4 million on other properties. The main activities for the Star Diamond Project and the FALC-JV were the completion of the Combined PFS, work relating to the EIS as well as the desk-top engineering studies, data analysis and geotechnical and hydrogeological drilling required to advance the Star – Orion South Diamond Project.

Financing
No financing activities occurred during the nine-month period ended September 30, 2010. The exercise of 0.3 million options during the nine-month period ended September 30, 2009 resulted in additional cash flow from financing activities of $0.1 million.

Summary of Quarterly Results

	2010			2009				2008
	Qtr 3	Qtr 2	Qtr 1	Qtr 4	Qtr 3	Qtr 2	Qtr 1	Qtr 4
Revenues (1) ($millions)	**-**	-	0.1	-	-	-	0.1	0.2
Net income (loss) (2) ($millions)	**(1.0)**	(1.3)	0.4	(1.7)	(1.3)	(2.2)	(3.9)	(452.2)
Net income (loss)/share (3) ($)	**(0.00)**	(0.01)	0.00	(0.00)	(0.01)	(0.01)	(0.02)	(2.45)
Shares outstanding (4) (millions)	**224.5**	224.5	224.5	224.5	200.2	199.9	199.9	199.9

(1) *Revenues are primarily related to interest earned on the Company's cash and short-term investments. Interest payments received on the Notes since the 2009 restructuring have been included in the fair value calculation of the Notes and not included in revenue.*
(2) *The net losses during the second and third quarters of 2010 and the third and fourth quarters of 2009 were primarily related to ongoing operating costs incurred by the Company exceeding interest revenue earned. Net income during the first quarter of 2010 was due to the tax effect on the renouncement of flow-through expenditures relating to the October 2009 financing of 10.0 million flow-through shares. The net losses during the first and second quarters of 2009 and the fourth quarter of 2008 were primarily related to write-downs of certain mineral properties held by the Company.*
(3) *Basic and diluted.*
(4) *The Company completed a private placement financing on October 13, 2009 resulting in the issuance of 14.3 million common shares and 10.0 million flow-through shares. The 0.3 million change in the number of shares outstanding during the third quarter of 2009 was the result of option exercises.*

Related Party Transactions

During the three-month period ended September 30, 2010, Messrs. Kenneth E. MacNeill (President and Chief Executive Officer), Harvey J. Bay (Chief Financial Officer and Chief Operating Officer) and George H. Read (Senior Vice President of Exploration and Development), through their respective consulting companies, held management and consulting contracts with the Company. Messrs. MacNeill, Bay and Read's monthly contracted fees were $34 thousand (2009 – $30 thousand), $24 thousand (2009 – $23 thousand) and $19 thousand (2009 – $18 thousand), respectively.

During the nine-month period ended September 30, 2010, management and consulting fees of $0.8 million (2009 – $0.8 million) were paid to companies controlled by these officers. Of these fees, $0.3 million (2009 – $0.3 million) were included in administration expense; $0.4 million (2009 – $0.4 million) were included in consulting and professional fees expense and $0.1 million (2009 – $0.1 million) were capitalized as additions to mineral properties.

During the nine-month period ended September 30, 2010, the Company charged $28 thousand (2009 – $32 thousand) to Wescan for administration services and rent. Accounts receivable includes $31 thousand (2009 – $8 thousand) due from Wescan.

The above transactions were in the normal course of operations and are measured at an amount agreed to by the related parties.

Liquidity

The Company does not currently operate any producing properties and, as such, is dependent upon the issuance of new equity to finance its ongoing obligations and advance its properties. Until the Company's surplus cash is required to fund exploration or development activities it is invested in a variety of highly rated instruments. The Company expects its current capital resources will be sufficient to carry out its plans beyond 2010.

At September 30, 2010 the Company had $23.7 million in cash and cash equivalents and short-term investments. In addition, the Company held $14.3 million in long-term Notes ($8.7 million carrying value), the liquidity of which is limited. Since there is currently no active market for the remaining Notes, the timing and amount ultimately recovered by the Company may differ materially from this fair value estimate.

The Company has supplied $2.3 million (2009 – $2.3 million) of irrevocable standby letters of credit issued by a Canadian chartered bank, of which the majority are related to asset retirement obligations. The letters of credit are supported by the Company's restricted cash balance.

Capital Resources and Outstanding Share Data

As at September 30, 2010, the Company had working capital of $21.7 million as compared to $16.3 million at September 30, 2009. This does not include the Company's $14.3 million ($8.7 million carrying value) in Notes. The Company expects its current working capital will be sufficient to carry out its plans beyond 2010.

At September 30, 2010 the Company had 224,454,242 shares issued and outstanding compared to 200,154,242 at September 30, 2009. As at November 5, 2010, the Company's issued and outstanding shares remained unchanged from September 30, 2010. There are currently 10,950,000 options outstanding at a weighted average exercise price of $2.59 of which approximately 3.4 million are currently "in the money" and would add an additional $1.0 million to the Company's capital if exercised.

