



**INTERIM CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2009**

**THESE FINANCIAL STATEMENTS HAVE BEEN PREPARED BY MANAGEMENT AND HAVE NOT  
BEEN REVIEWED BY THE COMPANY'S AUDITOR**



## Consolidated Balance Sheets

<i>As at,</i>	Unaudited June 30, 2009 \$	Audited December 31, 2008 \$
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	1,621,536	2,381,816
Prepaid expenses and deposits	10,328	55,023
Receivables	12,400	44,400
Due from related parties (note 11)	42,964	1,440,930
Income taxes recoverable	459,380	462,364
	<b>2,146,608</b>	<b>4,384,533</b>
<b>Investments</b>		
Investment in Augen Gold Corp. (note 4)	2,151,808	1,253,444
Mineral properties and deferred costs (note 5)	751,057	747,208
Property, plant and equipment, net (note 6)	78,687	88,985
Future income taxes (note 10)	753,408	470,929
<b>Total assets</b>	<b>7,101,162</b>	<b>7,587,244</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Accounts payable	220,702	97,957
Accrued and other liabilities	134,939	157,605
	<b>355,641</b>	<b>255,562</b>
<b>Deferred lease inducement</b>	<b>35,476</b>	<b>40,794</b>
<b>Total liabilities</b>	<b>391,117</b>	<b>296,356</b>
<b>SHAREHOLDERS' EQUITY</b>		
Capital stock (note 8)	7,235,551	7,235,551
Contributed surplus (note 9)	896,321	875,748
Retained earnings (deficit)	(1,421,827)	(820,411)
	<b>6,710,045</b>	<b>7,290,888</b>
<b>Total liabilities and shareholders' equity</b>	<b>7,101,162</b>	<b>7,587,244</b>

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



**Consolidated Statements of Operations and Comprehensive Earnings**  
**Unaudited**

<i>For the periods ended June 30,</i>	Three months		Six months	
	2009 \$	2008 \$	2009 \$	2008 \$
<b>Income</b>				
Fee income	58,443	394,261	135,972	792,692
Realized gains (losses) on sale of investments held for trading	(31,245)	299,838	(31,245)	108,922
	27,198	694,099	104,727	901,614
<b>Expenses</b>				
General and administrative	214,954	766,214	555,898	1,312,351
Corporate development	15,082	-	169,412	-
Management fee (note 11)	287,880	-	383,840	-
Stock-based compensation	10,939	40,431	20,573	82,646
Interest expense	3,057	391	9,129	1,344
	531,912	807,036	1,138,852	1,396,341
<b>Earnings (loss) before undernoted items</b>	(504,714)	(112,937)	(1,034,125)	(494,727)
Share of (earnings) loss and capital transactions from equity-accounted investment (note 4)	37,870	(8,874)	223,487	(25,190)
Unrealized (gain) loss on investments held for trading	(247,111)	707,426	(415,345)	1,276,190
Non-recurring charges (note 15)	2,078	503,712	38,959	503,712
Adjustment to fair value of liabilities	-	(60,769)	-	(87,481)
Amortization	5,149	3,202	10,298	6,405
<b>Earnings (loss) before income taxes</b>	(302,700)	(1,257,634)	(891,524)	(2,168,363)
<b>Income taxes (note 10)</b>				
Current	6,439	(204,939)	(7,627)	(259,390)
Future	(107,247)	(93,881)	(282,481)	(204,175)
	(100,808)	(298,820)	(290,108)	(463,565)
<b>Net earnings (loss) and comprehensive earnings (loss)</b>	(201,892)	(958,814)	(601,416)	(1,704,798)
<b>Earnings (loss) per share</b>				
Basic and diluted	(0.01)	(0.03)	(0.02)	(0.05)
Weighted average shares outstanding	36,615,614	36,557,372	36,615,614	36,536,493

**Consolidated Statements of Retained Earnings (Deficit)**  
**Unaudited**

<i>For the periods ended June 30,</i>	Three months		Six months	
	2009 \$	2008 \$	2009 \$	2008 \$
<b>Retained earnings (deficit), beginning of period</b>	(1,219,935)	1,945,955	(820,411)	2,691,939
Net earnings (loss) and comprehensive earnings (loss) for the period	(201,892)	(958,814)	(601,416)	(1,704,798)
<b>Retained earnings (deficit), end of period</b>	(1,421,827)	987,141	(1,421,827)	987,141

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



**Consolidated Statements of Cash Flows**  
**Unaudited**

	Three months		Six months	
	2009	2008	2009	2008
<i>For the periods ended June 30,</i>	\$	\$	\$	\$
<b>Cash flow from (used in) operating activities</b>				
Net earnings (loss) and comprehensive earnings (loss)	(201,892)	(958,814)	(601,416)	(1,704,798)
Amortization	5,149	3,202	10,298	6,405
Stock-based compensation	10,939	40,431	20,573	82,646
Realized and unrealized (gain) loss on investments held for trading	(215,866)	407,588	(384,100)	1,167,268
Share of (earnings) loss and capital transactions from equity-accounted investment	37,870	(8,874)	223,487	(25,190)
Future income taxes	(107,247)	(93,881)	(282,481)	(204,175)
	(471,047)	(610,348)	(1,013,639)	(677,844)
Changes in non-cash working capital	(60,187)	(189,543)	416,662	(291,611)
<b>Cash flow from (used in) operating activities</b>	<b>(531,234)</b>	<b>(799,891)</b>	<b>(596,977)</b>	<b>(969,455)</b>
<b>Cash flow from (used in) investing activities</b>				
Purchase of investments	(201,996)	(40,116)	(201,996)	(157,089)
Proceeds from the sale of investments	8,647	780,247	8,647	981,394
Repayment of advances to related parties	62,749	1,307,151	98,115	1,307,151
Advances to related party	(20,934)	(1,121,851)	(64,220)	(2,155,398)
Purchase of property, plant and equipment	-	-	-	(3,424)
Expenditures on mineral properties and deferred costs	(2,139)	(11,593)	(3,849)	(183,106)
<b>Cash flow from (used in) investing activities</b>	<b>(153,673)</b>	<b>913,838</b>	<b>(163,303)</b>	<b>(210,472)</b>
<b>Cash flow from financing activities</b>				
Issuance of common shares, net of issue costs	-	16,000	-	16,000
<b>Cash flow from financing activities</b>	<b>-</b>	<b>16,000</b>	<b>-</b>	<b>16,000</b>
<b>Net increase (decrease) in cash</b>	<b>(684,907)</b>	<b>129,947</b>	<b>(760,280)</b>	<b>(1,163,927)</b>
<b>Cash, beginning of period</b>	<b>2,306,443</b>	<b>2,980,520</b>	<b>2,381,816</b>	<b>4,274,394</b>
<b>Cash, end of period</b>	<b>1,621,536</b>	<b>3,110,467</b>	<b>1,621,536</b>	<b>3,110,467</b>
<b>Interest paid during the period</b>	<b>598</b>	<b>33,568</b>	<b>6,268</b>	<b>953</b>
<b>Income taxes paid during the period</b>	<b>1,177</b>	<b>368,585</b>	<b>1,177</b>	<b>-</b>

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



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

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**1. Nature of operations**

Based in Toronto, Augen Capital Corp. ("**Augen**" or "**Company**") is a merchant bank specializing in the financing of and investment in resource companies or projects. In addition, Augen acts as a consultant to issuers of mineral resource tax-advantaged flow-through shares in Canada.

**2. Adoption of new accounting policies**

In March 2009, the CICA issued Emerging Issues Committee Abstract 174 Mining Exploration Costs ("**EIC 174**"). EIC 174 discusses the analysis recommended to determine whether there has been an impairment of mineral properties and deferred exploration costs. The Company considered the recommendations discussed in EIC 174 when testing for impairment of mineral properties and deferred exploration costs and determined that impairment adjustments were not required.

**Future accounting policies**

**Consolidated Financial Statements and Non-controlling Interests**

In January 2009, the CICA released *Section 1601 Consolidated Financial Statements* and *Section 1602 Non-Controlling Interests*, which replace *Section 1600 Consolidated Financial Statements*. *Section 1601* establishes standards for the preparation of consolidated financial statements. *Section 1602* establishes standards for accounting for a non-controlling interest in a subsidiary in the consolidated financial statements of the parent, subsequent to a business combination. *Section 1602* is equivalent to the corresponding provisions of *IAS 27 Consolidated and Separate Financial Statements*. *Sections 1601 and 1602* will apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted but must be applied together with *Section 1582 Business Combinations*. The Company is assessing the impact, if any, that the adoption of these new sections will have on its consolidated financial statements.

**Business Combinations**

In January 2009, the CICA released *Section 1582 Business Combinations*, which replaces *Section 1581 Business Combinations*. The new section provides the Canadian equivalent to *IFRS 3 Business Combinations*. *Section 1582* applies prospectively to business combinations for which the acquisition is on or after January 1, 2011. Earlier adoption is permitted but must be applied together with *Section 1601 Consolidated Financial Statements* and *Section 1602 Non-Controlling Interests*. As *Section 1582* will apply only to future business combinations, it will not have a significant effect on the Company's consolidated financial statements prior to such acquisitions.



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

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**3. Summary of significant accounting policies**

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles (“GAAP”). The significant accounting policies used in the preparation of the consolidated financial statements are as follows:

**Principles of consolidation**

The consolidated financial statements include the accounts of the Company together with all of its subsidiaries. All inter-company transactions have been eliminated. The Company’s consolidated subsidiaries are as follows:

<b>Entity</b>	<b>Ownership</b>
Aumerco Limited	100%
Polar Bear Explorations Inc.	100%
Augen General Partner 2007 Inc.	100%
Augen General Partner 2006 Inc.	100%
Augen General Partner XII Inc.	100%
Augen General Partner XI Inc.	100%
Augen General Partner X Inc.	100%
Augen General Partner 2003 Inc.	100%

**Use of estimates**

The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the period. Actual results could differ from these estimates.

The areas that involve significant use of management estimates and assumptions are: recognition of impairment of mineral properties, allowances for amounts due from related parties, stock-based compensation, determination of fair values of certain investments held for trading, impairment of equity investment, the valuation of warrants, determination of income tax assets and loss carry-forwards, and determination of contingent liabilities.

**Financial instruments**

Financial assets are classified as held for trading, available for sale, held to maturity or loans and receivables. Financial liabilities are classified as either held for trading or other liabilities. Initially, all financial assets and financial liabilities must be recorded on the balance sheet at fair value with subsequent measurement determined by the classification of each financial asset and liability. Transaction costs related to held for trading securities are expensed as incurred. Transaction costs related to financial assets available for sale, held to maturity, and loans and receivables are generally capitalized and are then amortized using the effective interest method over the expected life of the instrument. Financial assets and financial liabilities held for trading are measured at fair value with the changes in fair value reported in earnings. Financial assets held to maturity, loans and receivables and financial liabilities other than those held for trading are measured at amortized cost. Available for sale financial assets are measured at fair value with changes in fair value reported in other comprehensive income until the financial asset is disposed of, or becomes impaired. The Company has classified receivables and due from related parties as loans and receivables, cash equivalents and investments as held for trading, and accounts payable as other liabilities. Accrued liabilities included incentive compensation payable, previously charged directly to retained earnings as a transitional adjustment, which was reduced by the change in the fair value of the liability and offset by payments made during the period. The adjustment was reported as adjustment to fair value of liabilities in the earnings of the comparative period.



**Notes to Consolidated Financial Statements**  
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**Unaudited**

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**3. Summary of significant accounting policies (continued)**

Accumulated other comprehensive income is a component of shareholders' equity. Comprehensive earnings are composed of the Company's net earnings and other comprehensive income. Other comprehensive income includes unrealized gains and losses on available for sale financial assets, foreign currency translation on net investments in self-sustaining foreign operations and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of income taxes.

The Company does not have any other comprehensive income components and, as such, comprehensive income is equal to net earnings (loss).

**Cash and equivalents**

Cash and equivalents may include money market instruments and short-term investments with original maturities of less than three months.

**Valuation of investments**

Investments held for trading are recorded at fair value with the difference between fair value and cost being reported in earnings as unrealized appreciation or depreciation in the value of investments. In the case of securities listed on stock exchanges, the fair value means the latest bid price.

Fair value of investments in shares of private companies, for which market quotations or other benchmarks are not available, is determined by reviewing the most recent arms' length equity financing of the subject company and determining whether or not such financing is relevant for valuation purposes. In the absence of such financing, fair value is determined by applying the relative change in the quoted value of a peer group of listed companies having similar characteristics to the private company. A discount may be applied to the resulting fair value in order to reflect the liquidity risk associated with private company investments. Private company investments are not valued above original cost unless compelling evidence exists to support such an increase.

Investments available for sale are measured at fair value with changes in fair value reported in other comprehensive income until the financial asset is disposed of, or becomes impaired.

Investments for which reliable quotations are not readily available are valued at their fair value using a valuation model and market inputs.

Investments in shares of investee companies in which Augen's ownership and rights provide the ability to exercise significant influence are accounted for using the equity method.

The fair value of purchase warrants is calculated using the Black-Scholes valuation model. The following weighted average assumptions are used when determining fair value using the Black-Scholes valuation model:

Risk free rate	4.0% – 5.0%
Expected life	Determined by the terms and conditions of each instrument.
Expected volatility	Determined by the closing sale price for the company for a historical time interval equal to the expected life of the instrument or the period that the stock has been trading if less than the expected life, adjusted to reflect various factors including non-recurring price volatility, the Exchange hold periods on the instruments, and the liquidity of flow-through shares of Canadian resource companies.
Expected dividend yield	Determined by the terms and conditions of each instrument.



