



Aura Minerals Inc.

AURA MINERALS INC.

Interim Consolidated Financial Statements

For the three months ended March 31, 2009

(Unaudited)



Aura Minerals Inc.

Interim Consolidated Balance Sheets
As at March 31, 2009 and December 31, 2008
*Expressed in thousands of Canadian dollars
(Unaudited)*

	March 31, 2009	December 31, 2008
ASSETS		
Current		
Cash and cash equivalents (note 6)	\$ 37,428	\$ 39,831
Accounts receivable (note 7)	3,182	3,249
Inventory (note 8)	1,266	1,326
Prepaid expenses and other current assets	320	314
	42,196	44,720
Property, plant and equipment (note 9)	115,744	115,767
Resource properties (note 10)	14,408	26,927
	\$ 172,348	\$ 187,414
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 2,291	\$ 4,100
Future income tax liabilities	25,453	28,300
Asset retirement obligations (note 11)	1,557	1,533
	29,301	33,933
SHAREHOLDERS' EQUITY		
Capital stock (note 12(b))	217,653	216,947
Contributed surplus (note 12(b))	31,295	30,843
Deficit	(105,901)	(94,309)
	143,047	153,481
	\$ 172,348	\$ 187,414

Nature of operations (note 1)

Commitments (notes 10 and 17)

Subsequent events (note 18)

Approved on behalf of the Board of Directors:

"Elizabeth Martin"

Elizabeth Martin, Director

"Patrick Downey"

Patrick Downey, Director

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



Interim Consolidated Statements of Loss and Comprehensive Loss

For the three months ended March 31, 2009 and 2008

*Expressed in thousands of Canadian dollars, except per share data
(Unaudited)*

	For the three months ended March 31, 2009	For the three months ended March 31, 2008 As restated (note 3)
Sales	\$ 41	\$ –
Expenses		
Costs of mining operation	691	–
Depletion, amortization and accretion	98	–
	789	–
	(748)	–
Other expenses (income)		
Stock-based compensation (note 12(f))	1,078	5,459
Salaries and benefits	721	2,057
Exploration expense (note 13)	2,873	4,200
General and administrative	535	666
Professional fees	34	340
Amortization	105	113
Interest income	(89)	(934)
Foreign exchange gain	(310)	(15)
Impairment charge - resource properties (note 10(b))	8,744	–
	13,691	11,886
Loss before income taxes	14,439	11,886
Future income tax recovery	(2,847)	–
Net loss and comprehensive loss	\$ 11,592	\$ 11,886
Per share information:		
Weighted average number of common shares outstanding	590,592,564	530,291,135
Basic and fully diluted net loss per share	\$ 0.02	\$ 0.02

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



Aura Minerals Inc.

Interim Consolidated Statements of Deficit
For the three months ended March 31, 2009 and 2008
Expressed in thousands of Canadian dollars
(Unaudited)

	For the three months ended March 31, 2009	For the three months ended March 31, 2008 As restated (note 3)
Deficit, beginning of the period, as previously reported	\$ 94,309	\$ 31,612
Adjustment resulting from change in accounting policy (note 3)	–	7,088
Deficit, beginning of the period, as restated	94,309	38,700
Loss for the period	11,592	11,886
Deficit, end of period	\$ 105,901	\$ 50,586

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



Interim Consolidated Statements of Cash Flows

For the three months ended March 31, 2009 and 2008

Expressed in thousands of Canadian dollars

(Unaudited)

	For the three months ended March 31, 2009	For the three months ended March 31, 2008
		As restated (note 3)
Operating activities		
Net loss	\$ (11,592)	\$ (11,886)
Add (deduct) items not affecting cash:		
Depletion, amortization and accretion	203	113
Future income tax recovery	(2,847)	-
Impairment charge - resource properties	8,744	-
Issuance of shares for property option payments	80	-
Stock-based compensation	1,078	5,459
	(4,334)	(6,314)
Changes in non-cash working capital:		
Accounts receivable	67	(277)
Prepaid expenses and other current assets	(6)	44
Inventory	60	-
Accounts payable and accrued liabilities	(1,814)	267
	(6,027)	(6,280)
Investing activities		
Proceeds from property option payments	3,775	-
Sale of short-term investments	-	44,655
Purchase of property, plant and equipment	(151)	(420)
	3,624	44,235
Financing activities		
Proceeds on exercise of options	-	122
Proceeds on exercise of warrants	-	680
	-	802
(Decrease) increase in cash and cash equivalents	(2,403)	38,757
Cash and cash equivalents, beginning of period	39,831	51,752
Cash and cash equivalents, end of period	\$ 37,428	\$ 90,509

Supplementary information (note 14)

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



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

*Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)*

1 NATURE OF OPERATIONS

Aura Minerals Inc. (“Aura Minerals” or the “Company”) is a Canadian resource company focused on the acquisition, exploration, development and operation of mining properties in the Americas.