Financial Instruments

As at September 30, 2010, the fair value of all of the Company's financial instruments approximates their carrying value. Certain financial instruments are exposed to the following financial risks:

Credit risk

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company's credit risk primarily relates to its investments in Notes which were received in exchange for the Company's investment in ABCP.

At September 30, 2010, the Company held Notes with a par value of $14.3 million (carrying value of $8.7 million), as outlined in the Company's consolidated financial statements. The consolidated financial statements of the Company reflect management's best estimate of the fair value of these investments. The amount and timing of future cash flows received by the Company may differ materially from this estimate. Due to the nature of certain Notes which are not backed by traditional securitized assets (a significant component is comprised of collateral debt obligations), credit risk could potentially be significant. The maximum exposure to credit risk related to the Company's investments in these Notes at September 30, 2010 is represented by the carrying amount of $8.7 million.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach is to forecast future cash flows to ensure that it will have sufficient liquidity to meet its obligations when due. At September 30, 2010 the Company had working capital of $21.7 million. Management believes this working capital will be sufficient to meet financial obligations as they fall due.

Critical Accounting Estimates

Shore's consolidated financial statements are prepared in conformity with Canadian generally accepted accounting principles ("GAAP"). The Company's accounting policies are described in note 2 to the annual consolidated financial statements. Certain of these policies involve critical accounting estimates as they require management to make particularly subjective or complex judgments about matters that are inherently uncertain and because of the likelihood that materially different amounts could be reported under different conditions or using different assumptions. The uncertainties related to these areas could significantly impact the Company's results of operations, financial condition and cash flows.

A critical accounting estimate in determining the Company's financial results relates to the recoverability of the carried amounts of mineral properties. Management assesses carrying values of non-producing properties each time it issues financial statements. Where information and conditions suggest impairment, estimated future cash flows are calculated using estimated future prices, reserves and resources, weighted probable outcomes and operating, capital and reclamation costs on an undiscounted basis. If it is determined that the future cash flows are less than the carrying value, a write-down to the

estimated fair value is expensed for the period. Where no independent estimates of reserves or resources are available for which to estimate future net cash flows and where other conditions suggest impairment, carried costs are written down. As at September 30, 2010, the Company has obtained sufficient information on the Star (including Star West) and Orion South Kimberlites to estimate future cash flows. This information has been used in the Company's impairment assessment of its mineral properties at September 30, 2010.

Future Accounting Changes

International Financial Reporting Standards ("IFRS")

In February 2008, the Accounting Standards Board ("AcSB") confirmed that Canadian GAAP for publicly accountable enterprises will be converged with IFRS effective in calendar year 2011. The Company's first financial statements presented in accordance with IFRS will therefore be the three-month period ended March 31, 2011. Though IFRS uses a conceptual framework similar to Canadian GAAP, there are some significant differences on recognition, measurement and disclosure requirements. The International Accounting Standard Board ("IASB") has several projects currently underway to change standards; however, no significant changes are expected to be mandatory earlier than 2012.

As a result of this convergence, the Company developed a plan to convert its financial statements to IFRS. Regular reporting to the Company's Audit Committee on the status of the IFRS implementation project has been established to ensure proper oversight.

The Company's plan consists of several phases including:

Timing	Plan Phase
2008	**An initial scoping phase** which included the identification of key differences, important dates, development of milestones, and potential training issues;
2009	**Detailed evaluation phase** which included a detailed comparison of Canadian GAAP and IFRS in a priority sequence including policy alternatives and business process implications, information systems, internal controls over financial reporting, disclosure controls and procedures and compensation arrangements; and,
2010	**Implementation and review phase** which includes final policy selection (including an assessment regarding choices under IFRS-1, *First Time Adoption of International Financial Reporting Standards* and potential changes to IFRS in 2012 that may impact our policy selection) with the culmination of the necessary information systems and data required to prepare IFRS compliant financial statements and disclosures and any necessary adjustments to other business processes that may be impacted.

The initial scoping phase was completed by the Company in 2008. The Company identified the accounting related to the carrying value of the Company's mineral properties to be the area of the most significant potential difference. The carrying value of the Company's mineral properties may be impacted by several standards in IFRS,

including the treatment of exploration expenditures, past mineral property purchases and how potential impairments are analyzed. Other areas of less significance that will require adjustments relate to share-based payments, asset retirement obligations and property and equipment.

Throughout the detailed evaluation process management confirmed that the conversion to IFRS will have limited impact to its business processes, disclosure controls and controls over financial reporting. Certain of the Company's information systems have already been converted which will allow for the recognition, measurement and disclosure requirements of property and equipment in accordance with IFRS. Members of the conversion team have been provided training regarding IFRS to allow for a successful implementation. As well, the Company's external auditors have validated the areas that management perceives as most significant to the Company regarding the differences between Canadian GAAP and IFRS. Management has not yet completed its quantification of the effects of adopting IFRS, however the detailed evaluation phase has been substantially completed and final policy selections are being determined.