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

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**3. Summary of significant accounting policies (continued)**

**Mineral properties and deferred costs**

The Company defers the costs of exploration on existing projects and carries them as assets until production commences. The amounts at which mineral properties and deferred exploration costs are recorded do not necessarily reflect present or future values. If a project is successful, the related mineral property and deferred exploration costs are amortized over the estimated economic life of the project. If a project is unsuccessful, or if exploration has ceased because continuation is not economically feasible, the mineral properties and the related deferred exploration costs are written off.

The Company reviews its mineral properties and deferred costs on an annual basis to determine if events or changes in circumstances have transpired which indicate that its carrying value may not be recoverable. The recoverability of costs incurred on the mineral properties and deferred costs is dependent upon numerous factors including exploration results, environmental risks, commodity risks, political risks, and the Company's ability to attain profitable production. It is possible that conditions in the near-term could change the Company's assessment of the carrying value.

Consideration, in the form of cash and/or shares received under mineral property option agreements, is applied against the acquisition cost of the mineral property and related deferred exploration expenditures. Consideration, in excess of the acquisition cost and related deferred exploration expenditures on the mineral property, is reported as income for the period and is included under fee income in the consolidated statements of operations and comprehensive earnings.

**Property, plant and equipment**

Property, plant and equipment is recorded at cost less accumulated amortization. Amortization is recorded over the estimated useful life of assets on the diminishing balance or straight-line basis using the following rates:

Furniture and equipment	20%
Computer hardware	30%
Computer software	100%
Leasehold improvements	5 years, straight-line

**Stock-based compensation**

The Company follows guidance in the CICA Handbook *Section 3870 Stock-Based Compensation and Other Stock-Based Payments*, which requires that a fair value based method of accounting be applied to all stock-based payments. The fair value of stock-based compensation is recorded as a charge to net earnings with a corresponding credit to contributed surplus.

The fair value of incentive stock options granted to directors, officers and consultants and the fair value of purchase warrants issued to shareholders on private placements are calculated using the Black-Scholes valuation model. The fair value for each instrument is estimated using the following weighted average assumptions:

Risk free rate	4.0% - 5.0%
Expected life	Determined by the terms and conditions of each instrument.
Expected volatility	Determined by the closing sale price for the Company for a historical time interval equal to the expected life of the instrument, adjusted to reflect various factors including non-recurring price volatility, the Exchange hold periods on the instruments, and the liquidity of flow-through shares of Canadian resource companies.
Expected dividend yield	0%.



**Notes to Consolidated Financial Statements**  
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**3. Summary of significant accounting policies (continued)**

**Future income taxes**

The Company follows the asset and liability method of income tax allocation whereby future income tax assets and liabilities are determined based on differences between the financial reporting and tax basis of the assets and liabilities and measured using the substantively enacted income tax rates expected to apply when such differences are expected to reverse. Future income taxes arise from the recognition of those accumulated capital and non-capital losses, which in the opinion of management, are more likely than not to be realized before expiry. Future income taxes also arise as a result of timing differences related to the recognition of flow-through share tax deductions. Flow-through share tax deductions are recognized in the period in which the tax authorities are notified of expense renunciations.

**Deferred lease inducements**

Deferred lease inducements, which include free rent, are recorded as liabilities on the consolidated balance sheets and recognized as a reduction of rent expense on a straight-line basis over the term of the lease.

**Revenue recognition**

The Company recognizes revenue when all significant acts in relation to revenue have been completed or the Company has performed all engagement requirements in accordance with the relevant agreements and at the time of recognition, the collection of revenue is reasonably assured. The Company recognizes revenue through each of its Merchant Banking and Managed Products segments.

*Merchant Banking*

In the Merchant Banking segment, the Company earns revenue primarily through securities transactions. These transactions are recorded on a trade-date basis. Realized gains and losses on the disposal of investments and unrealized gains and losses due to the change in fair value of held-for-trading investments are reflected in the consolidated statements of operations and comprehensive earnings and are calculated on an average cost basis. The Merchant Banking segment also earns fees for consulting and due diligence services. Fee income also includes dividend income recorded on the ex-dividend date, and interest income, recorded on an accrual basis using the effective interest method.

*Managed Products*

In the Managed Products segment, the Company earns fees for services rendered, including consulting and due diligence fees. The Company, through incorporated general partners, manages the operations and affairs of the various limited partnerships and, as described in the respective limited partnership offering documents, is entitled to advisory fees which are accrued periodically based on the average net assets of the limited partnerships. Performance fees, if applicable, are earned on the rollover transaction asset transfer date of the limited partnerships into a mutual fund corporation. The reimbursement of set-up expenses from the limited partnerships offered during the period, if any, are recorded upon the initial and subsequent closings of the limited partnership.

**Foreign currency translation**

Balances of the Company denominated in foreign currencies are translated into Canadian dollars as follows:

- Monetary assets and liabilities at period-end rates;
- All other assets and liabilities at historical rates;
- Revenue and expense transactions at the average rate of exchange prevailing during the period.

Exchange gains and losses arising on these transactions are reflected in income in the period incurred.



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

**4. Investment in Augen Gold Corp.**

Augen Capital Corp.'s investment in Augen Gold Corp. ("**AGC**") has been accounted for under CICA Handbook *Section 3051 Investments*, using the equity-accounting method. The equity-accounting method requires Augen's investment in AGC to be recorded at cost, and adjusted for its proportionate share of earnings or loss and capital transactions from AGC. As at June 30, 2009, the investment in AGC has been recorded at \$2,151,808. The carrying amount has increased since December 31, 2008 by \$898,364 of which, \$1,121,851 represents the shares-for-debt conversion of the amount due from AGC, partially offset by \$223,487 which represents the Company's proportionate share of AGC's loss. The Company did not record a capital dilution gain resulting from the shares-for-debt conversion as it was a related party transaction. The fair market value of AGC as at June 30, 2009, based on the closing bid price per share, was \$863,926 (December 31, 2008 - \$161,600).

**5. Mineral properties and deferred costs**

	<b>6 months ended</b> <b>June 30, 2009</b>	Year ended December 31, 2008
	\$	\$
<b>Acquisition costs <sup>(1)</sup></b>		
Balance, beginning of period	<b>1</b>	1
Acquisition costs	-	-
Option payments received	-	-
	<b>1</b>	1
<b>Deferred exploration expenditures <sup>(2)</sup></b>		
Balance, beginning of period	<b>747,207</b>	562,942
Exploration costs	<b>3,849</b>	184,265
	<b>751,056</b>	747,207
<b>Balance, end of period</b>	<b>751,057</b>	747,208

<sup>(1)</sup> In January 2007, the Company staked the Roberts Property for \$25,000 consisting of 8 mineral claims located in Roberts Township in Ontario.

In March 2007, the Company granted International Kirkland Minerals Inc. ("IKI") the option to acquire a 100% interest in the Roberts Property for cash consideration of \$55,000, 3,000,000 IKI common shares, and \$200,000 in work expenditures. In 2007, and pursuant to the terms of the option agreement, IKI made \$5,000 in option payments and issued 1,000,000 IKI shares at a value of \$170,000. The acquisition cost was reduced to \$1 on the consolidated balance sheet at December 31, 2007 and the Company reported \$150,001 in income on the consolidated statement of operations and comprehensive earnings for the year ended December 31, 2007.

In March 2008, pursuant to the terms of the option agreement, IKI issued 1,000,000 shares to the Company at a value of \$40,000. The amount was reported in income during the year. In May 2008, pursuant to the terms of the option agreement, IKI made \$25,000 in option payments. The amount was reported in income during the year.

In June 2009, IKI failed to make a \$25,000 payment within the prescribed time frame per the option agreement and as a result, the property has reverted back to Augen Capital Corp.

<sup>(2)</sup> On February 29, 2008, the Company acquired the residual 24% non-controlling interest in Polar Bear Explorations Inc. ("PBE") and now owns 100% of the outstanding shares of PBE. The purchase price of \$165,000, representing the fair value of the non-controlling interest in PBE, has been assigned to Mineral properties and deferred costs. The balance of \$19,265 relates to other deferred exploration expenditures. Additional exploration costs of \$3,849 were incurred during the period ended June 30, 2009.



**Notes to Consolidated Financial Statements**  
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**5. Mineral properties and deferred costs (continued)**

In 2006, Augen established Polar Bear Explorations Inc. ("**PBE**"), a mining company currently in the exploration stage, to acquire claims in the Hudson Bay / James Bay area of northern Ontario, south east of the community of Peawanuck and south west of Polar Bear Provincial Park. Twenty-four claims (the "**Property**") have been staked and recorded in PBE. PBE owns 100% of the mineral rights on the Property. The Ministry of Northern Development and Mines has granted an Exclusion of Time to PBE which waives the annual expenditure requirements required by the Mining Act, pending the completion of an exploration agreement with the Weenusk First Nation.

**6. Property, plant and equipment**

	As at June 30, 2009			As at December 31, 2008		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Computer hardware	61,872	49,096	12,776	61,872	46,841	15,031
Computer software	4,116	3,837	279	4,116	3,559	557
Furniture and equipment	99,052	67,420	31,632	99,052	63,905	35,147
Leasehold improvements	42,500	8,500	34,000	42,500	4,250	38,250
	<b>207,540</b>	<b>128,853</b>	<b>78,687</b>	207,540	118,555	88,985

**7. Commitments and contingencies**

The Company has entered into lease agreements for premises and other equipment. The future minimum lease commitments are as follows:

2009	\$ 118,972
2010	\$ 233,949
2011	\$ 230,666
2012	\$ 227,567
2013	\$ 189,639

Under the terms of a management services agreement with OreReserve Asset Management Inc., the Company has a commitment to pay management fees of no less than \$1,151,520 per annum, paid in equal monthly instalments and until the initial term expires on December 31, 2012. The management fee shall be adjusted annually to reflect a percentage increase, if any, in the Consumer Price Index.

Certain legal actions against the Company are pending. Additionally, in the normal course of operations, certain contingencies may arise relating to legal actions undertaken against the Company. In the opinion of management, the outcome of such pending and potential legal actions will not have a material adverse effect on the Company's results of operations, liquidity or its financial position.



**Notes to Consolidated Financial Statements**  
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**Unaudited**

**8. Capital stock**

**Authorized share capital**

The Company is authorized to issue an unlimited number of common shares without par value, preferred shares issuable in series, and Series A preferred shares. The Series A preferred shares are non-redeemable, non-callable, non-voting and have no right to dividends. The preferred shares issuable in series will have the rights, privileges, restrictions and conditions assigned to the particular series upon the Board of Directors approving their issuance.

**Issued share capital**

The issued and outstanding share capital consists of common shares as follows:

	6 months ended June 30, 2009		For the year ended December 31, 2008	
	No. of Shares	\$	No. of Shares	\$
Balance, beginning of period	36,615,614	7,235,551	36,515,614	7,212,362
Issuance of shares for cash:				
Exercise of stock options	-	-	100,000	23,189
Balance, end of period	36,615,614	7,235,551	36,615,614	7,235,551

**Stock option plan**

The Company has established a stock option plan whereby the Board of Directors may grant options to directors, officers, and consultants to purchase common shares of the Company. The stock option plan is a rolling plan and the maximum number of authorized but unissued shares available to be granted shall not exceed 10% of its issued and outstanding common shares. Each stock option granted is for a term not exceeding five years unless otherwise specified.

	6 months ended June 30, 2009		For the year ended December 31, 2008	
	Weighted Average Exercise Price	No. of Options	Weighted Average Exercise Price	No. of Options
Outstanding, beginning of period	\$0.35	2,250,000	\$0.41	2,900,000
Transactions during the period: <sup>(1)</sup>				
Granted	0.10	1,000,000	0.25	1,050,000
Options exercised	-	-	0.16	(100,000)
Expired	0.50	(600,000)	0.41	(1,600,000)
Outstanding, end of period	\$0.22	2,650,000	\$0.35	2,250,000
Exercisable, end of period	\$0.32	950,776	\$0.39	1,076,393

As at June 30, 2009, the 2,650,000 options have a weighted average remaining life of 3.55 years.

