

**STORNOWAY DIAMOND CORPORATION**

**(An Exploration Stage Company)**

**INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

**OCTOBER 31, 2010**

**Canadian Funds**

**(Unaudited – Prepared by Management)**

# Stornoway Diamond Corporation

(An Exploration Stage Company)

## Interim Consolidated Balance Sheet

Unaudited – Prepared by Management

(expressed in thousands of Canadian dollars)

ASSETS	October 31, 2010	April 30, 2010
<b>Current</b>		
Cash and cash equivalents	\$ 10,339	\$ 9,212
Short-term deposits	1,738	1,641
Other receivables	2,487	1,582
Investments (Note 4)	177	147
Prepaid expenses	100	136
	14,841	12,718
<b>Prepaid Fuel</b>	168	170
<b>Rough diamond inventory (Note 6a)</b>	330	330
<b>Property, Plant and Equipment (Note 5)</b>	2,103	2,366
<b>Resource Property Costs (Note 6h)</b>	94,002	93,854
	\$ 111,444	\$ 109,438
 <b>LIABILITIES</b>		
<b>Current</b>		
Accounts payable and accrued liabilities - Trade and due to related parties (Note 8)	\$ 4,473	\$ 3,184
<b>Future Income Tax Liabilities (Note 9)</b>	7,249	7,806
<b>Asset Retirement Obligations (Note 10)</b>	753	710
	12,475	11,700
<b>SHAREHOLDERS' EQUITY</b>		
<b>Share Capital (Note 7)</b>	229,361	224,883
<b>Contributed Surplus (Note 7)</b>	13,481	11,807
<b>Accumulated Other Comprehensive Loss</b>	(41)	(72)
<b>Deficit</b>	(143,832)	(138,880)
	98,969	97,738
	\$ 111,444	\$ 109,438

**Going Concern (Note 1)**

**Commitments (Note 12)**

ON BEHALF OF THE BOARD:

“Eira Thomas”, Director

“Catherine McLeod-Seltzer”, Director

– See Accompanying Notes –

# Stornoway Diamond Corporation

(An Exploration Stage Company)

## Interim Consolidated Statements of Loss and Deficit

Unaudited – Prepared by Management

(expressed in thousands of Canadian dollars except for loss per share and weighted average number of shares outstanding)

	For the Three Months Ended		For the Six Months Ended	
	October 31, 2010	October 31, 2009 (Restated-Note 3)	October 31, 2010	October 31, 2009 (Restated-Note 3)
<b>Expenses</b>				
Accretion	\$ 21	\$ 19	\$ 43	\$ 38
Amortization	166	233	338	466
Exploration costs (Note 6i)	2,352	1,304	2,655	2,599
Office and sundry	97	80	244	139
Professional fees	259	39	350	94
Regulatory and shareholder communications expense	109	77	205	157
Rent and facility fees	108	126	226	214
Salaries, benefits and director's fees	140	123	338	260
Stock-based compensation (Note 7h)	1,366	459	1,523	494
<b>Loss Before the Following</b>	<b>(4,618)</b>	<b>(2,460)</b>	<b>(5,922)</b>	<b>(4,461)</b>
<b>Other Income (Expenses)</b>				
Bad debt recovery	-	-	101	-
Cost recovery	132	-	274	-
Write-off of resource property costs (Note 6g)	-	(5,353)	-	(5,343)
Interest income (expense)	24	11	38	(16)
	<b>156</b>	<b>(5,342)</b>	<b>413</b>	<b>(5,359)</b>
<b>Loss Before Income Taxes</b>	<b>(4,462)</b>	<b>(7,802)</b>	<b>(5,509)</b>	<b>(9,820)</b>
Future income tax recovery (Note 9)	547	1,911	557	2,233
<b>Loss for the Period</b>	<b>(3,915)</b>	<b>(5,891)</b>	<b>(4,952)</b>	<b>(7,587)</b>
Deficit - Beginning of period	(139,917)	(117,013)	(138,880)	(115,317)
<b>Deficit - End of Period</b>	<b>\$ (143,832)</b>	<b>\$ (122,904)</b>	<b>\$ (143,832)</b>	<b>\$ (122,904)</b>
<b>Loss per Share - Basic and Diluted</b>	<b>\$ (0.01)</b>	<b>\$ (0.02)</b>	<b>\$ (0.02)</b>	<b>\$ (0.03)</b>
<b>Weighted Average Number of Shares Outstanding</b>	<b>297,510,350</b>	<b>262,675,119</b>	<b>294,620,381</b>	<b>261,369,875</b>