First Time Adoption

The Company has determined it will adopt the choices allowed under IFRS-1 that will have the least impact to the Company's current Canadian GAAP financial statements on areas of lesser significance. For example, the Company is planning to use historical cost under Canadian GAAP on transition for property and equipment instead of fair value, as allowed under IFRS-1.

Exploration and Evaluation Assets

Currently, Canadian GAAP and IFRS both allow a Company to establish an accounting policy that either capitalizes or expenses exploration and evaluation expenditures incurred. The Company has decided that it will retroactively change its policy on the date of transition from capitalizing to expensing exploration and evaluation expenditures. This change in policy from capitalizing to expensing excludes expenditures incurred when identifiable exploration and evaluation assets are acquired or when expenditures are incurred once the existence of a commercially viable mineral deposit has been established. In these instances, expenditures will continue to be capitalized.

The Company, in consultation with its auditors, has determined that a transaction which occurred in 2005 should be accounted for under IFRS as a purchase of an identifiable exploration and evaluation asset as it was under Canadian GAAP. However, the income tax effect on this transaction is treated differently as IFRS does not allow for the recognition of deferred taxes on a purchase of an asset. As a result, mineral properties will have a lower carrying value under IFRS when compared to Canadian GAAP. Per the Company's proposed accounting policy for capitalizing and expensing exploration and evaluation assets, the purchase of this asset will continue to be capitalized.

Impairment

The method of accounting for the 2005 transaction also has significant implications on the determination of impairments and potential future reversals of such impairments. IFRS-6, *Exploration for and Evaluation of Mineral Resources*, requires entities to assess any exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of the assets may exceed their recoverable amount.

IFRS-6 includes examples of "facts and circumstances" that may indicate when impairment testing is required. Based on this guidance, management believes that the Company may not have been required to record impairments previously recognized under Canadian GAAP. As such, on transition, the Company expects the carrying value of mineral properties to increase compared to Canadian GAAP. The Company's auditors are currently reviewing management's assessment regarding the carrying value of mineral properties for the purposes of transitioning to IFRS.

The IASB is also reviewing how exploration and evaluation expenditures are to be treated. Though the full extent of the changes is not yet known, the Company will continue to monitor how these changes may impact future accounting policies.

Asset Retirement Obligations

The Company's asset retirement obligations ("ARO") consist of reclamation costs predominately relating to exploration drill pads and related access roads on the Company's mineral properties. Under Canadian GAAP, an ARO liability is based on the estimated future expenditures expected to be incurred and existing ARO liabilities are not re-measured using current discount rates. Under IFRS, the ARO liability is measured as the best estimate of the expenditure to be incurred and, where the effect of the time value of money is material, is present valued using current discount rates at each reporting date. The Company believes that any differences at transition will not have a significant impact to the Company's financial statements.

Share-based Payments

An analysis of the effects to share-based payments has also been performed, which indicates that adoption will not have a significant impact as IFRS and Canadian GAAP are largely converged with only a few differences. Canadian GAAP allows either accelerated or straight line method of amortization for the fair value of stock options under graded vesting. Currently, the Company is using the straight line amortization method. IFRS, conversely, allows only the accelerated method. Under IFRS, the estimate for forfeitures must be made when determining the number of equity instruments expected to vest and must be adjusted to actual by the vesting date, while under Canadian GAAP forfeitures can be recognized as they occur. Upon adoption of IFRS, the Company will change both the method of amortization, which would give rise to an accelerated compensation expense, and the method of forfeiture recognition. The Company does not intend to utilize the election in IFRS-1 to apply IFRS retrospectively to all equity

instruments granted and vested at the January 1, 2010 transition date. As a result, options that were granted and that vested prior to the transition date will not be retrospectively restated.

Presentation and Disclosure

The consolidated financial performance and financial position as presented in the Company's Canadian GAAP financial statements may be significantly different when presented in accordance with IFRS. In addition, the Company anticipates a significant increase in disclosure requirements under IFRS. During the third quarter, the Company made progress on drafting the financial statement presentation and note disclosures required for the conversion to IFRS.

Throughout the remainder of 2010, the Company plans to complete the drafting of financial statements and note disclosures required for the conversion to IFRS, finalize accounting policy and transition elections and prepare the opening balance sheet as of January 1, 2010.

Disclosure Controls and Procedures

The Company has disclosure controls and procedures in place to provide reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods, and to ensure that required information is gathered and communicated to the Company's management so that decisions can be made about timely disclosure of that information. In accordance with the requirements of *National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings*, the Company's management, under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining disclosure controls and procedures and have caused these to be designed to provide reasonable assurance that material information is made known to management, particularly during the period in which the interim filings are being prepared; and information required to be disclosed is recorded, processed, summarized and reported within the time periods specified in securities legislation.

There have been no significant changes in the Company's disclosure controls during the quarter ended September 30, 2010.