<sup>(1)</sup> During the period, 600,000 options expired and 1,000,000 new options were granted. The estimated fair value of options that vested during the period is \$20,573 using the Black-Scholes model. The estimated fair value of the vested options has been charged during the period to the statements of operations and comprehensive earnings and credited to contributed surplus in shareholders' equity on a straight-line basis over any applicable vesting period. The underlying weighted average assumptions used in the estimation of fair value in the Black-Scholes model are as follows:

Risk free rate:	4.0% - 5.0%
Expected life:	3 - 5 years (based on option term)
Expected volatility:	93%-98%
Expected dividend yield:	0%



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

**9. Contributed surplus**

	<b>6 months ended June 30, 2009</b>	For the year ended December 31, 2008
	\$	\$
Balance, beginning of period	<b>875,748</b>	739,407
Value assigned to:		
Stock-based compensation on vested options	<b>20,573</b>	143,530
Exercise of stock options	-	(7,189)
Balance, end of period	<b>896,321</b>	875,748

**10. Income taxes**

The Company's reported income taxes differ from the amounts obtained by applying statutory rates (2009 - 33%, 2008 - 33.5%) to the loss before income taxes as follows:

<i><b>For the six months ended June 30,</b></i>	<b>2009</b>	2008
	\$	\$
Income tax (recovery) provision at statutory rates	<b>(294,203)</b>	(726,401)
Increase (decrease) related to:		
Non-taxable components of investment income	<b>10,311</b>	(16,099)
Previously unrecorded tax expense (recovery)	<b>(11,791)</b>	40,328
Unrealized (gains) losses on held for trading investments	<b>(68,532)</b>	213,762
Share of (earnings) loss and capital transactions from equity-accounted investment	<b>36,875</b>	-
Stock-based compensation	<b>6,789</b>	27,686
Reduction in future income taxes resulting from reduction in tax rate	<b>38,855</b>	3,813
Other	<b>(8,412)</b>	(6,654)
Provision for income taxes	<b>(290,108)</b>	(463,565)
Classified as:		
Current	<b>(7,627)</b>	(259,390)
Future	<b>(282,481)</b>	(204,175)
	<b>(290,108)</b>	(463,565)

The Company's future income tax assets (liabilities) are comprised of the following:

<i><b>As at,</b></i>	<b>June 30, 2009</b>	December 31, 2008
	\$	\$
Future income tax asset (liability):		
Net operating losses carried forward	<b>425,352</b>	111,606
Recoverable taxes paid	<b>59,758</b>	59,758
Investments	<b>321,458</b>	349,277
Accounting provisions not currently deductible	<b>6,598</b>	10,046
Less: valuation allowance	<b>(59,758)</b>	(59,758)
	<b>753,408</b>	470,929
Classified as:		
Non-current	<b>753,408</b>	470,929
	<b>753,408</b>	470,929



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

**11. Related party transactions**

The amounts due from related parties are as follows:

<i>As at,</i>	<b>June 30, 2009</b>	December 31, 2008
	\$	\$
Due from investee company <sup>(1)</sup>	<b>1,470</b>	1,157,217
Due from Managed Products <sup>(2)</sup>	<b>61,285</b>	283,713
	<b>62,755</b>	1,440,930
Due to other related parties <sup>(3)</sup>	<b>(19,791)</b>	-
<b>Total amount due from related parties, net</b>	<b>42,964</b>	1,440,930

The amounts which are receivable and payable at the end of the period are summarized in the table above. The following were related party transactions during the period, of which certain amounts have been collected or paid. The transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties:

- <sup>(1)</sup> The Company holds an investment in AGC, accounted for using the equity-accounting method. A director of the Company is a director of AGC and two officers of the Company are officers of AGC. The Company reported \$57,548 (2008 - \$120,634) in professional service fees earned through a services agreement with AGC for CEO and CFO services, premises and overhead charges, and interest charged on loan advances at the rate of prime plus 5% per annum beginning January 1, 2008. The balance at the end of the period of \$1,470 consists of operational costs paid on behalf of AGC, which were collected subsequent to the end of the period.

The Company settled \$1,121,851 of debt due from AGC in exchange for 7,479,010 common shares of AGC at a price of \$0.15 per share; the exchange price was supported by independent evidence. The transaction was not in the normal course of operations. As the carrying amount of the debt was equal to the exchange amount, no gain or loss resulted from the non-monetary transaction. The Company now owns 11,519,010 shares of AGC which represents 35.5% of the issued and outstanding common shares of AGC.

- <sup>(2)</sup> The Company owns 100% of the general partners listed in note 3 and is responsible for the day to day management of the Augen limited partnerships. The general partners are entitled to an advisory fee equal to 2.00% - 2.25% of the net assets of the respective limited partnerships. The general partners earned advisory fees of \$6,389 (2008 - \$65,523) during the period. Certain general partners are reimbursed for administrative and operating expenses incurred on behalf of certain limited partnerships. The general partners were reimbursed \$NIL (2008 - \$71,428) for such expenses during the period. During the period, Augen General Partner 2007 Inc. was the only general partner with an active Augen limited partnership outstanding. That limited partnership rolled its net assets into BluMont Augen Resource Strategy Fund ("**RS Fund**") effective April 30, 2009.

Pursuant to the terms of an agreement entered into in 2007 between Augen and BluMont Capital Corporation ("**BluMont**"), the manager of RS Fund, the Company earned a percentage of the advisory fees for consulting services, paid from the new BluMont Augen limited partnerships. The Company earned net consulting fees of \$34,194 (2008 - \$211,574) during the period. At the end of the period, an amount of \$44,350 was receivable from BluMont in respect of the new BluMont Augen limited partnerships.

The Company also earned net advisory fees from RS Fund of \$27,363 (2008 - \$102,061) during the period. At the end of the period, an amount of \$16,935 was receivable from BluMont in respect of RS Fund.

- <sup>(3)</sup> For part of the period, the Company relied upon the services of a senior officer, who is also a Director, for investment analysis and due diligence services. The services were provided by a related company that is controlled by the officer. The Company secured these services through an annual contract which was terminated on February 28, 2009. During the period, the Company paid fees of \$41,666 (2008 - \$125,000) to the related company, and there was no balance outstanding at the end of the period.

On February 27, 2009, the Company announced that it had entered into a management agreement effective March 1, 2009 pursuant to which OreReserve Asset Management Inc. (the "**Manager**"), a newly formed subsidiary of Integrated Asset Management Corp. ("**IAM**") (TSX: IAM), will manage the Company's business. During the period, the Company paid \$383,840 in management fees to the Manager pursuant to the terms of the management agreement. At the end of the period, a net amount of \$19,791 remains payable to the Manager, which represents fees payable by the Company in respect of the terms of the management agreement.



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

**12. Segmented information**

Augen operates under two segments: *Managed Products* and *Merchant Banking*.

The Merchant Banking ("MB") segment consists of a core investment portfolio of primarily emerging resource stocks. The MB segment provides financing and strategic management support to certain resource investee companies with a goal of maximizing net gains realized on its investment portfolio and generating transactional fee income.

The Managed Products ("MP") segment earns fees related to the limited partnerships and the mutual fund. These fees include, where applicable, consulting fees, due diligence fees, and operating expense reimbursements.

The segmented financial results and assets are as follows:

<i>For the six months ended June 30,</i>	<b>Merchant Banking</b>		<b>Managed Products</b>		<b>Total</b>	
	<b>2009</b>	2008	<b>2009</b>	2008	<b>2009</b>	2008
	<b>\$</b>	\$	<b>\$</b>	\$	<b>\$</b>	\$
<b>Income</b>	<b>36,391</b>	446,290	<b>68,336</b>	455,324	<b>104,727</b>	901,614
<b>Expenses</b>	<b>783,691</b>	663,106	<b>355,161</b>	733,235	<b>1,138,852</b>	1,396,341
<b>Earnings (loss) before undernoted items</b>	<b>(747,300)</b>	(216,816)	<b>(286,825)</b>	(277,911)	<b>(1,034,125)</b>	(494,727)
Share of (earnings) loss and capital transactions from equity-accounted investment	<b>223,487</b>	(25,190)	-	-	<b>223,487</b>	(25,190)
Unrealized (gain) loss on investments held for trading	<b>(415,345)</b>	1,276,190	-	-	<b>(415,345)</b>	1,276,190
Non-recurring charges	<b>19,479</b>	251,856	<b>19,480</b>	251,856	<b>38,959</b>	503,712
Adjustment to fair value of liabilities	-	(87,481)	-	-	-	(87,481)
Amortization	<b>5,149</b>	3,202	<b>5,149</b>	3,203	<b>10,298</b>	6,405
<b>Earnings (loss) before income taxes</b>	<b>(580,070)</b>	(1,635,393)	<b>(311,454)</b>	(532,970)	<b>(891,524)</b>	(2,168,363)
<b>Income taxes</b>						
Current					<b>(7,627)</b>	(259,390)
Future					<b>(282,481)</b>	(204,175)
					<b>(290,108)</b>	(463,565)
<b>Net earnings (loss) and comprehensive earnings (loss)</b>					<b>(601,416)</b>	(1,704,798)

**Consolidated Assets**

<i>As at</i>	<b>Merchant Banking</b>		<b>Managed Products</b>		<b>Total</b>	
	<b>June 30, 2009</b>	December 31, 2008	<b>June 30, 2009</b>	December 31, 2008	<b>June 30, 2009</b>	December 31, 2008
	<b>\$</b>	\$	<b>\$</b>	\$	<b>\$</b>	\$
<b>Total assets</b>	<b>6,741,735</b>	7,047,232	<b>359,427</b>	540,012	<b>7,101,162</b>	7,587,244
<b>Shareholders' equity per share<sup>(*)</sup></b>					<b>0.18</b>	0.20

*\* Defined as shareholders' equity per financial statements, divided by common shares outstanding*



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

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**13. Financial risk management**

The Company's financial risk management goals are to ensure that the outcome of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's consolidated balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through identifying risk appropriately, aligning risk with overall business strategy, diversifying risk, pricing appropriately for risk, mitigation through preventive controls, and transferring risk to third parties.

The long-term investment objective and strategy for the direct holdings in the Merchant Banking portfolio and the consulting assets in the Managed Products portfolio remain unchanged. However, the short-term corporate objective and strategy continues to be modified to reflect the current global economic financial condition and general market uncertainty, which will inevitably have an impact on the overall risk assessment of the Company. Such modifications include streamlining operational costs, preserving cash to the extent possible, and as a result of the softened markets, management has for the most part suspended the disposition of securities until the markets show signs of improvement. The Company invests primarily in the equity securities of Canadian resource issuers. Investors are exposed to the risks and rewards of the Canadian resource sector.

The Company's exposure to potential loss from financial instruments relates primarily to its investment activities, and in particular, fair value risk, credit risk, liquidity risk, and market risk including credit quality and equity market fluctuation risk as described below.

*Fair value risk*

The carrying value of accounts receivable, due from related parties, accounts payable and accrued liabilities approximates fair value due to the relatively short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

*Credit risk*

Credit risk is the risk that one party to a financial instrument fails to discharge its obligations and thereby causes financial loss to another party. The Company's exposure to credit risk is concentrated in two specific areas: the credit risk on operating balances, including receivables and the credit risk on balances due from related parties. The Company was exposed to credit risk with respect to the loan advances due from its equity-accounted investment in AGC, which earned interest at the prime lending rate plus 5%. The loan advances were converted into common shares of AGC on April 7, 2009 as disclosed in note 11 *Related party transactions*.

The aggregate gross credit risk exposure at June 30, 2009 was \$1,676,900, and was comprised of \$12,400 in receivables, \$42,964 in amounts due from related parties, and \$1,621,536 of cash held with financial institutions with an "AA" credit rating and securities brokerage firms.

*Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet cash flow commitments associated with financial instruments. The purpose of liquidity management is to ensure that there will be sufficient cash to meet all financial commitments and obligations as they become due. To manage cash flow requirements, the Company maintains a portion of invested assets in liquid securities. All financial liabilities, with the exception of deferred lease inducements, are current.



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

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**13. Financial risk management (continued)**

The Company believes that its cash position, short-term investments, if any, and investments in marketable securities provide adequate liquidity to meet all of the Company's financial obligations for at least the next twelve months. The Company also expects to receive fee income on its flow-through consulting assets as well as investment income on its holdings of cash.

*Currency risk*

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company believes it is not significantly exposed to foreign exchange risk at this time as its business activities are primarily denominated in Canadian currency. The Company may however be exposed to foreign exchange fluctuations, which could have a significant adverse effect on its consolidated results of operations from time to time, should the Company enter into foreign currency denominated transactions.

*Market risk*

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, the trading price of equity and other securities, and foreign currency exchange rates. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Market price fluctuations and fluctuations in the value of equity securities affect the level and timing of recognition in earnings and comprehensive earnings of gains and losses on securities held. General economic conditions, political conditions and many other factors can also adversely affect the stock markets and consequently, the value of the equity securities held.

The Company focuses on small and mid-market capitalization companies as these companies have historically generated higher per share returns. The per share price of these companies can, however, be more volatile than larger capitalization companies. The following table summarizes the potential impact of a 10% change in the Company's equity-related holdings on the net earnings (loss) and other comprehensive earnings (loss) for the period ended June 30, 2009. Certain shortcomings are inherent in the method of analysis presented, as the analysis is based on the assumptions that the equity-related holdings increased/decreased by 10% with other variables held constant and that all the Company's equity and equity-related instruments moved in a one-to-one correlation with the market.

<b>Changes in equity-related holdings</b>	<b>Effect on Net earnings (loss) and comprehensive earnings (loss) (pre-tax)</b>
10% increase	\$121,959
10% decrease	\$(121,959)

Generally, a 10% decline in the value of equity-related holdings resulting from market price fluctuations would decrease the pre-tax net earnings and comprehensive earnings whereas a 10% increase in the value of equity-related holdings resulting from market price fluctuations would increase the pre-tax net earnings and other comprehensive earnings. Currently, three of forty-one investments represent 61% of the Company's MB investment portfolio.



**Notes to Consolidated Financial Statements**  
**June 30, 2009**  
**Unaudited**

**14. Capital management**

The Company includes cash, receivables, amounts due from related parties, investments and shareholders' equity in its capital management considerations. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern so that it can continue to provide returns for shareholders by maximizing fee income from the MP consulting assets and investment returns on the MB investment portfolio. The Company manages capital in proportion to risk and manages the investment portfolio and capital structure based on economic conditions and prevailing commodity pricing and trends. The following table is a summary of quantitative data about what the Company manages as capital:

	<b>June 30, 2009</b>	December 31, 2008	Change
	\$	\$	\$
Cash	<b>1,621,536</b>	2,381,816	(760,280)
Receivables	<b>12,400</b>	44,400	(32,000)
Due from related parties	<b>42,964</b>	1,440,930	(1,397,966)
Investments	<b>1,219,594</b>	642,145	577,449
Shareholders' equity	<b>6,710,045</b>	7,290,888	(580,843)

The Company monitors these items to assess its ability to fulfil its ongoing financial obligations. The Company relies on cash flow generated from operations, ongoing cost cutting measures and additional financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. As a result of the current economic conditions and market uncertainty, the Company: has streamlined operational costs; is preserving cash to the extent possible; and has for the most part suspended the disposition of securities until the markets show signs of improvement.