## Interim Consolidated Statement of Comprehensive Loss

Unaudited – Prepared by Management

(expressed in thousands of Canadian dollars)

	For the Three Months Ended		For the Six Months Ended	
	October 31, 2010	October 31, 2009 (Restated- Note 3)	October 31, 2010	October 31, 2009 (Restated- Note 3)
<b>Loss for the Period</b>	<b>\$ (3,915)</b>	<b>\$ (5,891)</b>	<b>\$ (4,952)</b>	<b>\$ (7,587)</b>
Unrealized gain (loss) on available for sale investment, net of taxes (Note 4)	59	(25)	26	(247)
<b>Comprehensive Loss</b>	<b>\$ (3,856)</b>	<b>\$ (5,916)</b>	<b>\$ (4,926)</b>	<b>\$ (7,834)</b>

– See Accompanying Notes –

# Stornoway Diamond Corporation

(An Exploration Stage Company)

## Interim Consolidated Statements of Cash Flows

Unaudited – Prepared by Management

(expressed in thousands of Canadian dollars)

Cash Resources Provided By (Used In)	For the Three Months Ended		For the Six Months Ended	
	October 31, 2010	October 31, 2009 (Restated-Note 3)	October 31, 2010	October 31, 2009 (Restated-Note 3)
<b>Operating Activities</b>				
Loss for the period	\$ (3,915)	\$ (5,891)	\$ (4,952)	\$ (7,587)
Items not affecting cash				
Amortization	166	233	338	466
Accretion	21	19	43	38
Write-off of resource property costs	-	5,353	-	5,343
Stock-based compensation	1,366	459	1,523	494
Future income recovery	(547)	(1,911)	(557)	(2,233)
Changes in non-cash working capital				
Decrease (increase) in accounts receivable	(1,278)	102	(907)	368
Decrease in prepaid expenses	28	54	37	290
Decrease in accounts payable and accrued liabilities	2,173	22	1,287	639
	<u>(1,986)</u>	<u>(1,560)</u>	<u>(3,188)</u>	<u>(2,182)</u>
<b>Investing Activities</b>				
Prepaid fuel	2	2	2	1
Decrease (increase) in short-term deposits	(51)	400	(97)	400
Resource property costs	(64)	(46)	(146)	(72)
Acquisition of property, plant and equipment	(26)	(3)	(75)	(3)
	<u>(139)</u>	<u>353</u>	<u>(316)</u>	<u>326</u>
<b>Financing Activities</b>				
Share capital issued for cash	-	-	5,002	1,432
Share issue costs	-	-	(386)	(168)
Warrants and options exercised	10	39	15	39
	<u>10</u>	<u>39</u>	<u>4,631</u>	<u>1,303</u>
<b>Net (Decrease) Increase in Cash and Cash Equivalents</b>	<b>(2,115)</b>	<b>(1,168)</b>	<b>1,127</b>	<b>(553)</b>
Cash and Cash Equivalents – Beginning of period	<u>12,454</u>	<u>2,165</u>	<u>9,212</u>	<u>1,550</u>
<b>Cash and Cash Equivalents – End of Period</b>	<b>\$ 10,339</b>	<b>\$ 997</b>	<b>\$ 10,339</b>	<b>\$ 997</b>

Cash and Cash Equivalents consist of:

	October 31, 2010	October 31, 2009
Cash	\$ 253	\$ 195
Cash Equivalents	<u>10,086</u>	<u>802</u>
<b>Total</b>	<b>\$ 10,339</b>	<b>\$ 997</b>

### Supplemental Schedule of Non-Cash Investing and Financing Transactions (Note 11)

- See Accompanying Notes -

# Stornoway Diamond Corporation

(An Exploration Stage Company)

## Notes to Consolidated Financial Statements

Unaudited – Prepared by Management

October 31, 2010

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### 1. Going Concern

Stornoway Diamond Corporation (the “Company”) is an exploration stage company that engages principally in the acquisition, exploration and development of resource properties. As an exploration stage company, it is currently unable to self-finance its operations. The recovery of the Company’s investment in its resource properties and attainment of profitable operations, and its ability to continue as a going concern is dependent upon the discovery, development and sale of mineral resources, the ability to joint venture or sell its resource properties and the ability to raise sufficient capital to finance its operations. Management plans to seek additional financing, through equity financings, the sale of non-core assets or through other means to further the exploration and development of the Company’s resource properties and to provide sufficient working capital. There is no assurance the Company’s management will be successful in these endeavours.