Internal Controls over Financial Reporting Procedures

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal controls over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. In accordance with the requirements of

National Instrument 52-109 Certification of Disclosure in Issuer's Annual and Interim Filings, the Company's management, under the supervision and with the participation of the Chief Executive Officer and the Chief Financial Officer, have designed the Company's internal controls over financial reporting as of the end of the period covered by the interim filings so that the internal controls over financial reporting provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP.

There have been no significant changes to internal controls over financial reporting during the quarter ended September 30, 2010 that could have materially affected or are reasonably likely to materially affect the Company's internal controls over financial reporting.

Outlook

As of November 5, 2010, the Company had approximately $22.1 million in cash and cash equivalents and short-term investments. The Company is focused on advancing the Star – Orion South Diamond Project based on the positive results of the Combined PFS. The updated modeled diamond prices obtained during the second quarter of 2010 will have a significant positive effect on the future economics of the Star – Orion South Diamond Project. These updated prices will enable a recalculation and optimization of the Star and Orion South open pits, resulting in a probable increase in mineral reserves. In addition, since the completion of the diamond revaluation, prices for rough diamonds have continued to rise. The positive outlook for the future of diamond prices and related improved economics of the Combined PFS support the Company's view that the Star and Orion South Kimberlites have the potential to be developed into a world class diamond mine.

The Company's cash and cash equivalents and short-term investments will be used to complete certain required exploration and engineering work based on recommendations in the Combined PFS which will facilitate a production decision on the Star – Orion South Diamond Project. This will include desk-top engineering, data analysis, geotechnical and hydrogeological programs, recalculation and optimization of the Star and Orion South open pits based on the updated diamond price valuation and advancing the EIS. Final field work, detailed desktop engineering and permitting are on track to support a production decision in 2011. The Company's funds will also be used to complete planned exploration programs on Buffalo Hills and for general corporate matters. Cash and cash equivalents and short-term investments may also be used to fund various other exploration activities, to purchase certain construction assets or to acquire and explore additional properties as opportunities warrant.

Risks and Uncertainties

The Company attempts to mitigate risks by identifying, assessing, reporting and managing risks of significance. The following are risks relating to the business of the Company. This information is a summary only of risks currently facing the Company based on its stage of development. Additional risks and uncertainties not presently known may also impact the Company's operations. Management's view on risks facing the Company will evolve as the Company's stage of development progresses.

Risks Associated With an Exploration Stage Company

The principal risks faced by the Company during the exploration stage involve: Shore's ability to obtain financing to further the exploration and development of mineral properties in which Shore holds interests; maintaining title to its property claims; obtaining the required permits from various federal, provincial and local governmental authorities; and the ultimate economic feasibility of any future development projects.

The further development and exploration of mineral properties in which Shore holds interests or which Shore acquires may depend upon Shore's ability to obtain financing through joint ventures, debt financing, equity financing or other means. The Company does not have sufficient funds to put any of its property interests into production from its own financial resources. There is no assurance that Shore will be successful in obtaining required financing as and when needed. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in its properties or joint operations or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on Shore's future cash flows, earnings, results of operations and financial condition. The relative prices of diamonds and future expectations for such prices have a significant impact on the market sentiment for investment in diamond mining and exploration companies. To ensure that exploration procedures are being performed effectively and those results are interpreted and reported in a proper manner, management ensures that qualified individuals, service providers and external consultants are utilized in the verification and quality assurance of analytical results.

Title disputes could have adverse consequences to the Company. Managing these issues is an integral part of exploration, development and mining in Saskatchewan and Alberta and Shore is committed to managing these issues effectively. The Company has diligently investigated title to its claims in the Star Diamond Project, FALC-JV and Buffalo Hills Properties. However, no assurance can be given that title to these properties will not be challenged or impugned in the future by third parties or governments. Management maintains a database to monitor the status of the Company's claims to ensure all claims are in good standing.

The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities. Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. To the best of the Company's knowledge, it is operating in compliance with all applicable rules and regulations. The Company utilizes qualified individuals, service providers and external consultants and maintains constant communications with governmental authorities to ensure that the Company is in compliance with all applicable rules and regulations.

The Company does not currently have any producing property interests. The exploration, development and production of precious metals and gems are capital-intensive, subject to the normal risks and capital expenditure requirements associated with mining operations. While the rewards can be substantial if commercial quantities of minerals or gems are found, there can be no assurance that Shore's past or future exploration efforts will be successful, that any production therefrom will be obtained or continued, or that any such production which is attempted will be profitable.

As at November 5, 2010, the Company has determined that the Star and Orion South Kimberlites have established reserves. Current forecasts are based on engineering data, projected future rates of production and the timing of future expenditures, all of which are subject to numerous uncertainties and various interpretations. Reserve estimates may be revised based on the results of future drilling, testing or production levels and changes in mine design. In addition, factors including but not limited to market fluctuations in the price of diamonds, changes in foreign exchange rates or estimated recoverable grade from the Star and Orion South Kimberlites may render the mining of ore reserves uneconomical.