**15. Non-recurring charges**

The Company reported net non-recurring charges of \$38,959 during the first half of 2009 in connection with the new Management Agreement described above in note 11 *Related party transactions*. The costs associated with the new Management Agreement are expected to be one time in nature and not to reoccur.

**16. Comparative figures**

Certain comparative figures have been reclassified to conform to the current year's presentation. Net loss previously reported has not been affected by this reclassification.



**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2009**



## MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") analyzes significant changes in the interim unaudited consolidated balance sheets, consolidated statements of operations and comprehensive earnings, and consolidated statements of cash flows of Augen Capital Corp. ("Augen" or the "Company"). It should be read in conjunction with the interim unaudited consolidated financial statements for the period ended June 30, 2009 and notes thereto.

The MD&A is presented in the following sections:

Page 1	Forward-Looking/Safe Harbour Statement and Fair Disclosure Statement
Page 2	About Our Business
Page 5	Significant Events
Page 6	Financial Review
	Accounting Policies and Estimates
	Consolidated Operating Results
	Summary of Quarterly Results
	Consolidated Financial Position
	Liquidity and Capital Resources
Page 16	Transactions with Related Parties
Page 17	Changes in Accounting Policies
Page 18	Financial Instruments and Risk Management

The MD&A has been prepared effective August 28, 2009.

### FORWARD-LOOKING/SAFE HARBOUR STATEMENT AND FAIR DISCLOSURE STATEMENT

This MD&A contains forward-looking statements about the Company's future prospects. These forward-looking statements are based on information currently available to the Company and the Company provides no assurance that actual results will meet management's expectations.

Forward-looking statements include estimates and statements that describe the Company's future plans, objectives or goals, including words to the effect that the Company or management expects a stated condition or result to occur.

Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Actual results relating to, among other things: results of exploration, project development, reclamation and capital costs of the companies in the merchant banking portfolios ("investee companies"), and the Company's financial condition and prospects, could differ materially from those currently anticipated in such statements for many reasons such as: changes in general economic conditions and conditions in the financial markets; changes in demand and prices for the minerals the investee companies expect to produce; litigation, legislative, environmental and other judicial, regulatory, political and competitive developments; technological and operational difficulties encountered in connection with the activities of the Company and investee companies; and other matters discussed in this MD&A. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements. These and other factors should be considered carefully and readers should not place undue reliance on the Company's forward-looking statements. The Company does not undertake to update any forward-looking statement that may be made from time to time by the Company, or on its behalf, except in accordance with applicable securities laws.

#### Recent changes to Directors and Officers

On February 27, 2009, in connection with the new Management Agreement discussed in the *Significant Events* section, the Company announced the appointment of Mr. Victor Koloshuk to its Board of Directors.

On June 11, 2009, at the Company's annual and special meeting, Mr. Tony Busseri, Mr. Michael Harris, Mr. Victor Koloshuk, Mr. John David Mason, and Dr. Hugh Squair were elected to the Company's Board of Directors. Mr. Harris was appointed as Chairman of the Board. Mr. Mason was reappointed as President and Chief Executive Officer. Mr. Manish Z. Kshatriya was reappointed as Chief Financial Officer. Mr. James Kelleher and Mr. Roger Muelhaupt did not stand for re-election to the Company's Board of Directors. Please refer to the Company's press releases which are available at [www.augenc.com](http://www.augenc.com) or [www.sedar.com](http://www.sedar.com) for further details.

**ABOUT OUR BUSINESS**

Based in Toronto, Ontario, Canada, Augen is a merchant bank specializing in the financing of and investment in early-stage resource companies or projects. In addition, Augen acts as a consultant to issuers of mineral resource tax-advantaged flow-through shares in Canada.

Other continuous disclosure documents, including the Company's press releases and quarterly and annual reports are available through its filings with the securities regulatory authorities in Canada at [www.sedar.com](http://www.sedar.com).

**Augen business objective**

The primary business objective of the Company is to create shareholder value through recurring revenue streams and capital appreciation of assets held for investment. Augen expects to focus on a smaller number of larger sized transactions. The Company expects to achieve these objectives primarily through, (1) its merchant banking activities including transactional fee income, (2) fees from providing management services and strategic advice to investee companies, and (3) capital appreciation from the acquisition and disposition of merchant banking positions. In addition, the Company expects to receive fee income from its consulting activities in the mineral resource flow-through sector.

In order to be responsive to new opportunities and support existing ones, Augen attempts to maintain a strong financial position with substantial liquidity in the form of cash and securities. The Company's performance and cash flows, which are driven primarily by the strength of its Merchant Banking portfolio and the Managed Products consulting asset base, are discussed in the *Liquidity and Capital Resources* section.

**MERCHANT BANKING**

The Merchant Banking ("MB") segment consists primarily of an investment portfolio of emerging resource companies. The MB segment provides financing and strategic management support to certain investee companies in the resource sector with the goal of maximizing net gains realized on the MB investment portfolio.

Due diligence fees are earned in the normal course of carrying out necessary due diligence for certain investments in the merchant banking investment portfolios.

The Company's merchant banking portfolio consists primarily of listed Canadian resource companies whose principal business is resource exploration and development. The Company also holds one investment in a private company. The top ten holdings in the MB investment portfolios at June 30, 2009 are listed below:

*Top Ten Holdings - Merchant Banking Portfolios*

Name	Shares / Warrants	Fair Value	Projects	Location
Energy Fuels Inc.	963,031	\$ 327,431	Uranium	US South-West
Probe Mines Limited	1,012,000	232,760	Base and precious metals	Northern Ontario
American Bonanza Gold Corp.	2,500,000	187,500	Gold	Quebec, British Columbia, US South-West
Staccato Gold Resources Ltd.	860,000	109,769	Gold	Nevada
Western Standard Metals Ltd. (formerly Nordic Diamonds Ltd.)	340,000	44,200	Diamonds, uranium	Canada, Sweden, Finland
Grande Portage Resources Ltd.	600,000	33,000	Gold, base metals	British Columbia
Rukwa Uranium Ltd. <sup>(1)</sup>	600,000	30,000	Uranium	Quebec
Stornoway Diamond Corporation	219,780	25,275	Diamonds	Ontario, Quebec, Saskatchewan, Alberta, NWT
Moneta Porcupine Mines Inc.	192,500	24,063	Gold	Northern Ontario
Motapa Diamonds Inc.	62,805	23,238	Diamonds	Botswana, Lesotho, Namibia
Top ten holdings - subtotal		1,037,236		
Other holdings		182,358		
Fair value, per financial statements		\$ 1,219,594		
Augen Gold Corp. <sup>(2)</sup>	11,519,010	\$ 863,926	Gold	Northern Ontario

<sup>(1)</sup> Private company investment of \$300,000 made in May 2007. Fair value as at June 30, 2009 was determined in accordance with the Company's accounting policy for the valuation of investments.

<sup>(2)</sup> Investment reported at a carrying value of \$2,151,808 under the equity-accounting method for investments on the financial statements.

**ABOUT OUR BUSINESS (Continued)**

Two of Augen's significant equity holdings in the Merchant Banking portfolio are described below:

**Augen Gold Corp.**

Augen Gold Corp. ("**AGC**") is a junior gold exploration company which, at June 30, 2009, held 63 patented and 143 unpatented claims covering 24,335 hectares (the "**Property**") over a 45 kilometre length located in the Swayze Greenstone Belt, including the formerly producing Jerome Gold Mine. The Property is directly adjacent to the Young Shannon gold deposit.

At the end of the period, the Company held 35.5% of the issued and outstanding common shares of AGC and therefore the investment is accounted for under CICA Handbook *Section 3051 Investments*, using the equity-accounting method. AGC's cash on hand at June 30, 2009, in respect of funds raised pursuant to its IPO flow-through subscriptions, is insufficient to meet its flow-through obligations. AGC will endeavour to raise the funds required to fulfill its flow-through obligations during the second half of the year. There can be no assurance that AGC will be successful in its fund raising activities. In the event that AGC is not successful in its attempts to raise funds in the near term, the Company expects to write-down the carrying value of its investment in AGC. As at June 30, 2009, the carrying amount of the Company's investment in AGC was \$2,151,808. The following summarizes the financial information of AGC as at June 30, 2009: Assets were \$9,028,792; Liabilities were \$997,380; and Net loss was \$215,235.

AGC's objective is to explore the Property in order to confirm existing and identify additional National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**") compliant gold resources, to explore the gold potential along strike on the contiguous mining claims and to continue to expand its property portfolio with prospective mineral assets.

The Jerome gold deposit, which is directly on the Property, was mined in the early 1940s, and produced a total of 56,200 ounces of gold at a grade of 0.19 ounces per ton. The mine was closed in 1943 due to the labour shortages resulting from the Second World War.

A technical report ("**Technical Report**") in accordance with NI 43-101 was completed by Behre Dolbear & Company Ltd. in August 2007 and revised in April 2008 which sets recommendations for further study and planning of additional work, and is available at [www.sedar.com](http://www.sedar.com). The Technical Report focuses on the Jerome deposit, where previous operators had drilled over 200 holes and also sampled the underground workings of the Jerome Gold Mine. Few drill holes were targeted below the 1,100 foot level and there has been limited drilling along strike.

AGC expects to conduct further exploration work on a number of drill targets in order to provide the basis for a NI 43-101 resource which will be used in the preparation of a feasibility study. AGC believes that there is potential to expand the historical resource at depth and along strike on the Property.

In June 2008, AGC completed its initial public offering of equity securities raising \$4.33 million.

**Energy Fuels Inc.**

Energy Fuels Inc. ("**Energy Fuels**") is a Toronto based mineral exploration and development company. The principal business activity of Energy Fuels is mineral exploration, development and mining of uranium and vanadium properties in the states of Colorado, Utah and Arizona.

Augen was instrumental in the success of Energy Fuels by implementing a strategy to recruit a strong management team with uranium expertise, successfully raising seed financing, and assisting with the acquisitions of highly promising uranium properties.

The share price of Energy Fuels, along with other junior mining equities, has been affected by the current general investor aversion to risk. In addition, the uranium spot price has trended essentially sideways. Augen believes that uranium prices are likely to improve as a result of continuing supply issues and potentially higher long-term demand.

**ABOUT OUR BUSINESS (Continued)**

**MANAGED PRODUCTS**

The Managed Products ("MP") segment consists primarily of consulting mandates related to flow-through limited partnerships and a mutual fund. The MP segment earns fees related to the assets of the limited partnerships and the mutual fund. These fees may include, where applicable, management fees, performance fees, and due diligence fees.

The MP segment provides Augen with participation and diversification in the emerging resource sector via fees earned on consulting assets. The top ten consulting assets at June 30, 2009 are listed below:

*Top Ten Consulting Assets*

Name	Shares / Warrants	Fair Value	Projects	Location
Stornoway Diamond Corporation	6,251,167	\$ 750,140	Diamonds	Ontario, Quebec, Saskatchewan, Alberta, NWT
Bravo Venture Group	2,700,000	738,000	Gold, silver	Northern British Columbia
Explor Resources Inc.	4,849,500	713,882	Gold, base metals	Ontario, Quebec, Saskatchewan
Northern Star Mining Corporation	857,200	428,600	Gold	Quebec
Rockport Mining Corp.	470,589	400,001	Gold	New Brunswick
Royal Nickel Corporation	240,000	400,000	Nickel	Quebec
Donner Metals Ltd.	1,875,000	384,375	Zinc, copper, nickel	Quebec, Labrador
Cogitore Resources Inc.	3,466,666	364,000	Base metals	Quebec, Ontario
Wescan Goldfields Inc.	1,950,000	331,500	Coal, gold	Saskatchewan
Alexis Minerals Corporation	646,500	303,855	Gold, base metals	Quebec
Top ten - subtotal		4,814,353		
Other consulting assets		11,286,796		
Fair value, consulting assets		\$ 16,101,149		

Augen owns 100% of the general partner of the following limited partnership:

**Augen Limited Partnership 2007**

Augen Limited Partnership 2007 ("LP2007") is a resource flow-through limited partnership that completed its second and final closing of its initial public offering on April 29, 2007 having raised over \$12.0 million. Effective April 30, 2009, the net assets of LP2007 were acquired by BluMont Augen Resource Strategy Fund ("RS Fund") in exchange for shares of RS Fund received by the limited partners.

The Company also consults on and earns fees from the assets of: BluMont Augen Limited Partnership 2007-1, the assets of which were acquired by RS Fund effective April 30, 2009 in exchange for shares of RS Fund; BluMont Augen Limited Partnership 2008 and BluMont Augen Quebec Limited Partnership 2008, the assets of both which were acquired by RS Fund effective August 14, 2009 in exchange for shares of RS Fund; and RS Fund, which remains outstanding.

SIGNIFICANT EVENTS

- 1) On February 27, 2009, the Company announced that it had entered into a management agreement ("**Management Agreement**") effective March 1, 2009 pursuant to which OreReserve Asset Management Corp. (the "**Manager**"), a newly formed subsidiary of Integrated Asset Management Corp. ("**IAM**") (TSX: IAM), would manage the Company's business. The transaction was overseen by a special committee and was unanimously approved by the Board of Directors.