In mid-2007, the Company completed the acquisition (the “Arapiraca Acquisition”) of Clearwater Holdings Fund LLC (“Clearwater”), which, through its subsidiary Mineração Vale Verde Ltda. (“MVV”), holds the rights to the Arapiraca copper, gold and iron ore project (the “Arapiraca Project”). In mid-2008, the Company completed the acquisition of Newington Corporation, S.L. (“Newington”), which, through its subsidiary Aranzazu Holding, S.A. de C.V. (“Aranzazu Holding”), holds a 100% interest in all of the mining concessions, plant, surface and water rights and other assets relating to the Aranzazu Project in Zacatecas, Mexico (the “Aranzazu Acquisition”) (note 5). The underground operations, which produce copper-gold-silver concentrates via flotation, were suspended due to the decline in metal prices in the fourth quarter of 2008. The Company consolidated the results of operations of the Aranzazu Project commencing on the date of acquisition, June 5, 2008.

The Company is in the business of exploring for and mining minerals which by its nature involves a high degree of risk. There can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of the mineral properties and the Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to obtain financing or, alternatively, upon the Company’s ability to dispose of its interests on an advantageous basis. All of the Company’s mineral properties are located outside of Canada and are subject to the risks normally associated with foreign investment, including increases in taxes and royalties, renegotiation of contracts, currency exchange fluctuations and political uncertainty.

The recent events in the global financial markets have had a profound impact on the global economy. Virtually all industries, including mining, are impacted by these market conditions, which have included: a sharp contraction in the credit markets resulting in higher costs of funding; a deterioration in the credit ratings of numerous large financial institutions; high volatility in global equity, commodity and foreign exchange markets; and a slowdown in economic activity that is affecting major global economies. These events could have a significant impact on the Company. The related financial instrument risks to the Company are outlined in note 4 to these consolidated financial statements.

2 BASIS OF PRESENTATION AND USE OF ESTIMATES

These unaudited interim consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles for interim financial information and they follow the same accounting policies and methods of application as the audited consolidated financial statements of the Company for the year ended December 31, 2008, except as described in note 3. These unaudited interim consolidated financial statements do not include all the information and note disclosure required by the generally accepted accounting principles for annual financial statements and therefore should be read in conjunction with the most recent audited annual consolidated financial statements.

These consolidated financial statements include the accounts of the Company and its direct and indirect wholly-owned subsidiaries Cumaru (BVI) Ltd., Arapiraca (BVI) Inc., Clearwater, MVV, Aura Gold Mineração Ltda., Aura Resources Brasil Mineração Ltda., Newington, Aranzazu Holding, Servicios Mineros AM S.A. de C.V., Tecnicos Mineros AM S.A. de C.V., Seguridad Privada AM S.A. de C.V., Administracion Minera AM S.A. de C.V., and Aura Minerals (Ontario) Inc. Significant intercompany balances and transactions have been eliminated on consolidation.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

*Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)*

2 BASIS OF PRESENTATION AND USE OF ESTIMATES (continued)

In the opinion of management, all adjustments (including normal recurring adjustments) necessary to present fairly the financial position at March 31, 2009 and the results of operations and cash flows for all periods presented have been made. The interim results are not necessarily indicative of results for a full year.

Certain balances in the comparative statement of loss and comprehensive loss have been reclassified to conform with the current period's presentation.

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported and disclosed in the financial statements and related notes. Significant areas requiring the use of estimates in the preparation of these interim consolidated financial statements include, among other things, the determination of impairment of long-lived assets, the valuation of inventories, the recording of asset retirement obligations, the recording of revenues, the determination of amortization, depletion and accretion, the allocation of purchase consideration for acquired assets to the fair values of the identifiable assets and liabilities, the determination of the fair value of stock-based compensation and other equity transactions, and the determination of the valuation allowance with respect to future income tax assets. Actual results could differ from these estimates.

3 CHANGES IN ACCOUNTING POLICY AND ADOPTION OF NEW ACCOUNTING STANDARDS

Exploration and development expenditures

During the fourth quarter of 2008, the Company changed its accounting policy for exploration costs, choosing to expense exploration costs as they are incurred. This policy was adopted effective January 1, 2008 and was applied retroactively.