Technical Information

All technical information in this report has been prepared under the supervision of George Read, Senior Vice President of Exploration and Development, Professional Geoscientist in the Provinces of Saskatchewan and British Columbia, and Shawn Harvey, Geology Manager, Professional Geoscientist in the Province of Saskatchewan, who are the Company's "Qualified Persons" under the definition of NI 43-101.

Caution regarding Forward-looking Statements

This MD&A contains forward-looking statements within the meaning of certain securities laws, including the "safe harbour" provisions of Canadian Securities legislation and the United States Private Securities Litigation Reform Act of 1995. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements, and, in

particular, statements regarding Shore's future operations, future exploration and development activities or other development plans contain forward-looking statements. Forward-looking statements in this MD&A include, but are not limited to, forecasts related to the impact of future diamond prices, the use of funds to fund exploration activities or the purchase of construction assets, potential increases in mineral reserves, the exploration of additional properties and the plans and expectations concerning the transition to IFRS.

These forward-looking statements are based on Shore's current beliefs as well as assumptions made by and information currently available to it and involve inherent risks and uncertainties, both general and specific. Risks exist that forward-looking statements will not be achieved due to a number of factors including, but not limited to, developments in world diamond markets, changes in diamond valuations, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration, development or mining plans due to exploration results and changing budget priorities of Shore or its joint venture partners, the effects of competition in the markets in which Shore operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks and the additional risks described in Shore's most recently filed Annual Information Form, annual and interim MD&A, news releases and technical reports. Shore's anticipation of and success in managing the foregoing risks could cause actual results to differ materially from what is anticipated in such forward-looking statements.

Although management considers the assumptions contained in forward-looking statements to be reasonable based on information currently available to it, those assumptions may prove to be incorrect. When making decisions with respect to Shore, investors and others should not place undue reliance on these statements and should carefully consider the foregoing factors and other uncertainties and potential events. Unless required by applicable securities law, Shore does not undertake to update any forward-looking statement that may be made.

Additional Information

Additional information related to the Company, including the latest available Annual Information Form, is available on SEDAR at www.sedar.com

SHORE GOLD INC.
Unaudited Interim Consolidated Financial Statements

For the Nine-Month Period Ended
September 30, 2010

Notice to Reader

Management has compiled the unaudited consolidated financial statements of Shore Gold Inc. for the nine-month period ended September 30, 2010 (along with the comparative interim period in 2009). The Corporation's external auditors have not reviewed these statements.

Shore Gold Inc.
(A Development Stage Entity)
Consolidated Balance Sheets

	September 30, 2010 (in thousands)	December 31, 2009 (in thousands)
Assets		
Current assets:		
Cash and cash equivalents	$ 3,544	$ 2,643
Short-term investments	20,129	37,637
Receivables	310	176
Prepaids	149	85
	24,132	40,541
Restricted cash (note 4)	2,307	2,307
Investments (note 5)	8,721	8,330
Investment in Wescan Goldfields Inc. (note 6)	1,258	2,128
Property and equipment	655	859
Mineral properties (note 7)	230,723	217,114
	$ 267,796	$ 271,279
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable and accrued liabilities	$ 2,410	$ 2,063
Current portion of asset retirement obligations	51	81
	2,461	2,144
Asset retirement obligations	1,503	1,436
Shareholders' equity:		
Share capital (note 8)	791,957	795,332
Contributed surplus (note 8 (c))	28,003	26,568
Deficit	(556,128)	(554,201)
	263,832	267,699
	$ 267,796	$ 271,279

See accompanying notes to consolidated financial statements

Shore Gold Inc.
(A Development Stage Entity)
Consolidated Statements of Loss and Deficit

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
	(in thousands)	(in thousands)	(in thousands)	(in thousands)
Revenue				
Interest and other income	$ 41	$ 21	$ 113	$ 105
Expenses				
Administration	782	885	3,195	2,817
Consulting and professional fees	178	413	888	882
Corporate development	73	62	272	223
Amortization and accretion	62	86	263	247
	1,095	1,446	4,618	4,169
Loss before the under noted items	(1,054)	(1,425)	(4,505)	(4,064)
Change in fair value of investments (note 5)	75	52	401	(417)
Write-down of mineral properties (note 6)	(10)	(2)	(448)	(6,318)
Investment in Wescan Goldfields Inc.	(17)	21	(870)	(36)
Net loss before income taxes	(1,006)	(1,354)	(5,422)	(10,835)
Future income taxes (note 9)	41	13	3,495	3,441
Net and comprehensive loss	(965)	(1,341)	(1,927)	(7,394)
Deficit, beginning of period	(555,163)	(551,136)	(554,201)	(545,083)
Deficit, end of period	$ (556,128)	$ (552,477)	$ (556,128)	$ (552,477)
Net loss per share				
Basic and diluted	(0.00)	(0.01)	(0.01)	(0.04)
Weighted average number of shares outstanding (000's)	224,454	199,927	224,454	199,912

See accompanying notes to consolidated financial statements

Shore Gold Inc.
(A Development Stage Entity)
Consolidated Statements of Cash Flows