IAM is Canada's leading alternative asset management company and has approximately \$2.1 billion in assets and committed capital under management in real estate, private corporate debt, private equity, managed futures and retail alternative investments. OreReserve is owned 51% by IAM and 49% by certain employees of the Manager, of which 26% is owned by J. David Mason, who is President and Chief Executive Officer of Augen and is also the President and Chief Executive Officer of the Manager. Pursuant to the Management Agreement, Mr. Mason will continue to act as President and Chief Executive Officer of Augen. Augen's employees and consultants have been retained by, and commenced working with, the Manager effective March 1, 2009. The management team is: J. David Mason, President and Chief Executive Officer; Peter F. Chodos, Executive Vice President and Chief Operating Officer; and Manish Z. Kshatriya, Chief Financial Officer and Secretary.

Pursuant to the Management Agreement, the Manager will perform all management and administrative functions for Augen, including managing its merchant banking and consulting operations. Under the Management Agreement, Augen's non-public company overhead costs are capped at their 2008 rate subject to an annual increase based on increases in the Consumer Price Index. Augen is expected to recoup some or all of these overhead costs through a revenue sharing provision in the Management Agreement.

Pursuant to the Management Agreement, it is IAM's intention to acquire by September 1, 2009 up to 3,264,000 common shares of Augen (approximately 8.9% of the currently issued and outstanding shares) at a maximum cost of \$489,600. IAM may acquire shares in the secondary market through the facilities of the TSX-V or otherwise. To the extent that IAM has neither acquired 3,264,000 shares nor spent an aggregate of \$489,600 (excluding brokerage costs) acquiring shares by September 1, 2009, IAM will apply the remainder of the \$489,600 to acquire shares from Augen, subject to the approval of the TSX-V. As at June 30, 2009, IAM had acquired 1,423,000 shares of Augen Capital Corp.

Pursuant to the terms of a voting trust agreement, Mr. Mason, as voting trustee, has the right to vote the Augen shares owned by IAM for a period of five years. Shares will be released from the voting trust if Mr. Mason and his associates reduce their holdings below 3,264,000 shares. Mr. Mason and his associates have agreed to vote their shares and IAM's shares in favour of the Manager's nominees to the Augen Board of Directors during the term of the voting trust agreement. Pursuant to the terms of the Management Agreement, the Manager is entitled to nominate two individuals for election to Augen's Board of Directors at each annual meeting of Augen's shareholders. Initially, those nominees will be Mr. Mason and Mr. Koloshuk.

The four-year initial term of the Management Agreement began on March 1, 2009 and will expire on December 31, 2012 (the "**Initial Term**"). The Management Agreement will renew automatically for a fifth year (the "**Extended Term**"), provided at least one of three performance criteria is met by the Manager. The performance criteria include the Manager earning a performance bonus in a specified number of years during the Initial Term, the Manager raising a minimum amount of new capital in Augen for investment purposes and/or an increase in Augen's shareholders' equity by at least 6% per annum during the Initial Term. Following the Extended Term, the Management Agreement will be deemed to renew automatically for successive one-year terms. Following the Extended Term, the Management Agreement may be terminated by either Augen or the Manager on 60 days prior written notice, subject to a termination penalty equal to two times the prevailing management fee if Augen terminates the Management Agreement. The Management Agreement may be terminated immediately by either Augen or the Manager, without penalty, in certain circumstances, including certain events of bankruptcy and insolvency, a party voluntarily ceasing to carry on business in the ordinary course and breach of contract. Specific details regarding the Management Agreement were filed with the Company's continuous disclosure record on SEDAR on February 27, 2009.

**SIGNIFICANT EVENTS (Continued)**

On February 27, 2009, in connection with the Management Agreement, Augen received \$257,978 due from BluMont Capital Corporation ("**BluMont**"), pursuant to its 2007 agreement with BluMont in respect of its flow-through business.

- 2) The Company called a special meeting of the shareholders of AGC, an investee company in the MB portfolio. The meeting was held on March 13, 2009. The shareholders of AGC were asked to vote on a resolution approving a shares-for-debt transaction for the conversion of debt owed by AGC to the Company, into common shares. One hundred percent of the disinterested shareholders who voted on this resolution did so in favour of the conversion. As a result on April 7, 2009, AGC issued 7,479,010 common shares at a price of \$0.15 per share to settle \$1,121,851 of debt and the Company now owns 11,519,010 shares of AGC which represents 35.5% of the issued and outstanding common shares of AGC.

**FINANCIAL REVIEW**

**ACCOUNTING POLICIES AND ESTIMATES**

Augen prepares its financial statements in accordance with Canadian generally accepted accounting principles ("**GAAP**"). The preparation of financial statements in conformity with Canadian GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities, and the reported amounts of revenues and expenses for the period of the consolidated financial statements. These interim unaudited consolidated financial statements follow the same accounting principles and methods of application as those described in notes 2 and 3 of the audited annual consolidated financial statements as at and for the year ended December 31, 2008.

**CONSOLIDATED OPERATING RESULTS – THREE MONTHS ENDED JUNE 30, 2009**

There were certain notable events, as described above in the *Significant Events* section, that occurred during the three month period ended June 30, 2009 that affected Augen's consolidated operating results and their comparability to the consolidated operating results for the same period in the previous year, as outlined in the following sections.

The financial results for the Merchant Banking and Managed Products segments are as follows:

<i>For the three months ended June 30,</i>	<b>Merchant Banking</b>		<b>Managed Products</b>		<b>Total</b>	
	<b>2009</b>	2008	<b>2009</b>	2008	<b>2009</b>	2008
	<b>\$</b>	\$	<b>\$</b>	\$	<b>\$</b>	\$
<b>Income (loss)</b>	<b>(9,312)</b>	458,923	<b>36,510</b>	235,176	<b>27,198</b>	694,099
<b>Expenses</b>	<b>351,973</b>	300,772	<b>179,939</b>	506,264	<b>531,912</b>	807,036
<b>Earnings (loss) before undernoted items</b>	<b>(361,285)</b>	158,151	<b>(143,429)</b>	(271,088)	<b>(504,714)</b>	(112,937)
Share of (earnings) loss and capital transactions from equity-accounted investment	<b>37,870</b>	(8,874)	-	-	<b>37,870</b>	(8,874)
Unrealized (gain) loss on investments held for trading	<b>(247,111)</b>	707,426	-	-	<b>(247,111)</b>	707,426
Non-recurring charges	<b>1,038</b>	251,856	<b>1,040</b>	251,856	<b>2,078</b>	503,712
Adjustment to fair value of liabilities	-	(60,769)	-	-	-	(60,769)
Amortization	<b>2,574</b>	1,601	<b>2,575</b>	1,601	<b>5,149</b>	3,202
<b>Earnings (loss) before income taxes</b>	<b>(155,656)</b>	(733,089)	<b>(147,044)</b>	(524,545)	<b>(302,700)</b>	(1,257,634)
<b>Income taxes</b>						
Current					<b>6,439</b>	(204,939)
Future					<b>(107,247)</b>	(93,881)
					<b>(100,808)</b>	(298,820)
<b>Net earnings (loss) and comprehensive earnings (loss)</b>					<b>(201,892)</b>	(958,814)

**FINANCIAL REVIEW (Continued)****Consolidated net earnings (loss)**

Consolidated net loss was \$201,892 in 2009 compared to \$958,814 in 2008.

Consolidated income was \$27,198 in 2009 compared to \$694,099 in 2008.

Consolidated expenses in 2009 before share of (earnings) loss and capital transactions from equity-accounted investment, unrealized (gain) loss on investments held for trading, non-recurring charges, adjustment to fair value of liabilities, and amortization, were \$531,912 compared to \$807,036 in 2008.

The Company recognized its share of loss from AGC of \$37,870 in 2009 compared to its share of earnings of \$8,874 in 2008. The Company did not record a capital dilution gain resulting from the shares-for-debt conversion as it was a related party transaction. An unrealized gain on investments held for trading of \$247,111 has been reported in 2009 compared to an unrealized loss of \$707,426 in 2008. The fair value of the MB investment portfolio has increased moderately since March 31, 2009. The Company recorded non-recurring charges of \$2,078 in connection with the new Management Agreement discussed above in the *Significant Events* section compared to \$503,712 which related to the potentially contested annual and special meeting in the previous year.

**Consolidated income**

The Company's income is driven primarily by the strength of its MB portfolio and the MP consulting asset base. The strength of the MB portfolio and the MP consulting asset base is correlated with global market conditions and the general economic environment. The current global financial condition has had a significant impact on the MB portfolio and the MP consulting asset base, which has reduced the Company's ability to generate income.

The key items which have had an impact on the change in consolidated income are outlined by segment below:

*Merchant Banking segment*

Consolidated loss for the MB segment was \$9,312 in 2009 compared to consolidated income of \$458,923 in 2008. The variation is due to the following: in 2009, the Company reported a loss on sale of investments of \$31,245, partially offset by investee company services of \$19,364 and interest and dividend income of \$2,569; whereas in 2008, the Company reported a gain on the sale of investments of \$299,838, fees earned from investee company services of \$73,126, consulting and due diligence fees of \$69,994, and interest and dividend income of \$15,965.

*Managed Products segment*

Consolidated income for the MP segment declined by \$198,666 in 2009 to \$36,510 from \$235,176 in 2008. The decline is primarily due to a decrease in advisory and performance fees of \$162,296 in 2009, resulting from a decline in the fair value of the consulting asset base as discussed in the *Liquidity and Capital Resources* section below. Consulting and due diligence fees were \$NIL in 2009 compared to \$34,659 in 2008, as there have been no new flow-through limited partnerships launched since the spring of 2008.

**Consolidated expenses**

The key items which have had an impact on the change in consolidated expenses are outlined by segment below:

*Merchant Banking segment*

Consolidated expenses for the MB segment were \$351,973 in 2009 compared to \$300,772 in 2008. The increase is explained as follows: management fee expense was \$143,940 in 2009 compared to \$NIL in 2008; general and administrative expenses were \$117,744 in 2009 compared to \$80,034 in 2008; professional fees were \$52,694 in 2009 compared to \$30,809 in 2008; and as a result of the Company's current initiatives in the merchant banking segment, corporate development expense was \$15,082 in 2009 compared to \$NIL in 2008. These increases in expenses were partially offset by the following decreases: wages and benefits expense was \$83,487 in 2008 compared to \$3,796 in 2009 and portfolio administration expense \$56,700 in 2008 compared to \$5,300 in 2009. The decrease in both of these expenses was the result of the management agreement entered into with OreReserve Asset Management Inc. Sales and marketing expense was \$29,526 in 2008 compared to \$7,948 in 2009; and stock-based compensation was \$20,216 in 2008 compared to \$5,470 in 2009.

**FINANCIAL REVIEW (Continued)**

As discussed in the *About Our Business* section, Augen Capital intends to focus on a smaller number of larger sized merchant banking transactions. As such, the Company will, from time to time, incur corporate development expenses to further the Company's objectives. Corporate development expenses may include, but are not limited to, professional fees, proxy solicitation fees, and marketing expenses. In the current period, the Company incurred corporate development expenses in connection with the Special Meeting of the shareholders of AGC, called by the Company. The Special Meeting was called to ask the shareholders of AGC to vote on a resolution approving a shares-for-debt transaction for the conversion of debt owed by AGC to the Company, into common shares. The results of the meeting are discussed in the *Significant Events* section.

*Managed Products segment*

Consolidated expenses for the MP segment were \$179,939 in 2009 compared to \$506,264 in 2008. The decrease is primarily due to: wages and benefits expense of \$21,509 in 2009 compared to \$473,094 in 2008, due to the Management Agreement entered into with OreReserve Asset Management Inc.; stock based compensation expense of \$5,470 in 2009 compared to \$20,216 in 2008; partially offset by management fee expense of \$143,940 in 2009 compared to \$NIL in 2008.

**Consolidated earnings (loss) before income taxes**

*Merchant Banking segment*

The loss before income taxes for the MB segment was \$155,656 in 2009 compared to \$733,089 in 2008. The decrease in the loss of \$577,433 is primarily a result of: an unrealized gain on investments held for trading of \$247,111 in 2009 compared to an unrealized loss of \$707,426 in 2008; non-recurring charges of \$1,038 in 2009 in connection with the new Management Agreement, compared to \$251,856 in non-recurring charges in 2008 which were related to the potentially contested annual and special meeting in the previous year. The above noted items, which had a positive impact on earnings, were partially offset by the following: a decrease in income of \$468,235 as described in the consolidated income section above; an increase of \$51,201 in expenses as described in the consolidated expenses section above; the share of loss from the investment in AGC of \$37,870 compared to share of earnings of \$8,874 in 2008; and no adjustment to the fair value of liabilities in 2009 compared to an adjustment of \$60,769 in 2008, as the Company no longer has an incentive compensation plan which is tied to the market values of securities.

*Managed Products segment*

The loss before income taxes for the MP segment was \$147,044 in 2009 compared to a loss of \$524,545 in 2008. The change is primarily a result of a decline in income of \$198,666 as described above in the consolidated income section, offset by a decrease of \$326,325 in expenses as described in the consolidated expenses section above. The loss was further reduced by the non-recurring charges of \$1,040 in connection with the new Management Agreement compared to \$251,856 in non-recurring charges in 2008 which were related to the potentially contested annual and special meeting in the previous year.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW (Continued)

#### CONSOLIDATED OPERATING RESULTS – SIX MONTHS ENDED JUNE 30, 2009

There were certain notable events, as described above in the *Significant Events* section, that occurred during the six month period ended June 30, 2009 that affected Augen's consolidated operating results and their comparability to the consolidated operating results for the same period in the previous year, as outlined in the following sections.