As a result of this change in accounting policy, the Company has restated its results for the three months ended March 31, 2008 from those previously reported. The Company has increased stock-based compensation expense by \$311,000, amortization expense by \$100,000, and exploration expenses by \$4,200,000. As a result of these changes, net loss increased by \$4,611,000 and loss per share increased by \$0.01. Cash flows used in operating activities increased by \$4,030,000 and cash flows used in investing activities decreased by the same amount. In addition, opening deficit for the comparative period was increased by \$7,088,000 as a result of the retroactive application of the change in accounting policy to 2007.

Goodwill and intangible assets

On January 1, 2009, the Company was required to adopt CICA Section 3064, Goodwill and Intangible Assets. This new standard provides guidance on the recognition, measurement, presentation and disclosure of goodwill and other intangible assets. The adoption of this standard did not have any impact on the Company's consolidated financial statements.

Credit risk and fair value of financial assets and liabilities

In January 2009, the CICA issued EIC-173, "Credit Risk and the Fair Value of Financial Assets and Financial Liabilities." The EIC provides guidance on how to take into account credit risk of an entity and counterparty when determining the fair value of financial assets and financial liabilities, including derivative instruments. This standard is effective for the Company's fiscal year beginning January 1, 2009 with retrospective application. The application of this EIC did not have a significant effect on the Company's consolidated financial statements.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

*Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)*

4 FAIR VALUES OF FINANCIAL INSTRUMENTS

The Company examines the various financial instrument risks to which it is exposed and regularly assesses the impact and likelihood of those risks and, when appropriate, takes steps to mitigate such risks. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other price risks.

a) Capital risk management

The Company's objective in managing capital is to ensure that it will be able to continue as a going concern in order to provide returns for shareholders and benefits to other stakeholders. The capital structure of the Company includes the components of shareholders' equity as well as cash and cash equivalents. The Company manages its capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may be required to issue new shares or debt, acquire or dispose of assets, or adjust amounts of certain investments. In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's overall strategy remains unchanged from 2008. The Company has no externally imposed debt requirement or debt covenants as of the balance sheet date.

b) Credit risk

The Company's credit risk is limited to trade receivables in the ordinary course of business, the recovery of value added taxes, and the quality of its financial investments. As of March 31, 2009, the Company's financial investments include bankers' acceptances and interest-bearing cash deposit accounts held with a Canadian chartered bank. As at March 31, 2009, the Company believes that it is not exposed to significant credit risk on financial instruments issued by the Canadian chartered bank. The Company's credit risk has not changed significantly from the prior year.

With the completion of the Aranzazu Acquisition, the Company is subject to concentrations of credit risk related to trade accounts receivable as all of its sales revenues are made to a single customer. However, due to the suspension of operations in mid-December 2008, the Company has no trade receivable balances at March 31, 2009. As a result, the Company's credit risk at March 31, 2009 is primarily related to the recovery of value added taxes. Of the \$3,143,000 in value added taxes receivable at March 31, 2009, \$3,124,000 is due in Mexico, and \$19,000 is in Canada. The Company is expecting the recovery of the value added taxes to fall within the second quarter of 2009.

c) Liquidity risk

The Company has implemented a rigorous planning and budgeting process, which is reviewed and updated on a regular basis, to help determine the funding requirements to support the Company's current operations. The Company's objective is to ensure that there are sufficient committed financial resources to meet its short-term business requirements for a minimum of twelve months. The Company has no credit facilities at this time.

Future exploration, development, mining, and processing of minerals from the Company's properties could require substantial additional financing. The Company's ability to arrange financing for capital projects could be significantly impacted by recent global economic events. Should the Company seek debt financing, the increased cost of financing could have a negative impact on overall project economics. In addition, the availability of credit on acceptable terms could make it difficult for the Company to raise the required capital to build some or all of its projects, and the sale of additional equity capital may not be available or may result in substantial dilution to existing shareholders. The Company continues to manage its liquidity risk by curtailing any non essential expenditures in order to conserve cash resources, by focusing on cash producing properties and/or by considering the sale of certain non-core assets. Failure to obtain sufficient financing may result in a delay to, or indefinite postponement of, exploration, development, or production on any or all of the Company's properties, or even a loss of property interests.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

4 FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

d) Currency risk

The Company's operations are in Mexico, Brazil and Canada; therefore foreign exchange risk exposures arise from transactions denominated in foreign currencies. Financial instruments that impact the Company's net earnings or other comprehensive income due to currency fluctuations include: cash and cash equivalents, accounts receivable and accounts payable denominated in US dollars, Brazilian reais or Mexican pesos. At March 31, 2009, cash balances were held in Canadian dollars except for \$796,000 held in United States dollars, \$4,069,000 denominated in Brazilian reais, and \$4,000 denominated in Mexican pesos.