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
	(in thousands)	(in thousands)	(in thousands)	(in thousands)
Cash provided by (used in):				
Operations:				
Net and comprehensive loss	$ (965)	$ (1,341)	$ (1,927)	$ (7,394)
Non-cash items:				
Amortization and accretion	62	86	263	247
Change in fair value of investments	(75)	(52)	(401)	417
Write-down of mineral properties	10	2	448	6,318
Investment in Wescan Goldfields Inc.	17	(21)	870	36
Fair value of stock options expensed	52	160	1,111	515
Future income taxes	(41)	(13)	(3,495)	(3,441)
Net change in non-cash operating working capital items:				
Receivables	8	31	(43)	48
Prepaids	40	41	(64)	(15)
Accounts payable and accrued liabilities	(70)	44	(700)	(165)
	(962)	(1,063)	(3,938)	(3,434)
Investing:				
Mineral properties	(5,270)	(1,153)	(13,600)	(8,917)
Asset retirement obligations	(35)	-	(35)	-
Property and equipment	-	3	-	3
Short-term investments	5,965	2,490	17,508	(8,628)
Restricted cash	-	(500)	-	(500)
Investments	2	37	10	5,282
Net change in non-cash investing working capital items:				
Receivables	109	19	(91)	7,241
Accounts payable and accrued liabilities	603	(11)	1,047	(10,974)
	1,374	885	4,839	(16,493)
Financing:				
Issue of common shares (net of issue costs)	-	72	-	72
	-	72	-	72
Increase (decrease) in cash and cash equivalents	412	(106)	901	(19,855)
Cash and cash equivalents, beginning of period	3,132	2,870	2,643	22,619
Cash and cash equivalents, end of period	$ 3,544	$ 2,764	$ 3,544	$ 2,764
Cash and cash equivalents consists of:				
Cash	$ 920	$ 646	$ 920	$ 646
Treasury bills	2,624	2,118	2,624	2,118
	$ 3,544	$ 2,764	$ 3,544	$ 2,764

See accompanying notes to consolidated financial statements

1. Nature of operations

Shore Gold Inc. was incorporated under the Canada Business Corporations Act on April 29, 1985. Shore Gold Inc. and its subsidiaries (collectively, "Shore" or "the Company") are engaged primarily in the exploration for and the development, mining and sale of precious metals and gems. Substantially all of the Company's efforts are devoted to the exploration and development of its mineral properties. The Company has not earned significant revenue and is therefore considered to be in the development stage with respect to its current mineral property holdings.

2. General

These unaudited consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP") and follow the same accounting principles and methods of application as the most recent annual audited consolidated financial statements. These consolidated financial statements should be read in conjunction with the Company's annual audited consolidated financial statements filed on SEDAR.

3. Changes in accounting policies and new accounting pronouncements

International financial reporting standards

In February 2008, the Accounting Standards Board ("AcSB") confirmed that Canadian GAAP for publicly accountable enterprises will be converged with International Financial Reporting Standards ("IFRS") effective in calendar year 2011. The Company's first financial statements presented in accordance with IFRS will therefore be the three-month period ended March 31, 2011. Though IFRS uses a conceptual framework similar to Canadian GAAP, there are some significant differences on recognition, measurement and disclosure requirements. The International Accounting Standard Board ("IASB") has several projects currently underway to change standards however, no significant changes are expected to be mandatory earlier than 2012.

As a result of this convergence, the Company has developed a plan to convert its financial statements to IFRS. Management has not yet completed its quantification of the effects of adopting IFRS. The consolidated financial performance and financial position as presented in the Company's Canadian GAAP financial statements may be significantly different when presented in accordance with IFRS.

4. Restricted cash

The Company has pledged $2,307 thousand (2009 – $2,307 thousand) in short-term investments as security for letters of credit provided, of which the majority are related to asset retirement obligations. These short-term investments are recorded as restricted cash.

5. Investments

At September 30, 2010 the Company held $8.7 million in investments ("Notes") with a total par value of $14.3 million. These Notes were received during January 2009 in exchange for the Company's Canadian third party asset-backed commercial paper ("ABCP") upon the successful implementation of the ABCP restructuring plan.

Master Asset Vehicle ("MAV")	Class	Par Value (a)	Percent of Investment	Fair Value (b)
MAV2	Class A-1 Notes	$ 6,193	43.2%	$ 4,374
MAV2	Class A-2 Notes	6,467	45.2%	4,299
MAV2	Class B Notes	1,174	8.2%	-
MAV2	Class C Notes	428	3.0%	-
MAV3	Class 9 Notes	58	0.4%	48
Total		$ 14,320	100.0%	$ 8,721

(a) Par Value

The par value of the Notes received represents the amortized cost of the Company's investments at the time the ABCP market ceased to trade, less principal repayments received to date.