The financial results for the Merchant Banking and Managed Products segments are as follows:

<i>For the six months ended June 30,</i>	<b>Merchant Banking</b>		<b>Managed Products</b>		<b>Total</b>	
	<b>2009</b>	2008	<b>2009</b>	2008	<b>2009</b>	2008
	<b>\$</b>	\$	<b>\$</b>	\$	<b>\$</b>	\$
<b>Income</b>	<b>36,391</b>	446,290	<b>68,336</b>	455,324	<b>104,727</b>	901,614
<b>Expenses</b>	<b>783,691</b>	663,106	<b>355,161</b>	733,235	<b>1,138,852</b>	1,396,341
<b>Earnings (loss) before undernoted items</b>	<b>(747,300)</b>	(216,816)	<b>(286,825)</b>	(277,911)	<b>(1,034,125)</b>	(494,727)
Share of (earnings) loss and capital transactions from equity-accounted investment	<b>223,487</b>	(25,190)	-	-	<b>223,487</b>	(25,190)
Unrealized (gain) loss on investments held for trading	<b>(415,345)</b>	1,276,190	-	-	<b>(415,345)</b>	1,276,190
Non-recurring charges	<b>19,479</b>	251,856	<b>19,480</b>	251,856	<b>38,959</b>	503,712
Adjustment to fair value of liabilities	-	(87,481)	-	-	-	(87,481)
Amortization	<b>5,149</b>	3,202	<b>5,149</b>	3,203	<b>10,298</b>	6,405
<b>Earnings (loss) before income taxes</b>	<b>(580,070)</b>	(1,635,393)	<b>(311,454)</b>	(532,970)	<b>(891,524)</b>	(2,168,363)
<b>Income taxes</b>						
Current					<b>(7,627)</b>	(259,390)
Future					<b>(282,481)</b>	(204,175)
					<b>(290,108)</b>	(463,565)
<b>Net earnings (loss) and comprehensive earnings (loss)</b>					<b>(601,416)</b>	(1,704,798)

#### Consolidated net earnings (loss)

Consolidated net loss was \$601,416 in 2009 compared to a net loss of \$1,704,798 in 2008.

Consolidated income was \$104,727 in 2009 compared to \$901,614 in 2008.

Consolidated expenses in 2009 before share of (earnings) loss and capital transactions from equity-accounted investment, unrealized (gain) loss on investments held for trading, non-recurring charges, adjustment to fair value of liabilities, and amortization, were \$1,138,852 compared to \$1,396,341 in 2008.

The Company recognized its share of loss and capital transactions from AGC of \$223,487 in 2009 compared to its share of earnings of \$25,190 in 2008. An unrealized gain on investments held for trading of \$415,345 has been reported in 2009 compared to an unrealized loss of \$1,276,190 in 2008. The fair value of the MB investment portfolio has moderately increased since December 31, 2008. The Company recorded non-recurring charges of \$70,763 in connection with the new Management Agreement discussed above in the *Significant Events* section, partially offset by the recovery of \$31,804 in non-recurring charges recorded during the second quarter of 2008.

**FINANCIAL REVIEW (Continued)**

**Consolidated income**

The Company's income is driven primarily by the strength of its MB portfolio and the MP consulting asset base. The strength of the MB portfolio and the MP consulting asset base is correlated with global market conditions and the general economic environment. The current global financial condition has had a significant impact on the MB portfolio and the MP consulting asset base, which has reduced the Company's ability to generate income.

The key items which have had an impact on the change in consolidated income are outlined by segment below:

*Merchant Banking segment*

Consolidated income for the MB segment was \$36,391 in 2009 compared to consolidated income of \$446,290 in 2008. The variation is due to the following: in 2009, the Company earned \$57,548 from investee company services, earned \$10,088 of interest and dividend income, and reported \$31,245 in loss on sale of investments; whereas in 2008 the Company reported consulting and due diligence fees of \$159,994, fees earned from investee company services of \$120,634, a gain on the sale of investments of \$108,922, and interest and dividend income of \$56,740.

*Managed Products segment*

Consolidated income for the MP segment declined by \$386,988 in 2009 to \$68,336 from \$455,324 in 2008. The decline is primarily due to a decrease in advisory and performance fees of \$347,818 in 2009, resulting from a decline in the fair value of the consulting asset base as discussed in the *Liquidity and Capital Resources* section below. Consulting and due diligence fees were \$NIL in 2009 compared to \$34,659 in 2008, since there have been no new flow-through limited partnerships launched since the spring of 2008.

**Consolidated expenses**

The key items which have had an impact on the change in consolidated expenses are outlined by segment below:

*Merchant Banking segment*

Consolidated expenses for the MB segment were \$783,691 in 2009 compared to \$663,106 in 2008. The increase is explained as follows: management fee expense was \$191,920 in 2009 compared to \$NIL in 2008; corporate development expense was \$169,412 in 2009 compared to \$NIL in 2008, as a result of the Company's current initiatives in the merchant banking segment; and general and administrative expenses were \$232,161 in 2009 compared to \$157,434 in 2008. These increases in expenses were partially offset by the following decreases: wages and benefits expense was \$111,660 in 2008 compared to \$18,060 in 2009; portfolio administration expense \$113,219 in 2008 compared to \$42,799 in 2009; sales and marketing expense was \$93,361 in 2008 compared to \$27,062 in 2009; professional fees were \$146,109 in 2008 compared to \$91,989 in 2009; and stock-based compensation was \$41,323 in 2008 compared to \$10,287 in 2009.

As discussed in the *About Our Business* section, Augen Capital intends to focus on a smaller number of larger sized merchant banking transactions. As such, the Company will, from time to time, incur corporate development expenses to further the Company's objectives. Corporate development expenses may include, but are not limited to, professional fees, proxy solicitation fees, and marketing expenses. In the current period, the Company incurred corporate development expenses in connection with the Special Meeting of the shareholders of AGC, called by the Company. The Special Meeting was called to ask the shareholders of AGC to vote on a resolution approving a shares-for-debt transaction for the conversion of debt owed by AGC to the Company, into common shares. The results of the meeting are discussed in the *Significant Events* section.

*Managed Products segment*

Consolidated expenses for the MP segment were \$355,161 in 2009 compared to \$733,235 in 2008. The decrease is primarily due to: wages and benefits expense of \$102,338 in 2009 compared to \$632,740 in 2008, stock based compensation expense of \$10,286 in 2009 compared to \$41,323 in 2008; partially offset by management fee expense of \$191,920 in 2009 compared to \$NIL in 2008.

**FINANCIAL REVIEW (Continued)**

**Consolidated earnings (loss) before income taxes**

*Merchant Banking segment*

The loss before income taxes for the MB segment was \$580,070 in 2009 compared to a loss before income taxes of \$1,635,393 in 2008. The decline in loss is primarily a result of: an unrealized gain on investments held for trading of \$415,345 in 2009 compared to an unrealized loss of \$1,276,190 in 2008; non-recurring charges of \$19,479 in 2009 in connection with the new Management Agreement, compared to \$251,856 in non-recurring charges in 2008 which related to the potentially contested annual and special meeting in the previous year. The above noted items, which had a positive impact on earnings, were partially offset by the following: a decrease in income of \$409,899 as described in the consolidated income section above; an increase of \$120,584 in expenses as described in the consolidated expenses section above; the share of loss and capital transactions from the investment in AGC of \$223,487 in 2009 compared to share of earnings of \$25,190 in 2008; and no adjustment to the fair value of liabilities in 2009 compared to an adjustment of \$87,481 in 2008, as the Company no longer has an incentive compensation plan which is tied to the market values of securities.

*Managed Products segment*

The loss before income taxes for the MP segment was \$311,454 in 2009 compared to a loss of \$532,970 in 2008. The change is primarily a result of a decline in income of \$386,988 as described above in the consolidated income section, partially offset by a decrease of \$378,074 in expenses as described in the consolidated expenses section above. The loss was further reduced by the non-recurring charges of \$19,480 in 2009 in connection with the new Management Agreement, compared to \$251,856 in non-recurring charges in 2008 which related to the potentially contested annual and special meeting in the previous year.

**SUMMARY OF QUARTERLY RESULTS**

The following table summarizes Augen's key consolidated financial information for the last eight quarters.

\$000's (except per share data)	2009		2008				2007	
	Jun	Mar	Dec	Sep	Jun	Mar	Dec	Sep
<b>Income</b>	27	78	332	301	694	208	878	797
<b>Unrealized gain (loss)</b>	247	168	(725)	(1,245)	(707)	(569)	(1,031)	(2,264)
<b>Net earnings (loss)</b>	(202)	(400)	(554)	(1,253)	(959)	(746)	(708)	(2,051)
<b>Earnings per share – basic</b>	(0.01)	(0.01)	(0.02)	(0.03)	(0.03)	(0.02)	(0.02)	(0.06)
<b>– diluted</b>	(0.01)	(0.01)	(0.02)	(0.03)	(0.03)	(0.02)	(0.01)	(0.06)

Factors such as global market conditions and the general economic environment that have caused variations in the results of the Company over the last eight quarters are discussed below in the *Liquidity and Capital Resources* section.



## MANAGEMENT'S DISCUSSION AND ANALYSIS

### CONSOLIDATED FINANCIAL POSITION

This section should be read in conjunction with the interim unaudited consolidated balance sheet for the period ended June 30, 2009 and the corresponding notes thereto. References made to "2009" or "2008" relate to the period ended June 30, 2009 and the year ended December 31, 2008 respectively unless stated otherwise.

#### Consolidated assets

Consolidated assets were \$7,101,162 at June 30, 2009 down 6.4% from \$7,587,244 at December 31, 2008. The assets, summarized by segment, are as follows:

<b>Consolidated Assets</b>						
<i>As at</i>	<b>Merchant Banking</b>		<b>Managed Products</b>		<b>Total</b>	
	<b>June 30, 2009</b>	December 31, 2008	<b>June 30, 2009</b>	December 31, 2008	<b>June 30, 2009</b>	December 31, 2008
	\$	\$	\$	\$	\$	\$
<b>Total assets</b>	<b>6,741,735</b>	7,047,232	<b>359,427</b>	540,012	<b>7,101,162</b>	7,587,244
<b>Shareholders' equity per share <sup>(*)</sup></b>					<b>0.18</b>	0.20
<i>* Defined as shareholders' equity per financial statements, divided by common shares outstanding</i>						

The key items which have had an impact on the change in consolidated assets are outlined by segment below:

#### *Merchant Banking* segment

Consolidated MB assets decreased by \$305,497 in 2009 from \$7,047,232 in 2008, primarily a result of: a net decrease in current assets of \$1,973,654; the change in the fair value of the MB portfolio, which increased by \$577,449; the increase in the carrying value of the investment in AGC of \$898,364; and net changes related to future income taxes recoverable which reflect the recognition of an increase in loss carry forwards that the Company expects to recover in the future.

#### *Managed Products* segment

Consolidated MP assets declined by \$180,585 from \$540,012 in 2008, due to a decrease of \$222,428 in amounts due from outstanding Managed Products and an increase in cash of \$41,843.

#### Consolidated liabilities

Consolidated liabilities increased by \$94,761 from \$296,356 in 2008, primarily due to the increased professional fees associated with the new Management Agreement, the Special Meeting of shareholders of AGC called by the Company and the timing of payments.

#### Shareholders' equity

Shareholders' equity decreased to \$6,710,045 in 2009 from \$7,290,888 in 2008. The decrease is due to the 2009 net loss of \$601,416, partially offset by an increase in contributed surplus of \$20,573 resulting from the recognition of stock-based compensation. As at June 30, 2009, the Company had 36,615,614 common shares issued and outstanding and stock options to purchase 2,650,000 common shares, of which 950,776 have vested.

### LIQUIDITY AND CAPITAL RESOURCES

This section should be read in conjunction with the unaudited interim consolidated balance sheet as at June 30, 2009 and the corresponding notes thereto. All references to years "2009" or "2008" relate to the periods ended June 30 of those years unless stated otherwise.

Augen believes that maintaining a strong financial position with substantial liquidity at the parent company level enables the Company to pursue new opportunities to create long-term value and support Augen's existing operating companies and products. The consolidated working capital ratio at June 30, 2009 has decreased, but remains strong at 6.04 : 1 compared to 17.16 : 1 at December 31, 2008.

**FINANCIAL REVIEW (Continued)**

The Company includes cash, receivables, amounts due from related parties, investments and shareholders' equity in its capital management considerations. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern so that it can continue to provide returns for shareholders by maximizing fee income from the MP consulting assets and investment returns on the MB investment portfolio. The Company manages capital in proportion to risk and manages the investment portfolio and capital structure based on economic conditions and prevailing commodity pricing and trends. The following table is a summary of quantitative data about what the Company manages as capital:

	<b>June 30, 2009</b>	December 31, 2008	Change
	\$	\$	\$
Cash	<b>1,621,536</b>	2,381,816	(760,280)
Receivables	<b>12,400</b>	44,400	(32,000)
Due from related parties	<b>42,964</b>	1,440,930	(1,397,966)
Investments	<b>1,219,594</b>	642,145	577,449
Shareholders' equity	<b>6,710,045</b>	7,290,888	(580,843)

The Company monitors these items to assess its ability to fulfill its ongoing financial obligations, including its long-term commitments which are addressed in the *Commitments and contingencies* section below. The Company relies on cash flow generated from operations, ongoing cost cutting measures and additional financing, if required, to maintain adequate liquidity to support its ongoing working capital commitments. As a result of the current economic conditions and market uncertainty, the Company: has streamlined operational costs; is preserving cash to the extent possible; and has for the most part suspended the disposition of securities until the markets show signs of improvement.