While these consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”) and on the basis of accounting principles applicable to a going concern, which assumes that the Company will be able to 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, there are conditions and events that cast significant doubt on the validity of this assumption.

During the period ended October 31, 2010, the Company incurred a loss of \$5.0 million and has an accumulated deficit of \$143.8 million. Cash and cash equivalents and short-term deposits at October 31, 2010 totalled \$12.1 million and the Company’s working capital was \$10.4 million. Based on anticipated expenditures to advance the Renard Project (*Note 6a*) through feasibility and for other corporate and administrative expenses, the Company expects it will require financing within twelve months; additional financings will also be required should the Company and its partner, “Soquem”, choose to make a production decision for the Renard Project and commence construction. Future financings may be obtained through equity or debt issuances, convertible debentures, option and warrant exercises or through other means. However, there is no assurance that these initiatives will be successful.

If the going concern assumption were not appropriate for these consolidated financial statements, adjustments would be necessary to the carrying values of assets and liabilities, the reported revenue and expenses and the balance sheet classifications used. The adjustments could be material.

### 2. Significant Accounting Policies

These interim consolidated financial statements have been prepared in accordance with Canadian GAAP. Certain information and note disclosure normally included in the annual consolidated financial statements, which are prepared in accordance with Canadian GAAP, have been omitted. These interim consolidated financial statements should be read together with the Company’s audited consolidated financial statements for the year ended April 30, 2010. In the opinion of management, all adjustments considered necessary for the fair presentation have been included in these interim consolidated financial statements. The accounting policies followed by the Company in preparing these interim consolidated financial statements are consistent with the accounting policies used by the Company, as set out in the consolidated audited financial statements for the year ended April 30, 2010.

### 3. Changes in Accounting Policy and Estimates, and Adoption of Recent Accounting Pronouncements

#### *Exploration Expenditures and Financing and Interest Costs*

During the year ended April 30, 2010, the Company retrospectively changed its accounting policy for exploration expenditures and financing and interest costs to more appropriately align itself with policies applied by other comparable companies at a similar stage in the mining industry. Prior to the year ended April 30, 2010, the Company capitalized all such costs to resource property costs on an individual project basis until such time as the economics of an ore body could be defined and only wrote down capitalized costs when the property was abandoned and/or impaired or if the capitalized costs were not considered to be economically recoverable.

# Stornoway Diamond Corporation

(An Exploration Stage Company)

## Notes to Consolidated Financial Statements

Unaudited – Prepared by Management

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### 3. Change in Accounting Policy and Adoption of Recent Accounting Pronouncements – Continued

#### *Exploration Expenditures and Financing and Interest Costs – Continued*

Exploration expenditures are now charged to operations as they are incurred until the mineral property reaches the development stage. Financing and interest costs are now charged to operations as well. Significant costs related to property acquisitions, including allocations for undeveloped mineral interests, are capitalized until the viability of the mineral interest is determined. When it has been established that a mineral deposit is commercially mineable and an economic analysis has been completed, the costs subsequently incurred to develop a mine on the property prior to the start of mining operations are capitalized. The impact of this change on the previously reported October 31, 2009 consolidated financial statements is as follows (expressed in thousands of Canadian dollars):

	October 31, 2009 As previously reported \$	Restatement \$	October 31, 2009 As restated \$
Resource property costs	168,148	(58,681)	109,467
Rough diamond inventory	-	330	330
Future income tax liabilities	19,203	(8,212)	10,991
<i>For the six months ended:</i>			
Office and sundry	245	(106)	139
Accretion	-	38	38
Amortization	-	466	466
Exploration costs	-	2,599	2,599
Stock-based compensation	300	194	494
Write-off (recovery) of resource property costs	6,309	(966)	5,343
Future income tax recovery	(1,641)	(592)	(2,233)
Loss for the period	(5,954)	(1,633)	(7,587)
Loss per share	(0.02)	(0.01)	(0.03)
Deficit at October 31, 2009	(72,765)	(50,139)	(122,904)

#### *Property, Plant and Equipment*

During the period ended October 31, 2010, the Company prospectively changed its accounting estimate for the useful lives of several items of property, plant and equipment. Prior to the period ended October 31, 2010, the Company provided for amortization for all property, plant and equipment classes using the declining balance method at rates between 20% and 100% and applied one-half of the applicable rate in the year of acquisition. Amortization for all property, plant and equipment classes is now estimated using declining balance method rates between 12% and 100% and applying one-half of the applicable rate in the year of acquisition.