(b) Fair value

Since there is currently no active market for these Notes, the fair value of the Company's Notes at September 30, 2010 was determined using a discounted cash flow approach with the following assumptions:

	Assumption
Timing of cash flows	6 years
Weighted average interest rate	0.39[(1)]
Weighted average discount rate	6.63 percent[(2)]

(1) Interest on MAV2 A1 and A2 Notes is the 90-day Bankers' Acceptance rate less 50 basis points. Interest rate for these notes at September 30, 2010 was 0.89 percent less 50 basis points. Excludes interest on MAV2 Class B and C Notes as fair values have been assessed as nil. Interest on MAV3 Class 9 Note is based upon amounts available from the traditional securitized assets backing these notes.
(2) Excludes Class B and C Notes as fair values have been assessed as nil.

As a result of the fair value assessment of the Notes, the Company recorded an increase in fair value of $75 thousand during the quarter ended September 30, 2010 (2009 – $52 thousand) and $401 thousand for the nine months ended September 30 (2009 – $417 thousand decrease in fair value). The amount and timing of future cash flows received by the Company may differ materially from this estimate. A one percent change in the discount rate of this fair value assessment would result in a $0.5 million pre-tax change in the fair value of the Notes held by the Company.

For the nine-month period ended September 30, 2010, the Company received $6 thousand in interest payments (2009 – $0.9 million) and $4 thousand in principal repayments (2009 – $4.4 million). Interest payments received or receivable are included in the fair value calculation of the Notes.

6. Investment in Wescan Goldfields Inc.

At September 30, 2010, Shore held 12,955,567 (2009 – 12,955,567) shares of Wescan Goldfields Inc. ("Wescan"), a publicly traded company on the TSX Venture exchange. The Company accounts for its 15.5% investment in Wescan on an equity basis.

At September 30, 2010, the carrying value of the Company's equity interest in Wescan was $1.3 million (2009 – $2.2 million) with a fair value of $0.6 million (2009 – $2.6 million). The Company has assessed the difference in carrying value to fair value as a temporary decline.

7. Mineral properties

Mineral properties for the nine-month period ended September 30, 2010 are made up of the following:

	Star Property	Fort à la Corne Property	Other Diamond Properties	Total
Balance – December 31, 2009	$ 173,737	$ 43,377	$ -	$ 217,114
Expenditures during 2010				
Acquisition and staking (a)	1,001	-	-	1,001
Exploration and evaluation	4,203	8,391	448	13,042
Asset retirement obligation	-	14	-	14
Write-down of carrying value (b)	-	-	(448)	(448)
Balance – September 30, 2010	$ 178,941	$ 51,782	$ -	$ 230,723

(a) Acquisition and staking

During the third quarter, Shore exercised its right to purchase the three percent Net Profits Interest ("NPI") for a consideration of $1.0 million. Fifteen claims were originally staked by

a third party in 1995 and were subsequently transferred to Shore in 1997 for a consideration of the grant of a three percent NPI, payable should a positive production decision be made and the property achieve commercial mineral production. Shore had the option to purchase the NPI any time prior to 90 days after a positive production decision on any of the claims, for $1.0 million.

(b) Write-down of carrying value

The Company applies undiscounted future cash flow methodologies as an initial step in assessing impairment. For the period ended September 30, 2010, an independent estimate of reserves for the Star Property, the Star West property (the portion of the Star Kimberlite within the Fort à la Corne Property) and the Orion South component of the Fort à la Corne Property were available to perform this initial step. Based on this analysis, the Company did not adjust the carrying value of these properties for the period ended September 30, 2010.

As there are currently no independent estimates of reserves or resources for any of the Company's other diamond properties, the Company was unable to apply undiscounted future cash flow methodologies as an initial step in assessing impairment. Using other indicators, the carrying value of the Company's other diamond properties were written down to nil.

8. Share capital

Authorized

The authorized share capital of the Company consists of unlimited common shares.

Issued and outstanding:

	Common Shares (in thousands)	Amount
Balance – December 31, 2009	224,454	$ 795,332
Future income taxes on flow-through expenditures renounced to shareholders (a)		(3,375)
Balance – September 30, 2010	224,454	$ 791,957

(a) Flow-through shares

During 2009, the Company issued, through a private placement, 10.0 million flow-through shares of the Company for gross proceeds of $12.5 million that will be used by Shore to incur Canadian exploration expenses prior to December 31, 2010. During the quarter ended March 31, 2010, the Company recorded a future income tax liability of $3.4 million relating to the renunciation of the flow-through expenditures to investors, with a corresponding reduction in share capital.

(b) Share option plan

The Company has established a share option plan whereby options may be granted to directors, officers, employees and service providers to purchase common shares of the Company. The aggregate number of shares reserved for issuance under this plan, and any other security based compensation arrangement of the Company, shall not, at the time of the stock option grant, exceed 15,768,360 shares. Options granted have an exercise price of not less than the closing price quoted on the Toronto Stock Exchange for the common shares of Shore on the trading day prior to the date on which the option is granted. Certain options vest immediately while others vest six to twelve months after grant date and all options expire 5 years from the date of the grant of the options.