Receivables of \$12,400 at June 30, 2009 consist primarily of due diligence fees, which are expected to be collected in the normal course of business. The amount due from related parties of \$42,964 in 2009 consists of: a net amount of \$61,285 due from Augen and BluMont / Augen Managed Products; a net amount of \$19,791 due to OreReserve Asset Management Inc.; and \$1,470 of expense reimbursements due from Augen Gold Corp. The amounts due from the Managed Products are expected to be collected in normal course. The operational costs due from Augen Gold Corp. were collected subsequent to the end of the period. Accounts payable and accrued liabilities of \$355,641 consist of amounts that are to be extinguished in due course.

The Company's performance and cash flows are driven primarily by the strength of its MB portfolio and the MP consulting asset base. The strength of the MB portfolio and the MP consulting asset base is correlated with global market conditions and the general economic environment. The current global financial condition has had a significant impact on the MB portfolio and the MP consulting asset base, which has reduced the Company's ability to generate income as demonstrated in the following table:

<b>Trend analysis</b>	<b>2009</b>		<b>2008</b>				<b>2007</b>	
	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>	<b>Q2</b>	<b>Q1</b>	<b>Q4</b>	<b>Q3</b>
NAV - MB investment portfolio	1,219,594	810,379	642,145	1,323,141	2,530,181	3,677,900	5,014,906	5,308,931
Realized gains (losses)	(31,245)	-	(28,254)	-	299,838	(190,916)	(67,448)	119,893
Unrealized gains (losses)	247,111	168,234	(725,293)	(1,244,848)	(707,426)	(568,764)	(1,030,271)	(2,264,442)
NAV - MP consulting assets	16,101,149	17,410,191	16,665,889	25,103,473	40,400,521	26,190,502	11,287,728	7,018,911
Advisory and performance fees	36,178	30,506	69,940	94,556	198,474	216,028	88,478	286,258
Consulting and due diligence fees	-	-	215,376	84,434	34,659	-	660,381	163,154
Cash from (used in) operating activities	(531,234)	(65,743)	(572,227)	900,611	(614,591)	(169,564)	488,591	(1,087,413)

The above trend analysis demonstrates an overall general downward trend in the net asset value ("**NAV**") of the MB investment portfolio and a general downward trend in the MP consulting assets since the second quarter of 2008, when the most recent limited partnership was offered. The MB investment portfolio declined by 52% year-over-year at June 30, 2009, which is the result of fluctuations in fair value of the portfolio and transactional activity.

**FINANCIAL REVIEW (Continued)**

The portfolio has shown moderate signs of recovery since December 31, 2008 demonstrated by the increase in the NAV at June 30, 2009. The MP consulting asset base declined by 60% year-over-year at June 30, 2009, which is primarily the result of fluctuations in fair value of the MP consulting asset base and the redemption of assets from the RS Fund. The MP consulting asset base has declined since December 31, 2008 by 3% at June 30, 2009. The general downward trend in the NAV of both the MB investment portfolio and the MP consulting assets has a direct correlation with the decrease in the Company's earnings.

Consulting and due diligence fees were \$NIL in the first half of 2009 as no new flow-through limited partnerships were launched since the spring of 2008.

Augen is cautiously optimistic about the general market conditions and expects improvement in the near future. However the Company believes that it currently has enough cash on hand to sustain operations for at least the next twelve months. To deal with the current financial condition, during the period, Augen entered into a management agreement with OreReserve Asset Management Inc. to increase the Company's ability to raise funds and increase the depth and breadth of management. Details of the management agreement are discussed in the *Significant Events* section.

**Commitments and contingencies**

The Company has entered into lease agreements for premises and other equipment. The future minimum lease commitments are as follows:

2009	\$ 118,972
2010	\$ 233,949
2011	\$ 230,666
2012	\$ 227,567
2013	\$ 189,639

Under the terms of a management services agreement with OreReserve Asset Management Inc., the Company has a commitment to pay management fees of no less than \$1,151,520 per annum, paid in equal monthly instalments and until the initial term expires on December 31, 2012. The management fee shall be adjusted annually to reflect a percentage increase, if any, in the Consumer Price Index.

Certain legal actions against the Company are pending. Additionally, in the normal course of operations, certain contingencies may arise relating to legal actions undertaken against the Company. In the opinion of management, the outcome of such pending and potential legal actions will not have a material adverse effect on the Company's results of operations, liquidity or its financial position.

**Cash from (used in) operating activities**

*For the six month period ended June 30*, cash used in operations, excluding changes in non-cash working capital, deferred lease inducement, and the related party shares-for-debt transaction, totaled \$1,013,639 in 2009 compared to \$677,844 in 2008. The variation is primarily explained by a net realized and unrealized gain on investments held for trading of \$384,100 in 2009 compared to a net realized and unrealized loss on investments held for trading of \$1,167,268 in 2008, future income taxes were \$282,481 in 2009 compared to \$204,175 in 2008, and stock-based compensation of \$20,573 in 2009 compared to \$82,646 in 2008, partially offset by the decrease in the net loss of \$1,103,382, and the share of loss and capital transactions from equity-accounted investment of \$223,487 in 2009 compared to share of earnings of \$25,190 in 2008. Cash used in operations decreased by changes in non-cash working capital items and the deferred lease inducement totaling \$416,662 in 2009 compared to an increase in cash used in operations as a result of the change in non-cash working capital items and the deferred lease inducement totaling \$291,611 in 2008. As a result of considering non-cash working capital items and deferred lease inducement, the total cash used in operations in 2009 was \$596,977 compared to cash used in operations of \$969,455 in 2008.

**FINANCIAL REVIEW (Continued)**

*For the three month period ended June 30*, cash used in operations, excluding changes in non-cash working capital and deferred lease inducement, totaled \$471,047 in 2009 compared to \$610,348 in 2008. The variation is primarily explained by the decrease in net loss of \$756,922 and the share of loss from equity-accounted investment of \$37,870 in 2009 compared to share of earnings of \$8,874 in 2008; partially offset by a net realized and unrealized gain on investments held for trading of \$215,866 in 2009 compared to a net realized and unrealized loss on investments held for trading of \$407,588 in 2008, stock-based compensation of \$10,939 in 2009 compared to \$40,431 in 2008, and future income taxes of \$107,247 in 2009 compared to \$93,881 in 2008. Cash used in operations increased by changes in non-cash working capital items and deferred lease inducement totaling \$60,187 in 2009 compared to an increase in cash used in operations as a result of the change in non-cash working capital items and deferred lease inducement totaling \$189,543 in 2008. As a result of considering non-cash working capital items and deferred lease inducement, the total cash used in operations in 2009 was \$531,234 compared to cash used in operations of \$799,891 in 2008.

**Cash from (used in) investing activities**

*For the six month period ended June 30*, cash used in investing activities totaled \$163,303 compared to cash used in investing activities of \$210,472 in 2008. The change is primarily the result of: the net reduction of advances to related parties of \$882,142 in 2009; mineral property expenditures decreased by \$179,257; partially offset by \$8,647 proceeds from the sale of investments in 2009 compared to \$981,394 in proceeds in 2008, and \$201,996 purchases of investments in 2009 compared to \$157,089 in 2008.

*For the three month period ended June 30*, cash used in investing activities totaled \$153,673 compared to cash from investing activities of \$913,838 in 2008. The change is primarily the result of: proceeds from the sale of investments of \$8,647 in 2009 compared to \$780,247 in proceeds in 2008; purchases of investments of \$201,996 in 2009 compared to \$40,116 in 2008; and the net reduction in the amounts repaid by related parties of \$143,485.

**Cash from (used in) financing activities**

*For the six month period ended June 30*, cash from financing activities was \$NIL in 2009 compared to \$16,000 in 2008. The decrease is due to the variation in the number of options exercised in each respective year and the exercise price associated with each of the options.

*For the three month period ended June 30*, cash from financing activities was \$NIL in 2009 compared to \$16,000 in 2008. The decrease is due to the variation in the number of options exercised in each respective year and the exercise price associated with each of the options.

**TRANSACTIONS WITH RELATED PARTIES**

The amounts due from related parties are as follows:

<i>As at,</i>	<b>June 30, 2009</b>	December 31, 2008
	<b>\$</b>	<b>\$</b>
Due from investee company <sup>(1)</sup>	<b>1,470</b>	1,157,217
Due from Managed Products <sup>(2)</sup>	<b>61,285</b>	283,713
	<b>62,755</b>	1,440,930
Due to other related parties <sup>(3)</sup>	<b>(19,791)</b>	-
<b>Total amount due from related parties, net</b>	<b>42,964</b>	1,440,930

The amounts which are receivable and payable at the end of the period are summarized in the table above. The following were related party transactions during the period, of which certain amounts have been collected or paid. The transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties:

- <sup>(1)</sup> The Company holds an investment in AGC, accounted for using the equity-accounting method. A director of the Company is a director of AGC and two officers of the Company are officers of AGC. The Company reported \$57,548 (2008 - \$120,634) in professional service fees earned through a services agreement with AGC for CEO and CFO services, premises and overhead charges, and interest charged on loan advances at the rate of prime plus 5% per annum beginning January 1, 2008. The balance at the end of the period of \$1,470 consists of operational costs paid on behalf of AGC, which were collected subsequent to the end of the period.

The Company settled \$1,121,851 of debt due from AGC in exchange for 7,479,010 common shares of AGC at a price of \$0.15 per share; the exchange price was supported by independent evidence. The transaction was not in the normal course of operations. As the carrying amount of the debt was equal to the exchange amount, no gain or loss resulted from the non-monetary transaction. The Company now owns 11,519,010 shares of AGC which represents 35.5% of the issued and outstanding common shares of AGC.

- <sup>(2)</sup> The Company owns 100% of the general partners listed in note 3 and is responsible for the day to day management of the Augen limited partnerships. The general partners are entitled to an advisory fee equal to 2.00% - 2.25% of the net assets of the respective limited partnerships. The general partners earned advisory fees of \$6,389 (2008 - \$65,523) during the period. No performance fees were paid during the period (2008 - \$NIL). Certain general partners are reimbursed for administrative and operating expenses incurred on behalf of certain limited partnerships. The general partners were reimbursed \$NIL (2008 - \$71,428) for such expenses during the period. During the period, Augen General Partner 2007 Inc. was the only general partner with an active Augen limited partnership outstanding. That limited partnership rolled its net assets into BluMont Augen Resource Strategy Fund ("**RS Fund**") effective April 30, 2009.

Pursuant to the terms of an agreement entered into in 2007 between Augen and BluMont Capital Corporation ("**BluMont**"), the manager of RS Fund, the Company earned a percentage of the advisory fees for investment consulting services, paid from the new BluMont Augen limited partnerships. The Company earned net investment consulting fees of \$34,194 (2008 - \$211,574) during the period. At the end of the period, an amount of \$44,350 was receivable from BluMont in respect of the new BluMont Augen limited partnerships.

The Company also earned net advisory fees from RS Fund of \$27,363 (2008 - \$102,061) during the period. At the end of the period, an amount of \$16,935 was receivable from BluMont in respect of RS Fund.

- <sup>(3)</sup> For part of the period, the Company relied upon the services of a senior officer, who is also a Director, for investment analysis and due diligence services. The services were provided by a related company that is controlled by the officer. The Company secured these services through an annual contract which was terminated on February 28, 2009. During the period, the Company paid fees of \$41,666 (2008 - \$125,000) to the related company, and there was no balance outstanding at the end of the period.

On February 27, 2009, the Company announced that it had entered into a management agreement effective March 1, 2009 pursuant to which OreReserve Asset Management Corp. (the "**Manager**"), a newly formed subsidiary of Integrated Asset Management Corp. ("**IAM**") (TSX: IAM), will manage the Company's business. During the period, the Company paid \$383,840 in management fees to the Manager pursuant to the terms of the management agreement. At the end of the period, a net amount of \$19,791 remains payable to the Manager, which represents fees payable by the Company in respect of the terms of the management agreement.

**CHANGES IN ACCOUNTING POLICIES****New accounting policy**

In March 2009, the CICA issued Emerging Issues Committee Abstract 174 Mining Exploration Costs ("**EIC 174**"). EIC 174 discusses the analysis recommended to determine whether there has been an impairment of mineral properties and deferred exploration costs. The Company considered the recommendations discussed in EIC 174 when testing for impairment of mineral properties and deferred exploration costs and determined that impairment adjustments were not required.

**Future accounting policies****International Financial Reporting Standards ("IFRS")**

In February 2008, the Canadian Accounting Standards Board confirmed that publicly accountable enterprises will be required to adopt IFRS for fiscal years beginning on or after January 1, 2011, with earlier adoption permitted. Accordingly, the conversion to IFRS will be applicable to the Company's reporting no later than in the first quarter of 2011, with restatement of comparative information presented. The conversion to IFRS could potentially have an impact on the Company's accounting policies, information technology and data systems, internal control over financial reporting, and disclosure controls and procedures. The transition may also have an impact on business activities, such as certain contractual arrangements, debt covenants and capital requirements. The Company is currently evaluating the future impact of IFRS on its financial statements and has initiated a preliminary IFRS transition plan with a proposed timeline for the execution and completion of the transition to IFRS. The transition plan was established following a preliminary assessment of the differences between Canadian GAAP and IFRS and the potential effects of IFRS on the Company's accounting and reporting processes, information systems, business processes and external disclosures. During 2009, the Company will continue to focus its efforts on identifying specific Canadian GAAP and IFRS differences, select ongoing IFRS policies, determine any information technology issues and consider the impact of the transition to IFRS on internal control over financial reporting and business activities, including the effect, if any, on covenants and compensation arrangements. External advisors will be retained, if deemed necessary, to assist management with the transition. The Company's Audit Committee will receive quarterly updates on the progress, cost and major milestones of the IFRS transition.