#### *Future Accounting Pronouncements*

In January 2009, the CICA issued Section 1582, “Business Combinations”, which replaces former guidance on business combinations. Section 1582 establishes principles and requirements of the acquisition method for business combinations and related disclosures. In addition, the CICA issued Sections 1601, “Consolidated Financial Statements”, and 1602, “Non-Controlling Interests”, which replaces the existing guidance. Section 1601 establishes standards for the preparation of consolidated financial statements, while section 1602 provides guidance on accounting for a non-controlling interest in a subsidiary in consolidated financial statements subsequent to a business combination.

These statements apply prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after January 1, 2011 with earlier application permitted. The Company is currently evaluating the new sections to determine the potential impact on its consolidated financial statements.

# Stornoway Diamond Corporation

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## Notes to Consolidated Financial Statements

Unaudited – Prepared by Management

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### 4. Investments

The Company's investments consist of common shares in two public companies. The Company acquired these common shares in July 2007 pursuant to the sale of a property interest and in October 2008 pursuant to a property option agreement. These investments represent less than a 5% interest in these companies. As at October 31, 2010, the fair value of these investments was \$177,000 (April 30, 2010 - \$147,000). During the period ended October 31, 2010, the Company recognized an unrealized gain of \$26,000, net of taxes (October 31, 2009 – \$247,000) in accumulated other comprehensive income/loss.

### 5. Property, Plant and Equipment

(Expressed in thousands of Canadian dollars)

Details are as follows:

	As at October 31, 2010			As at April 30, 2010		
	Cost	Accumulated Amortization	Net Book Value	Cost	Accumulated Amortization	Net Book Value
Office equipment	\$ 810	\$ (684)	\$ 126	\$ 743	\$ (667)	\$ 76
Buildings	91	(24)	67	91	(22)	69
Leasehold improvements	800	(498)	302	800	(451)	349
Exploration equipment	826	(702)	124	826	(681)	145
Vehicles	610	(510)	100	610	(497)	113
Laboratory equipment	6,105	(4,721)	1,384	6,154	(4,540)	1,614
	<u>\$ 9,242</u>	<u>\$ (7,139)</u>	<u>\$ 2,103</u>	<u>\$ 9,224</u>	<u>\$ (6,858)</u>	<u>\$ 2,366</u>

### 6. Resource Property Costs

#### a) Renard Project, located on the Foxtrot Property, Quebec (Eastern Canada)

The Company has a 50% interest in the Eastern Ungava property interest located in north-central Quebec, including the Foxtrot Property. The Foxtrot property is governed by an agreement between the Company and SOQUEM Inc.'s wholly-owned subsidiary Diaquem. The Company is the operator. Rough diamonds weighing approximately 7,500 carats have been derived from exploration activities at Renard. Under terms of the agreement with SOQUEM, the Company owns 50% of these rough diamonds. The Company has estimated their value based on market prices for rough diamonds and taking into account anticipated costs of disposal. It is not the Company's intention to dispose of these rough diamonds in the near term.

#### b) Aviat One Property, Melville Peninsula, Nunavut (Eastern Arctic)

The Company has a 90% interest in certain mineral claims and leases, known as the Aviat One properties and 100% of the diamond marketing rights for the Aviat properties. Hunter Exploration Group ("Hunter") holds a 10% interest in the properties, carried up to the development of a mine on the properties.

The Aviat One property is subject to a 2% net smelter return royalty ("NSR") on products other than diamonds and a 2% gross over-riding royalty ("GOR") on diamond production. In addition, advance royalty payments of \$50,000 annually commenced October 1, 2006 for the Aviat One property.