The Company's cash flows from its Mexican operations are exposed to foreign exchange risk as commodity sales, treatment charges and royalties which are substantially denominated in US dollars, whereas the majority of all other operating expenses are in Mexican pesos. The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Recent economic events have resulted in volatility in foreign exchange rates, including those in which the Company conducts its operations. The sensitivity of the Company's net loss due to changes in the exchange rate between its operating currencies and the Canadian dollar is summarized in the table below:

	5% decrease in the Canadian dollar	5% Increase in the Canadian dollar
Decrease (increase) in net loss and comprehensive loss for the three months ended March 31, 2009	\$ 299	\$ (271)

e) Interest rate risk

The Company is exposed to interest rate risk on its cash and cash equivalents and short-term investments, but is not exposed to any interest rate risk on outstanding borrowings as there are none as at March 31, 2009. The impact of rising credit spreads on the Company's ability to obtain debt financing in the future is discussed above under "Liquidity risk". The Company monitors its exposure to interest rates and has not entered into any derivative contracts to manage this risk. For the three months ended March 31, 2009, a fluctuation in interest rates of 100 basis points (1 percent) would have impacted net loss and comprehensive loss for the period by approximately \$97,000.

f) Commodity price risk

The Company is subject to price risk from fluctuations in market prices of copper and other metals. Copper and other metal prices historically have fluctuated widely and are affected by numerous factors outside of the Company's control. Copper prices over the last half of 2008 and the three months ended March 31, 2009 have fluctuated significantly. The profitability of the Company's operations is highly correlated to the market prices of these metals, as is the ability of the Company to develop its other properties. Due to the decline in metal prices during 2008, the Company temporarily suspended mining operations and capital expenditure and development plans at the Aranzazu project in mid-December 2008, and operations remain suspended at March 31, 2009. If metal prices were to remain at depressed levels for a prolonged period below the cost of production of the Company's mine, it may not be feasible to resume operations. The Company has no unsettled shipments as of March 31, 2009, and has not entered into any derivative contracts for the sale of any future concentrate or metal production.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

4 FAIR VALUES OF FINANCIAL INSTRUMENTS (continued)

g) Fair value estimation

The Company has classified its cash equivalents and short-term investments as held for trading. Accounts receivable and accounts payable and accrued liabilities are classified as loans and receivables and the carrying values (less impairment provision for accounts receivable, if necessary) approximate their fair value due to their short-term nature.

5 ACQUISITION OF THE ARANZAZU PROJECT

Pursuant to the definitive acquisition agreement dated June 3, 2008 among the Company, Clapham Luxembourg Holding S.à.r.L. ("Clapham") and its wholly-owned subsidiary, Newington, the Company acquired, effective June 5, 2008, 100% of the shares of Newington for a purchase price of US\$57,500,000 in cash and US\$12,500,000 by the issuance of 9,295,117 common shares of the Company.

As part of the Aranzazu Acquisition, and pursuant to an agreement dated May 7, 2008, as amended July 29, 2008, the Company paid \$5,000,000 by the issuance of 3,688,984 common shares of the Company to Zacoro Metals Corp. ("Zacoro Metals") as a finder's fee for introducing Aura Minerals to Clapham.

The acquisition of the Aranzazu Project has been accounted for as a business combination with the results of the Aranzazu Project operations consolidated in the Company's financial statements effective from June 5, 2008. The total purchase price of \$77,486,000 as of June 5, 2008 has been determined as follows:

Cash consideration paid	\$	57,523
Value of shares issued to Clapham		12,734
Value of shares issued to Zacoro for finder's fee		5,000
Consulting and legal costs		1,397
Due diligence and closing costs		832
	\$	77,486

The final allocation of the purchase consideration to the fair values of the identifiable assets and liabilities is as follows:

Assets acquired

Inventory	\$	784
Plant and equipment ¹		13,064
Mineral property ¹		93,024
	\$	106,872

Liabilities assumed

Asset retirement obligation (note 11)	\$	(1,283)
Future income tax liability ¹		(28,103)
		(29,386)

Net assets acquired	\$	77,486
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⁽¹⁾ Future income taxes relate primarily to the amounts allocated to mineral properties and equipment, which have a tax basis of \$5,223,000.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

*Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)***6 CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consists of:

	March 31, 2009	December 31, 2008
Cash and interest bearing deposits	\$ 30,393	\$ 27,726
Bankers' acceptances	7,009	6,998
Other short term investments	26	5,107
	\$ 37,428	\$ 39,831

7 ACCOUNTS RECEIVABLE

Accounts receivable consists of:

	March 31, 2009	December 31, 2008
Trade accounts receivable	\$ –	\$ 230
Value added taxes receivable	3,143	2,985
Other receivables	39	34
	\$ 3,182	\$ 3,249

8 INVENTORY

Inventory consists of:

	March 31, 2009	December 31, 2008
Production inventory	\$ –	\$ 27
Parts and supplies	1,266	1,299
	\$ 1,266	\$ 1,326



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

9 PROPERTY, PLANT AND EQUIPMENT

As at March 31, 2009, property, plant and equipment was comprised of the following:

	Cost	Accumulated Amortization	Net book value
Vehicles	\$ 745	\$ (184)	\$ 561
Machinery and equipment	2,460	(169)	2,291
Mobile mining equipment	5,105	(444)	4,661
Furniture and fixtures	318	(45)	273
Computer equipment and software	1,040	(255)	785
Leasehold improvements	438	(99)	339
Buildings	2,245	(89)	2,156
Plant	8,051	(313)	7,738
Projects in process	3,680	-	3,680
Mineral property	93,779	(519)	93,260
	\$ 117,861	\$ (2,117)	\$ 115,744

As at December 31, 2008, property, plant and equipment was comprised of the following:

	Cost	Accumulated Amortization	Net book value
Vehicles	\$ 745	\$ (144)	\$ 601
Machinery and equipment	2,460	(163)	2,297
Mobile mining equipment	5,105	(444)	4,661
Furniture and fixtures	311	(36)	275
Computer equipment and software	1,036	(196)	840
Leasehold improvements	435	(60)	375
Buildings	2,246	(61)	2,185
Plant	8,051	(313)	7,738
Projects in process	3,552	-	3,552
Mineral property	93,762	(519)	93,243
	\$ 117,703	\$ (1,936)	\$ 115,767



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

10 RESOURCE PROPERTIES

A continuity of acquisition costs and exploration expenditures during the year ended December 31, 2008 and to March 31, 2009 is as follows:

	Arapiraca Project			Para Properties				Total
	Arapiraca Caboclo	Arapiraca Serrote	Arapiraca Regional	Cumaru (Gradaus) Project	Cumaru Project	Inaja Project	North Carajas Project	
Acquisition Costs								
Balance, December 31, 2007	\$ -	\$ -	\$ -	\$ 8,744	\$ 6,995	\$ 10,453	\$ 210	\$ 26,402
Additions during the year ended December 31, 2008:								
Acquisition costs - land	-	5,590	-	-	-	-	-	5,590
Impairment charge - mineral properties	-	-	-	-	-	(5,065)	-	(5,065)
Balance, December 31, 2008	\$ -	\$ 5,590	\$ -	\$ 8,744	\$ 6,995	\$ 5,388	\$ 210	\$ 26,927
Additions during the three months ended March 31, 2009:								
Proceeds from property option payment (note 10(d))	-	-	-	-	-	(3,775)	-	(3,775)
Impairment charge - mineral properties (note 10(b))	-	-	-	(8,744)	-	-	-	(8,744)
Balance, March 31, 2009	\$ -	\$ 5,590	\$ -	\$ -	\$ 6,995	\$ 1,613	\$ 210	\$ 14,408
Accumulated Exploration Costs								
Balance, December 31, 2007	\$ 1,548	\$ 3,708	\$ 191	\$ 474	\$ 563	\$ 1,635	\$ 99	\$ 8,218
Exploration costs during the year ended December 31, 2008	2,128	17,747	1,492	1,035	489	3,010	88	25,989
Balance, December 31, 2008	3,676	21,455	1,683	1,509	1,052	4,645	187	34,207
Exploration costs during the three months ended March 31, 2009 (note 13)	14	961	535	161	30	740	26	2,467
Balance, March 31, 2009	3,690	22,416	2,218	1,670	1,082	5,385	213	36,674
Total Project Expenditures to March 31, 2009	\$ 3,690	\$ 28,006	\$ 2,218	\$ 1,670	\$ 8,077	\$ 6,998	\$ 423	\$ 51,082



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

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(Unaudited)*

10 RESOURCE PROPERTIES *(continued)*

Property Summary

a) Arapiraca Project, Brazil

The Arapiraca properties are subject to NSR's on future production to the original owner of 0.75% on copper, 1.0% on gold and 4.0% on all other mineral production.

b) Cumaru (Gradaús) Project, Brazil

The Company entered into an option agreement on December 1, 2005, to acquire a 100% interest in a mining licence and two mineral exploration licences located in the State of Pará, Brazil. Pursuant to the terms of the option agreement, Aura Minerals has:

- i) Paid US\$25,000 to the optionor on execution of the agreement;
- ii) Issued a total of 500,000 common shares to the optionor between January 1, 2006 and January 1, 2008 (valued at \$358,000);
- iii) Paid US\$410,000 to the optionor between July 1, 2006 and January 1, 2009. A further US\$100,000 was due to be paid by March 31, 2009, however the Company elected not to make the payment and allowed the option agreement to terminate as of that date. Notwithstanding, the optionor has granted the Company a right of first refusal on the property for a period of six months from the date of the agreement's termination.