**Consolidated Financial Statements and Non-controlling Interests**

In January 2009, the CICA released *Section 1601 Consolidated Financial Statements* and *Section 1602 Non-Controlling Interests*, which replace *Section 1600 Consolidated Financial Statements*. *Section 1601* establishes standards for the preparation of consolidated financial statements. *Section 1602* establishes standards for accounting for a non-controlling interest in a subsidiary in the consolidated financial statements of the parent, subsequent to a business combination. *Section 1602* is equivalent to the corresponding provisions of *IAS 27 Consolidated and Separate Financial Statements*. For the Company, *Sections 1601 and 1602* will apply to interim and annual consolidated financial statements relating to fiscal years beginning on or after January 1, 2011. Earlier adoption is permitted but must be applied together with *Section 1582 Business Combinations*. The Company is assessing the impact, if any, that the adoption of these new sections will have on its consolidated financial statements.

**Business Combinations**

In January 2009, the CICA released *Section 1582 Business Combinations*, which replaces *Section 1581 Business Combinations*. The new section provides the Canadian equivalent to *IFRS 3 Business Combinations*. For the Company, *Section 1582* applies prospectively to business combinations for which the acquisition is on or after January 1, 2011. Earlier adoption is permitted but must be applied together with *Section 1601 Consolidated Financial Statements* and *Section 1602 Non-Controlling Interests*. As *Section 1582* will apply only to future business combinations, it will not have a significant effect on the Company's consolidated financial statements prior to such acquisitions.

### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial risk management goals are to ensure that the outcome of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, while maintaining an appropriate risk/reward balance and protecting the Company's consolidated balance sheet from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through identifying risk appropriately, aligning risk with overall business strategy, diversifying risk, pricing appropriately for risk, mitigation through preventive controls, and transferring risk to third parties.

The long-term investment objective and strategy for the direct holdings in the Merchant Banking portfolio and the consulting assets in the Managed Products portfolio remain unchanged. However, the short-term corporate objective and strategy continues to be modified to reflect the current global economic financial condition and general market uncertainty, which will inevitably have an impact on the overall risk assessment of the Company. Such modifications include streamlining operational costs, preserving cash to the extent possible, and as a result of the weakened markets, management has for the most part, suspended the disposition of securities until the markets show signs of improvement. The Company invests primarily in the equity securities of Canadian resource issuers. Investors are exposed to the risks and rewards of the Canadian resource sector.

#### Financial instruments

The Company's exposure to potential loss from financial instruments relates primarily to its investment activities, and in particular, fair value risk, credit risk, liquidity risk, and market risk including credit quality and equity market fluctuation risk as described below.

##### *Fair value risk*

The carrying value of accounts receivable, due from related parties, accounts payable, and accrued liabilities approximates fair value due to the relatively short-term maturity of these financial instruments. Fair value represents the amount that would be exchanged in an arm's length transaction between willing parties and is best evidenced by a quoted market price, if one exists.

##### *Credit risk*

Credit risk is the risk that one party to a financial instrument fails to discharge its obligations and thereby causes financial loss to another party. The Company's exposure to credit risk is concentrated in two specific areas: the credit risk on operating balances, including receivables and the credit risk on balances due from related parties. The Company was exposed to credit risk with respect to the loan advances due from its equity-accounted investment in AGC, which earned interest at the prime lending rate plus 5%. The loan advances were converted into common shares of AGC on April 7, 2009 as discussed in the *Significant Events* section.

The aggregate gross credit risk exposure at June 30, 2009 was \$1,676,900, and was comprised of \$12,400 in receivables, \$42,964 in amounts due from related parties, and \$1,621,536 of cash held with financial institutions with an "AA" credit rating and securities brokerage firms.

##### *Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet cash flow commitments associated with financial instruments. The purpose of liquidity management is to ensure that there will be sufficient cash to meet all financial commitments and obligations as they become due. To manage cash flow requirements, the Company maintains a portion of invested assets in liquid securities. All financial liabilities, with the exception of deferred lease inducements, are current.

The Company believes that its cash position, short-term investments, if any, and investments in marketable securities provide adequate liquidity to meet all of the Company's financial obligations for at least the next twelve months. The Company also expects to receive fee income on its flow-through consulting assets as well as investment income on its holdings of cash.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)**

*Currency risk*

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company believes it is not significantly exposed to foreign exchange risk at this time as its business activities are primarily denominated in Canadian currency. The Company may however be exposed to foreign exchange fluctuations, which could have a significant adverse effect on its consolidated results of operations from time to time, should the Company enter into foreign currency denominated transactions.

*Market risk*

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, the trading price of equity and other securities, and foreign currency exchange rates. Market risk is directly influenced by the volatility and liquidity in the markets in which the related underlying assets are traded. Market price fluctuations and fluctuations in the value of equity securities affect the level and timing of recognition in earnings and comprehensive earnings of gains and losses on securities held. General economic conditions, political conditions and many other factors can also adversely affect the stock markets and consequently, the value of the equity securities held.

The Company focuses on small and mid-market capitalization companies as these companies have historically generated higher per share returns. The per share price of these companies can, however, be more volatile than larger capitalization companies. The following table summarizes the potential impact of a 10% change in the Company's equity-related holdings on the net earnings (loss) and other comprehensive earnings (loss) for the period ended June 30, 2009. Certain shortcomings are inherent in the method of analysis presented, as the analysis is based on the assumptions that the equity-related holdings increased/decreased by 10% with other variables held constant and that all the Company's equity and equity-related instruments moved in a one-to-one correlation with the market.

<b>Changes in equity-related holdings</b>	<b>Effect on Net earnings (loss) and comprehensive earnings (loss) (pre-tax)</b>
10% increase	\$121,959
10% decrease	\$(121,959)

Generally, a 10% decline in the value of equity-related holdings resulting from market price fluctuations would decrease the pre-tax net earnings and comprehensive earnings whereas a 10% increase in the value of equity-related holdings resulting from market price fluctuations would increase the pre-tax net earnings and other comprehensive earnings. Currently, three of forty-one investments represent 61% of the Company's MB investment portfolio.

**Risk**

Augen's future financial performance may be influenced by its ability to manage and maintain the value of its existing MB investment portfolio; successfully evaluate, structure and complete new investments in listed and private entities for both the MB and MP segments; and manage and grow its existing assets under management. Access to capital has been severely limited for the small and mid-cap emerging resource exploration mining sector in the current economic environment. The Company believes this is a result of investors' current general aversion to risk associated with emerging resource exploration mining company investments.

Augen attempts to manage the risks associated with its MB investment portfolio and its MP consulting assets through planning, extensive due diligence of investment opportunities and active involvement in and monitoring of its investments where appropriate.

Augen's financial condition, results of operations and business are subject to certain risks which may negatively affect the Company. Certain of these risks are described below. Additional risks not currently known to the Company, or that the Company currently believes to be immaterial, may also affect and have a negative impact on the business.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)**

*Dependence on management*

Augen is dependent upon the efforts, skill and business contacts of key members of the Company's Manager for, among other things, the information and deal flow they generate during the normal course of their activities and the synergies which exist amongst their various fields of expertise and knowledge. Accordingly, the Company's continued success will depend upon the continued service of these individuals. The loss of the services of any of these individuals could have a material adverse effect on the Company's revenues, net income and cash flows and could harm the Company's ability to maintain or grow existing assets and raise additional funds in the future.

*Investment portfolio exposure*

Given the nature of Augen's activities, the Company's results of operations and financial condition are dependent upon the market value of the investments in its MB portfolio and the consulting assets in the MP segment. Market value can be reflective of the actual or anticipated operating results of the investee companies and/or the general market conditions that affect the sectors in which Augen invests. The Company's investment activities are concentrated in the emerging resource exploration mining sector, with a current focus on the gold, base metals and uranium sectors. There are various factors that could affect these sectors and have a negative impact on the companies in the MB investment portfolio and thereby have an adverse effect on Augen's business and financial results. Additionally, the Company's investments are primarily in small-cap businesses which the Company believes exhibit potential for growth but which may not ever mature or generate the returns the Company expects or may require a number of years to do so. Emerging resource exploration companies may never achieve commercial discoveries and production, which may create an irregular pattern in the Company's revenues and results from operations. Additionally, macro economic factors such as fluctuations in commodity prices and global political, economic and market conditions could have an adverse effect on one or more sectors to which the Company is exposed, and a disproportionate effect on these sectors as compared to the overall market, thereby having a negative impact on one or more of the investments in the MB portfolio and the consulting assets in the MP segment concurrently. Company specific risks, such as the risks associated with the emerging resource exploration mining sector or the quality of management of the investee companies generally, could have an adverse effect on one or more of the Company's investments at any point in time. Company specific and industry specific risks which materially adversely affect Augen's investments and consulting assets may have a materially adverse impact on the Company's operating results.

*Share prices of investments*

Augen's investments in securities of public companies are subject to volatility in the share prices of the companies. There can be no assurance that an active trading market for any of the shares is sustainable. The trading prices of the shares could be subject to wide fluctuations in response to various factors beyond the control of Augen, including: quarterly variations in the investee companies' results of operations; changes in earnings, if any; estimates or commentaries provided by research analysts; conditions in the emerging resource exploration mining sector; and general market or economic conditions. In recent years, equity markets have experienced extreme price and trading volume fluctuations. These fluctuations have had a substantial effect on market prices, sometimes unrelated to the operating performance of the specific companies. Such market fluctuations could adversely affect the market price of the Company's investments in the MB portfolio and the consulting asset base in the MP segment which would have a significant negative impact on the Company's operating results.

*Concentration of investments*

Augen's investments are concentrated in the emerging resource mineral mining sector. The Company expects to focus on a smaller number of larger sized transactions and therefore performance may be disproportionately subject to adverse developments in the resource sector. There are currently no restrictions on the proportion or the amount of Augen's funds that may be allocated to any particular investment. Accordingly, the Company's investment activities may be highly concentrated in a limited number of investments, or a particular segment within the mineral resource sector. The consequence of this type of concentration is that the Company's financial results may be substantially adversely affected by the unfavourable performance of any one of the limited number of investments or the particular segment within the mineral mining sector.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)**

*Thinly traded securities*

Augen invests in common shares of certain publicly traded companies and holds common share purchase warrants in public companies that are characterized by thin, and sometimes uneven trading volumes, and are potentially subject to highly volatile price movements. One of the factors used when determining the valuation of warrants held in the Company's MB investment portfolio is price volatility; therefore, the theoretical valuation of warrants for thinly traded companies may be under or over-stated as a result. Certain thinly traded companies will also have an impact on the liquidity of the Company's MB investment portfolio.

*Private company investments and illiquid securities*

Augen may, from time to time, hold investments in private companies. As there may not be an active market for such securities, Augen's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments may be restricted. Investments in private companies may offer relatively high potential returns, but will also be subject to a relatively high degree of risk. There can be no assurance that a public market will develop for private company investments that may be held by Augen or that Augen will otherwise be able to realize a return on such investments. Augen also invests in illiquid securities of public companies. The Company is exposed to the risk of increased losses or lesser gains as a result of the time between when the decision is made to sell such an investment and the monetization of such investment.

*Income and cash flows*

Augen generates income and cash flows primarily from the disposition of investments in the MB portfolio and fees earned from the consulting assets in the MP segment in addition to its financing activities, and interest earned on the Company's cash balances. The amount of income and cash generated from the MB and MP segments is dependent upon various factors, most of which are outside of the Company's direct control. The Company's liquidity and operating results may be adversely affected if access to the capital markets is restricted, whether as a result of a downturn in the market conditions generally or matters specific to Augen, or if the value of the Company's investments or consulting asset base decline, resulting in: lower fees, a decrease in proceeds of disposition, and capital losses or less gains for Augen upon disposition.

*Reduced income during periods of declining resource prices*

Augen's income is likely to be lower during a period of declining natural resource market and commodity prices. The Company's income in the MB segment is dependent on the equity financing and expansion of companies in the natural resource sector, as a portion of Augen's income is comprised of due diligence fees and or commissions paid on the placement of funds in investee companies that are raising capital. A prolonged period of declining natural resource prices could cause a reduction in income from due diligence fees and commissions. The Company's investment income is also driven in part by natural resource and commodity prices and a decline in resource prices may have an effect on investment income.

*Resource development*

Resource development involves a high degree of risk which cannot be avoided, even with a combination of careful evaluation, experience and knowledge. Augen typically invests in projects, or companies having projects, in early stages of exploration or development. As such, there is no assurance that such projects will prove to be economically feasible and there is also no assurance that the projects owned by companies in which the funds of Augen may be invested will be brought into commercial production. Investee companies are also subject to government regulatory and other political risk as well as volatility in commodity prices that can affect the economic feasibility of projects.

**FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)**

*Financing requirements*

Augen may, from time to time, require funds to support the Company's growth and operations and may seek to obtain additional funds for these purposes through public or private equity or debt financing. There are no assurances that additional funding will be available to the Company at all, on acceptable terms or at an acceptable level. Any additional equity financing may cause shareholders of the Company to experience dilution, and any debt financing, of which Augen currently has none, may result in increased interest expense or restrictions on the Company's operations or ability to incur additional debt. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on the Company's ability to grow its MB investment portfolio or maintain the value of existing assets.

*Management of growth*

Significant growth in Augen's business, as a result of acquisitions or otherwise, could place a strain on the managerial, operational and financial resources and information systems of the Company's Manager. The Company's future operating results will depend on the ability of the Manager to manage rapidly changing business conditions, and to implement and improve the Manager's technical, administrative and financial controls and reporting systems. No assurance can be given that the Manager will succeed in these efforts.