#### c) Churchill, Melville Peninsula, Nunavut (Eastern Arctic)

The Company has a 38% interest (approximately) in the Churchill property. The remaining 62% interest is held by Shear Minerals Ltd. ("Shear"). Shear is the operator of the Churchill Project. The Churchill property is subject to a 2% GOR/NSR. As at October 31, 2010, the carrying value of the Churchill property was \$2.1 million. A portion of the Churchill property (the "Chesterfield Inlet" project) is subject to an option agreement between the Company, Shear and Kennecott Canada Exploration as of August 2009.

# Stornoway Diamond Corporation

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## Notes to Consolidated Financial Statements

Unaudited – Prepared by Management

October 31, 2010

### 6. Resource Property Costs – Continued

#### d) Qilalugaq Property (“Area 8”), Melville Pensiula, Nunavut (Eastern Arctic)

The Company has a 100% interest in the Qilalugaq property, subject to a 3% NSR and 3% GOR.

#### e) Generative Projects

The Company has signed agreements with several individuals or companies as part of its generative exploration program. Under the terms of these non-material agreements, the Company may be required to make cash payments, issue shares or fund an exploration program to earn its interest under the terms of the specific agreement. Properties acquired as part of the Company’s generative exploration program may be subject to GORs ranging from 0% to 3% and NSRs ranging from 0% to 3%.

No cash payments or shares were issued pursuant to the Company’s generative agreements during the period ended October 31, 2010 or the year ended April 30, 2010.

#### f) Other Property Interests

The Company and its subsidiaries continue to hold a number of property interests in other parts of Canada, either as 100% ownership or as part of a property option agreement.

The Company made a \$17,500 cash payment pursuant to the LG4 – Consorem agreement (“Consorem”) in June 2010. No shares were issued pursuant to the Company’s other property interests during the period ended October 31, 2010 or the year ended April 30, 2010.

#### g) Write-offs

During the period ended October 31, 2010, the Company wrote-off capitalized property interests of \$Nil (October 31, 2009 –\$5.3 million).

#### h) Resource Property Costs Capitalized

	April 30, 2010	Acquisition Expenditures	Reclassification	October 31, 2010
	\$	\$	\$	\$
<i>Eastern Arctic Properties</i>	4,054	81	97	<b>4,232</b>
<i>Eastern Canada Properties</i>	89,689	67	(21)	<b>89,735</b>
<i>Western Arctic Properties</i>	88	-	(73)	<b>15</b>
<i>Other Canadian Properties</i>	23	1	(4)	<b>20</b>
	<u>93,854</u>	<u>149</u>	<u>(1)</u>	<u><b>94,002</b></u>

  

	April 30, 2009 (Restated – Note 3)	Acquisition Expenditures	Write-down	April 30, 2010
	\$	\$	\$	\$
<i>Eastern Arctic Properties</i>	11,311	84	(7,341)	4,054
<i>Eastern Canada Properties</i>	103,313	38	(13,662)	89,689
<i>Western Arctic Properties</i>	88	-	-	88
<i>Other Canadian Properties</i>	25	1	(3)	23
	<u>114,737</u>	<u>123</u>	<u>(21,006)</u>	<u>93,854</u>

**Stornoway Diamond Corporation**  
*(An Exploration Stage Company)*  
**Notes to Consolidated Financial Statements**  
*Unaudited – Prepared by Management*  
**October 31, 2010**

**6. Resource Property Costs – Continued**

i) **Exploration Expenses**

	<u>For the Six Months Ended</u>	
	<b>October 31,</b>	October 31, 2009
	<b>2010</b>	(Restated–Note 3)
<i>Eastern Arctic Properties</i>		
Assays and laboratory	\$ 14	\$ 30
Camp and general	104	55
Sampling and ground surveys	9	8
Management Fees	1	1
	<u>128</u>	<u>94</u>
<i>Eastern Canada Properties</i>		
Assays and laboratory	150	229
Camp and general	458	428
Drilling	374	13
Pre-feasibility and feasibility studies	1,585	1,677
Sampling and ground surveys	207	-
Mineral exploration tax credits received	(827)	-
Exploration recoveries	-	4
	<u>1,947</u>	<u>2,351</u>
<i>Western Arctic Properties</i>		
Assays and laboratory	37	-
Camp and general	26	11
Drilling	-	1
	<u>63</u>	<u>12</u>
<i>Other Canadian Properties</i>		
Camp and general	12	1
Sampling and ground surveys	250	4
	<u>262</u>	<u>5</u>
<i>Generative Exploration</i>		
Assays and laboratory	202	39
Camp and general	53	95
Sampling and ground surveys	-	3
	<u>255</u>	<u>137</u>
Total exploration expenditures during the period	<u>\$ 2,655</u>	<u>\$ 2,599</u>