In connection with the termination of the option agreement, the Company has recognized an impairment charge of \$8,744,000 for the three months ended March 31, 2009.

c) Cumaru Project, Brazil

On April 3, 2006, the Company entered into an option agreement (subsequently amended January 10, 2007, February 28, 2007 and March 15, 2007), with Yamana Gold Inc., a company which has an officer-director and one director in common, to acquire a 100% interest in four mineral exploration licences, located in the State of Pará, and a 100% interest in three garimpeiro permits. Pursuant to the terms of the option agreement the Company:

- i) Issued 1,000,000 common shares of Aura Minerals to the optionor on the date of the agreement (valued at \$200,000);
- ii) Incurred US\$1,000,000 in exploration expenditures to satisfy a condition of the underlying agreement between the optionor and a previous land owner; and
- iii) Issued on April 5, 2007 6,000,000 common shares valued at \$5,880,000 to the optionor of the Cumaru project.

The previous land owner has retained a 1.5% NSR on the property that may be purchased by Aura Minerals for US\$1,250,000.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

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(Unaudited)*

10 RESOURCE PROPERTIES *(continued)*

d) Inajá Project, Brazil

The Company entered into six separate option agreements between December 2005 and January 2006, to acquire a 100% interest in certain mineral claims, known as the AGS, JN, EM and Rio Negro (allowed to lapse in the fourth quarter of 2007) properties, and the Forquilha and Carapato pits located in the State of Pará, Brazil. Aura Minerals also acquired the Fonseca property, consisting of 10 claims for a single payment of US\$10,000.

Pursuant to the terms of the agreements, the Company:

- i) Issued 250,000 common shares to the optionors of the AGS property upon execution of the agreement (valued at \$50,000);
- ii) Issued 500,000 common shares to the optionor of the JN property upon execution of the agreement (valued at \$100,000);
- iii) Issued 1,000,000 common shares (valued at \$572,500) to March 31, 2009 in full satisfaction of its share issuance obligation related to the AGS claims.
- iv) Made cash payments totaling US\$135,000 to the optionors upon execution of the agreements; and
- v) Made cash payments totaling US\$1,465,000 to the optionors in full satisfaction of the amounts due in respect of the AGS and EM claims.

In January 2006, the Company also paid US\$40,000 and issued 400,000 Common shares valued at \$80,000 as finder's fees in respect of the Inaja option agreements.

On the AGS Property, the optionors have retained a 2.0% to 3.0% sliding scale NSR, based on the price of gold, which royalty may be purchased for US\$1,000,000 for each 1%, payable as calculated on the commencement of production. On the Forquilha Pit, the optionors have retained a 1.5% NSR, which may each be purchased for US\$1,500,000.

On March 13, 2009, the Company entered into an option agreement with Companhia Vale do Rio Doce ("Vale"), (the "Option Agreement"), wherein Vale has been granted an option to earn a 51% interest in the Inaja Project by making a cash payment of US\$3,000,000 and then expending US\$6,000,000 in exploration work within four years from the execution of the Option Agreement. Vale may then earn an additional 19% by funding and delivering a bankable feasibility study within 36 months of electing to earn such additional interest. Once a joint venture is formed, should either party's interest in the Inaja Project be diluted below 10%, its interest will be converted into a 2% net smelter return royalty. The payment of US\$3,000,000 (\$3,775,000) was received on March 25, 2009, and has been applied as a reduction of the carrying value of the Inajá Project.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

10 RESOURCE PROPERTIES (continued)

e) North Carajás, Brazil

Pursuant to an agreement dated January 1, 2006 with Mineracao Santa Elina Ind. E Com. SA (“Mineracao Santa Elina”), a company related to Cyprus River Holdings Ltd. (“Cyprus”), formerly Santa Elina Mines Corporation, the Company was assigned a 100% interest in certain mineral claims in the State of Pará, Brazil, in consideration for a 2% NSR from any future production on these properties. Subsequent to the date of the agreement, Cyprus became a related party pursuant to a private placement.

f) Other Properties/Projects

Pursuant to the same agreement with Cyprus (note 10(e)), Aura Minerals was assigned a 100% interest in certain mineral claims in the State of Pará, Brazil, in consideration for a 2% NSR from any future production on these properties.