The fair value of stock options issued in the nine-month period ended September 30, 2010 was estimated using the Black-Scholes option-pricing model with the following assumptions: 5 year weighted average expected option life, no expected forfeiture rate, dividend yield of 0.0%, volatility factors of 84.5% to 89.4% (2009 – 85.7% to 88.6%) and risk free rates of 2.52% to 3.04% (2009 – 1.87% to 2.41%). The amount that vested during the quarter from previous option issues was $0.2 million (2009 – $0.2 million). Of this amount, $111 thousand (2009 – $30 thousand) was capitalized as an addition to mineral properties and $52 thousand (2009 – $160 thousand) was expensed. During the

nine-month period ended September 30, 2010 the Company granted 2,650,000 (2009 – 3,695,000) options to directors, officers or employees at an average strike price of $0.94 (2009 – $0.29). The fair value in respect of stock options granted for the nine-month period ended September 30, 2010 was $1.7 million (2009 – $0.8 million). The amount that vested from these issues and previous issues during the nine-month period was $1.4 million (2009 – $0.7 million). Of this amount $0.3 million (2009 – $0.2 million) was capitalized as an addition to mineral properties and $1.1 million (2009 – $0.5 million) was expensed. The fair value of stock-based compensation related to options that will vest over the next 12 months is $0.3 million.

For options outstanding (in thousands) at September 30, 2010, weighted average exercise prices are as follows:

	Options	Average Price
Balance – December 31, 2009	9,641	$ 3.16
Granted	2,650	0.94
Exercised	-	-
Expired	(1,326)	3.39
Balance – September 30, 2010	10,965	$ 2.60

The options expire between the dates of October 2010 to June 2015.

(c) Contributed surplus

The fair value of stock options has been valued using the Black-Scholes option-pricing model. The fair value of these securities is added to contributed surplus over the vesting period of the securities. Upon exercise, the corresponding amount of contributed surplus related to the security is removed from contributed surplus and added to share capital. A summary of the contributed surplus activity is as follows:

Balance – December 31, 2009	$ 26,568
Fair value of options vested	1,435
Balance – September 30, 2010	$ 28,003

9. Future income taxes

The Company finances a portion of its exploration activities through the issuance of flow-through shares. During the first quarter of 2010, the Company renounced the deductions to investors and accordingly recorded share issue costs related to the future tax liability as a temporary difference arising from the renunciations. As a result, share capital was reduced and future income tax liabilities increased by the estimated tax cost of the deductions renounced by the Company to the investors in the amount of $3.4 million (2009 – $3.4 million). To the extent the Company has unrecorded tax assets, the future income tax liabilities were reduced and a corresponding future income tax recovery was recorded.

10. Related party transactions

During the nine-month period ended September 30, 2010, management and consulting fees of $794 thousand (2009 – $782 thousand) were paid to companies controlled by certain officers of the Company. Of these fees, $86 thousand (2009 – $145 thousand) were capitalized as additions to mineral properties; $297 thousand (2009 – $270 thousand) were included in administration expense and $411 thousand (2009 – $367 thousand) were included in consulting and professional fees expense.

During the nine-month period ended September 30, 2010, the Company charged $28 thousand (2009 – $32 thousand) to Wescan for administration services and rent. Accounts receivable includes $31 thousand (2009 – $8 thousand) due from Wescan.

The above transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

11. Financial instruments

As at September 30, 2010, the fair value of all of the Company's financial instruments approximates their carrying value. Certain financial instruments are exposed to the following financial risks:

(a) Credit risk

Credit risk is the risk of an unexpected loss by the Company if a customer or third-party to a financial instrument fails to meet its contractual obligations. The Company's credit risk primarily relates to its investments in Notes which were received in exchange for the Company's investment in ABCP.

At September 30, 2010, the Company held Notes with a par value of $14.3 million (carrying value of $8.7 million), as outlined in note 5. The consolidated financial statements of the Company reflect management's best estimate of the fair value of these investments. The amount and timing of future cash flows received by the Company may differ materially from this estimate. Due to the nature of the MAV2 Notes which are not backed by traditional securitized assets (a significant component is comprised of collateral debt obligations), credit risk could potentially be significant. The maximum exposure to credit risk related to the Company's investments in these Notes at September 30, 2010 is represented by the carrying amount of $8.7 million.

(b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach is to forecast future cash flows to ensure that it will have sufficient liquidity to meet its obligations when due. As at September 30, 2010, the Company had working capital of $21.7 million. Management believes this working capital will be sufficient to meet financial obligations as they fall due.

The Company does not currently operate any producing properties and as such, is dependent upon the issuance of new equity to advance its mineral properties. Although the Company has been successful in the past in obtaining financing, there can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. Failure to obtain additional financing on a timely basis may cause the Company to postpone development plans, forfeit rights in its properties or joint operations or reduce or terminate its operations. Reduced liquidity or difficulty in obtaining future financing could have an adverse impact on Shore's future cash flows, earnings, results of operations and financial position. The Company expects its current capital resources will be sufficient to carry out its plans beyond 2010.

SHORE GOLD INC.
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Exchange Listing
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