# Stornoway Diamond Corporation

(An Exploration Stage Company)

## Notes to Consolidated Financial Statements

Unaudited – Prepared by Management

October 31, 2010

### 7. Share Capital

a) Details are as follows (expressed in thousands of Canadian dollars except share numbers):

	Number	Amount	Contributed Surplus
Authorized:			
Unlimited common shares without par value			
Issued and fully paid:			
Balance – April 30, 2010	288,668,456	\$224,883	\$11,807
Issued for cash – private placement	8,775,000	5,002	-
Exercise of options	50,000	6	(2)
Exercise of warrants	33,246	14	(4)
Stock-based compensation	-	-	1,523
Share issuance costs	-	(544)	157
Balance – October 31, 2010	297,526,702	\$229,361	\$13,481

### b) Equity Financings

On June 29, 2010, the Company completed a private placement, with Desjardins Securities Inc. as lead agent, which consisted of 8,775,000 flow-through common shares of the Company for gross proceeds of \$5,001,750. The flow-through common shares were issued at a price of \$0.57 per share. The Company paid a 6.5% cash commission on certain subscriptions received and issued 526,500 Compensation Options. The Compensation Options are exercisable at \$0.57 to acquire one non-flow-through common share and expire on December 29, 2011. The fair value of the Compensation Options was estimated to be \$157,300 using the Black-Scholes option-pricing model (1.38% risk-free interest rate; expected life of eighteen months, 105% volatility) with this amount being recorded in contributed surplus. Expenditures from the flow-through shares will constitute Canadian exploration expenses (“CEE”) (as defined in the Income Tax Act) for the 2010 tax year.

### c) Flow-through Funds

The Company is required to spend the following on CEE (expressed in thousands of Canadian dollars):

Flow-through commitment at June 29, 2010	\$	5,002
Qualifying expenditures to October 31, 2010		(1,737)
Flow-through funds on hand at October 31, 2010	\$	3,265

Flow-through common shares provide for the Company’s CEE to be transferred to the shareholders and, as a result, the tax base for these expenditures is not available to the Company.

### d) Stock Option Plan

The maximum number of common shares currently available for issuance under the Company’s existing Stock Option Plan (the “Plan”) was approved by shareholders at the 2008 Annual General Meeting (“AGM”) and is fixed at 22,722,634, representing 10% of the Company’s issued and outstanding common shares as at August 15, 2008. There were no amendments to the Plan during 2010. The Plan provides the directors with discretion to set vesting terms for each stock option grant. Historically, the Company’s options have vested in thirds over a one year period from the grant date, with the first third vesting immediately, the second third vesting six months from the grant date and the final third vesting one year from the grant date. Effective for the fiscal year beginning May 1, 2009, a Stock Option Grant Policy (the “Policy”) was adopted. This Policy sets annual stock option grants and five-year option level targets for optionees, by level of responsibility. Options vest immediately on the grant date.

In addition, the number of shares, which may be reserved for issuance to any one individual, may not exceed 5% of the issued shares on a yearly basis or 2% if the optionee is engaged in investor relations activities or is a consultant.

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### 7. Share Capital – Continued

e) A summary of the Company's outstanding options is as follows:

	Number of Options		Weighted Average Exercise Price
Balance April 30, 2010	14,531,805	\$	0.79
Granted	4,580,000		0.58
Exercised	(50,000)		0.10
Expired	(238,320)		1.69
Balance October 31, 2010	18,823,485	\$	0.73
Number of options currently exercisable	17,956,818	\$	0.73

f) As at October 31, 2010, the Company had the following stock options outstanding:

Range of Exercise Prices	Number of Options Outstanding	Weighted Average Exercise Price	Year of Expiry	Weighted Average Remaining Contractual Life
\$ 1.05 ~ \$ 1.08	375,100	\$ 1.06	2010	0.14 years
\$ 1.02 ~ \$ 1.25	1,392,700	\$ 1.17	2011	0.55 years
\$ 0.63 ~ \$ 6.94	5,118,980	\$ 1.16	2012	1.72 years
\$ 0.10 ~ \$ 7.42	4,267,205	\$ 0.48	2013	3.06 years
\$ 0.10 ~ \$ 4.86	2,889,100	\$ 0.29	2014	3.95 years
\$ 0.56 ~ \$ 1.34	4,780,400	\$ 0.60	2015	4.78 years
	18,823,485			

On May 3, 2010, the Company granted 1,220,000 stock options with an exercise price of \$0.62. The options expire on May 3, 2015 and vest in thirds over a one-year period from the date of grant.

On September 14, 2010, the Company granted 80,000 stock options with an exercise price of \$0.65. The options expire on September 14, 2015 and vest in thirds over a one-year period from the date of grant.

On September 14, 2010, the Company granted 3,280,000 stock options with an exercise price of \$0.56. The options expire on September 14, 2015 and vest immediately.

g) A summary of the Company's outstanding warrants is as follows:

	Number of Warrants		Weighted Average Exercise Price
Balance April 30, 2010	1,639,331	\$	0.48
Granted – Compensation options	526,500		0.57
Exercised	(33,246)		0.29
Balance October 31, 2010	2,132,585	\$	0.50

As at October 31, 2010, the Company had the following warrants outstanding:

Number of Warrants	Exercise Price	Expiry Date
101,696	\$ 0.17	May 29, 2011
526,500	\$ 0.57	December 29, 2011
1,504,389	\$ 0.50	February 23, 2012
2,132,585		

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### 7. Share Capital - Continued

#### h) Stock-Based Compensation

The fair value of each option grant that has vested during the current period is estimated on the date of grant using the Black-Scholes Option Pricing Model, with the following weighted average assumptions:

	Period Ended October 31, 2010	Year Ended April 30, 2010
Risk-free interest rate	1.7% - 2.7%	2.5% - 2.7%
Expected dividend yield	NIL	NIL
Expected stock price volatility	87 - 99%	83% - 94%
Expected option life in years	3 - 5 years	3 - 5 years

During the period ended October 31, 2010, the Company granted options to purchase up to 4,580,000 (April 30, 2010 - 3,395,000) shares of the Company's stock to employees at an exercise price range of \$0.56 - \$0.65 (April 30, 2010 - \$0.25). These options expire five years from the grant date. The Company used the Black-Scholes Option Pricing Model to estimate a fair value of \$1,744,000 (April 30, 2010 - \$543,000) for these grants.

For the period ended October 31, 2010, the Company recorded stock-based compensation expense of \$1.5 million (October 31, 2009 - \$494,000).

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.

### 8. Related Party Transactions

Related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

- a) As at October 31, 2010, the amounts due to related parties consisted of the following (expressed in thousands of Canadian dollars):

	October 31, 2010	April 30, 2010
Strongbow Exploration Inc. ("Strongbow"), a company with a director in common	2	4
Agnico-Eagle Mines Limited ("Agnico-Eagle"), a significant shareholder	-	1
	<u>\$ 2</u>	<u>\$ 5</u>

These amounts are non-interest bearing, unsecured and are due on demand.

- b) During the period ended October 31, 2010, the Company paid or accrued \$25,900 (October 31, 2009 - \$24,500) for the reimbursement of administrative and technical time to Strongbow.
- c) In May 2007, the Company entered into a sub-lease agreement with Agnico-Eagle, for additional premises. The Company was committed to annual lease payments of approximately \$105,000 in respect of these premises through June 30, 2010. A portion of these payments were recovered through sub-leases.
- d) During the period ended October 31, 2010, the Company paid, or accrued as payable on behalf of the Eastern Ungava JV, \$Nil (October 31, 2009 - \$13,200) to Agnico-Eagle, of which the Company's share is 50%, for work completed by Agnico-Eagle related to a preliminary assessment at the Renard Project.
- e) Included in receivables is \$2,200 (April 30, 2010 - \$1,100) receivable from a director.