11 ASSET RETIREMENT OBLIGATIONS

The Company’s asset retirement obligations relate to the restoration and closure of the Aranzazu Project mine property. The asset retirement obligations have been recorded as a liability at fair value, assuming a credit adjusted risk-free discount rate of 6.8% and an inflation factor of 3.5%. The amount of the liability is subject to re-measurement during each reporting period. The total undiscounted amounts of the estimated obligations are approximately \$3,226,000 and are expected to be incurred over a 14 year period. All of the assumptions used are subject to change.

The following table summarizes the movements in the asset retirement obligation activities:

	March 31, 2009	December 31, 2008
Balance, beginning of period	\$ 1,533	\$ –
Asset retirement obligation recorded on Aranzazu Acquisition	–	1,283
Add: Accretion of liability component of asset retirement obligations	24	54
Add: Increase in liability due to change in estimate	–	196
Balance, end of period	\$ 1,557	\$ 1,533



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

12 CAPITAL STOCK

a) Authorized – Unlimited number of Common shares

b) Issued and outstanding number of Common shares

	Number of common shares	Capital stock	Contributed surplus
Balance, December 31, 2007	530,073,133	141,692	14,910
Private placement	44,445,000	60,001	–
Shares issued as consideration for acquisition (note 5)	9,295,117	12,734	–
Shares issued as finders fee (note 5)	3,688,984	5,000	–
Exercise of options for cash	714,772	312	–
Issuance of shares on property option payment	300,000	309	–
Exercise of brokers warrants for cash	1,000,500	850	–
Exercise of brokers warrants - fair value	–	949	(949)
Contingently returnable shares related to executive incentive (note 12(c))	–	–	862
Stock based compensation - options vested	–	–	14,303
Warrants issued as a financing fee	–	–	1,717
Share issue costs	–	(4,900)	–
Balance, December 31, 2008	589,517,506	\$ 216,947	\$ 30,843
Issuance of shares on property option payment	400,000	80	–
Stock based compensation - options vested	–	–	997
Contingently returnable shares related to executive incentive (note 12(c))	–	–	81
Release of contingently returnable shares from escrow (note 12(c))	934,636	626	(626)
Balance, March 31, 2009	590,852,142	\$ 217,653	\$ 31,295



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

*Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)*

12 CAPITAL STOCK (continued)

c) Shares held in escrow

Pursuant to an employment agreement dated April 3, 2007 and amended January 28, 2008, the Company agreed to issue 3,500,000 Common shares (the "Signing Shares") and pay an amount of \$1,614,000 to the President and CEO subsequent to completion of the Arapiraca acquisition. The Signing Shares were issued on January 28, 2008 and are held in escrow. They will be released from escrow as follows:

- a. In the event that at any time a technical report prepared in accordance with NI 43-101 establishes that the aggregate mineral resources under any classification system permitted under NI 43-101 (including measured, indicated and inferred mineral resources under CIM Standards) for the Arapiraca Project, to the extent applicable utilizing substantially the same methodology and parameters as to historical resource calculated by Vale, are greater than 135,000,000 tonnes;
- b. up to 3,000,000 Signing Shares shall be released from escrow on a pro rata basis for mineral resources exceeding 135,000,000 tonnes up to 190,000,000 tonnes;
- c. up to 500,000 Signing Shares shall be released from escrow on a pro rata basis for mineral resources exceeding 190,000,000 tonnes up to 210,000,000 tonnes;
- d. following the occurrence of a take-over bid, business combination, amalgamation, merger, sale of the Arapiraca Project or similar transaction involving the Company;
- e. on death or disability;
- f. following the date which is five years from the Arapiraca Closing Date.

During the three months ended March 31, 2009, a total of 934,636 shares were released from escrow as a result of a report prepared in accordance with NI 43-101 which established that the Arapiraca Project had mineral resources under any classification of 152,135,000 tonnes. At the time of the release, the fair value of these shares in the amount of \$626,000 was recorded to capital stock. Subsequent to the balance sheet date, the remaining shares held in escrow became eligible for release (note 18(a)).