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

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### 9. Income Taxes

- a) Reconciliation of accounting and taxable income (expressed in thousands of Canadian dollars):

	<b>For the Six Months Ended October 31, 2010</b>	For the Six Months Ended October 31, 2009 (restated)
Loss before income taxes	\$ (5,509)	\$ (9,820)
Canadian federal and provincial income tax rates	<b>31.00%</b>	30.67%
Income tax recovery based on the above rates	<b>(1,708)</b>	(3,012)
Increase (decrease) due to:		
Non-deductible expenses and other permanent differences	<b>467</b>	92
Losses and temporary differences for which no future income tax asset has been recognized	<b>522</b>	395
Difference in statutory income tax rates	<b>162</b>	292
Income tax recovery	<b>\$ (557)</b>	\$ (2,233)

- b) As at October 31, 2010, the Company has non-capital losses of approximately \$22.7 million (April 30, 2010 - \$22.2 million), which can be used to reduce taxable income. These loss carry forwards (expressed in thousands of Canadian dollars) expire as follows:

2013 to 2016	\$ 10,999
2017 to 2021	847
2022 to 2026	3,264
2027 to 2030	7,617
	<u>\$ 22,727</u>

A valuation allowance has been recorded against certain of the potential future income tax assets associated with these loss carry-forwards and other deductible temporary differences as their utilization is not considered more likely than not at this time.

- c) Significant components of the Company's future tax assets and liabilities, after applying enacted corporate income tax rates are as follows (in thousands of Canadian dollars):

	<b>October 31, 2010</b>	April 30, 2010
<i>Future income tax assets</i>		
Non-capital losses	\$ 6,461	\$ 6,318
Capital losses	<b>235</b>	312
Property, plant and equipment	<b>1,491</b>	1,400
Financing fees	<b>624</b>	784
Resource property costs	<b>20,282</b>	20,529
Other	<b>463</b>	374
Total future tax assets	<b>29,556</b>	29,717
Valuation allowance	<b>(26,464)</b>	(25,841)
Net future income tax assets	<b>\$ 3,092</b>	\$ 3,876
<i>Future income tax liabilities</i>		
Resource property costs and other	\$ 10,341	11,682
Future tax liabilities	<b>10,341</b>	11,682
Future tax liability, net	<b>\$ 7,249</b>	\$ 7,806

Future income tax assets and liabilities are measured using statutory rates that are expected to apply to taxable income in the years in which temporary differences are expected to be recovered or settled.

Future income tax assets are recorded when it is more likely than not that they will be recovered in future periods.

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### 10. Asset Retirement Obligations

Details are as follows (expressed in thousands of Canadian dollars):

	October 31, 2010	April 30, 2010
Balance – beginning of the period	\$ 710	\$ 634
Accretion	43	76
Balance – end of the period	\$ 753	\$ 710

The Company has recorded an asset retirement obligation, which reflects the present value of the estimated amount of undiscounted cash flow required to satisfy the asset retirement obligation in respect of the Renard Project in Quebec. The primary component of this obligation is the removal of equipment currently used at the site as well as costs associated with securing an underground shaft on the property. If the Company decides not to go into production on the property, it is assumed that the asset retirement obligation will be incurred in 2011. Should the Company decide to proceed with a production decision on the Renard Project, the obligation will be realized further into the future. The credit adjusted risk free rate at which the estimated cash flows have been discounted to arrive at the obligation is 12% and the undiscounted amount of inflation-adjusted estimated future cash flows is \$795,000.

### 11. Supplemental Schedule of Non-Cash Investing and Financing Activities

(expressed in thousands of Canadian Dollars)

	For the Three Months Ended		For the Six Months Ended	
	October 31, 2010	October 31, 2009	October 31, 2010	October 31, 2009
Issuance of compensation options (Note 7b)	\$ Nil	\$ Nil	\$ 157	\$ 41
Options and warrants exercised (Note 7)	\$ 4	\$ 17	\$ 6	\$ 17

### 12. Commitments

The Company is committed to minimum future operating lease payments for its office premises as follows:

Fiscal year ending April 30, 2012	\$ 415,000
Fiscal year ending April 30, 2013	405,000
Fiscal year ending April 30, 2014	331,000
Fiscal year ending April 30, 2015	109,000
Fiscal year ending April 30, 2016	18,000
	<u>\$ 1,278,000</u>

In addition, the Company has GICs in the amount of \$328,000 as collateral security for its corporate credit cards and a line of credit of \$8,000 to satisfy exploration bonding requirements. A GIC equivalent to the utilization of the line of credit is provided as collateral security.