In accordance with applicable accounting standards, the Signing Shares are being accounted for as contingently returnable shares which are not considered outstanding and not included in the computation of basic earnings (loss) per share until such time as they are released from escrow. The fair value of the Signing Shares of \$2,345,000 was determined to be based on the market value of the Company's Common shares at the time of the initial employment agreement. The expense associated with the remaining escrowed shares is recognized on a straight line basis over a five year period as part of stock based compensation (note 12(f)), unless they are released from escrow sooner, in which case the unamortized balance will be recognized in the period of such release. For the three months ended March 31, 2009, the expense recognized on the remaining escrowed shares was \$81,000.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

12 CAPITAL STOCK (continued)

d) Warrants

The following table summarizes activity related to the Company's issued share purchase warrants during the year ended December 31, 2008 and to March 31, 2009:

	Number of warrants	Weighted average exercise price
Balance, December 31, 2007	4,793,000	\$ 0.85
Broker warrants issued	2,222,250	1.49
Exercised	(1,000,500)	0.85
Expired	(3,792,500)	0.85
Balance, December 31, 2008 and March 31, 2009	2,222,250	\$ 1.49

As at March 31, 2009, the following warrants are outstanding:

Expiry date	Grant date fair value	Number outstanding	Exercise price
November 29, 2009	\$ 1,717	2,222,250	\$ 1.49
	\$ 1,717	2,222,250	\$ 1.49

e) Stock options

On July 13, 2007 Aura Minerals adopted the 2007 Stock Option and Share Compensation Plan (the "Plan"). Under this rolling plan, options to purchase Common shares have been granted to directors, employees, and consultants at exercise prices not less than the volume weighted average trading price for the five trading days immediately preceding the respective grant date and may be exercised within 5 years from that date, subject to any vesting provisions determined by the Board of Directors. Under the Plan, the Board of Directors may grant options for the purchase of up to an aggregate of 10% of the total number of issued and outstanding Common shares of the Company as of the grant date.

A continuity of outstanding and exercisable stock options is as follows:

	Number of options	Weighted Average exercise price
Balance, December 31, 2007	21,930,000	\$ 1.03
Granted	34,751,668	0.60
Exercised	(802,900)	0.54
Forfeited	(1,164,700)	1.53
Balance, December 31, 2008	54,714,068	\$ 0.76
Granted	400,000	0.23
Forfeited	(450,000)	1.68
Balance, March 31, 2009	54,664,068	\$ 0.74



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

12 CAPITAL STOCK (continued)

As at March 31, 2009, the following stock options were issued and outstanding:

Expiry Date	Exercise price	Options outstanding		Options exercisable
		Number outstanding	Remaining contractual life (years)	Number exercisable
12-Nov-13	\$ 0.16	300,000	4.6	37,500
30-Dec-13	0.16	19,616,668	4.8	10,941,663
12-Jan-14	0.23	400,000	4.8	–
29-Oct-13	0.29	500,000	4.6	62,500
30-Mar-10	0.50	297,100	1.0	297,100
25-Jul-11	0.50	1,950,000	2.3	1,950,000
30-Mar-10	0.63	150,000	1.0	150,000
30-Mar-10	0.75	450,000	1.0	450,000
30-Mar-12	0.75	5,770,000	3.0	4,270,000
17-Dec-09	0.75	130,000	0.7	130,000
2-Apr-09	0.75	30,000	0.0	30,000
30-Mar-12	0.77	1,800,000	3.0	1,800,000
28-Jan-13	0.99	4,700,000	3.8	4,700,000
29-Jan-13	0.99	1,550,000	3.8	1,550,000
8-Feb-13	1.06	700,000	3.9	437,500
14-Aug-13	1.07	935,000	4.4	233,750
6-Dec-12	1.16	432,800	3.7	336,200
17-May-12	1.18	2,000,000	3.1	2,000,000
23-Aug-12	1.18	150,000	3.4	150,000
13-May-09	1.24	1,000,000	0.1	1,000,000
25-Sep-12	1.32	150,000	3.5	150,000
13-Jul-12	1.38	250,000	3.3	250,000
26-Jun-12	1.42	2,500,000	3.2	2,300,000
13-May-13	1.50	4,600,000	4.1	3,305,000
19-Jul-12	1.57	4,000,000	3.3	4,000,000
19-Dec-09	1.57	40,000	0.7	40,000
20-Jan-10	1.68	150,000	0.8	150,000
31-Oct-09	1.68	112,500	0.6	112,500
Average/Total	\$ 0.74	54,664,068	3.8	40,833,713



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

12 CAPITAL STOCK (continued)

f) Stock-based compensation

Stock-based compensation expense is measured at fair value and recognized over the vesting period from the date of grant. Stock-based compensation recognized during the three months ended March 31, 2009 was \$1,078,000. Of this amount, \$81,000 relates to the amortization of the fair value of the Signing Shares as described in note 12(c). The fair value of stock options granted during the period was estimated using the Black-Scholes option pricing model with the following assumptions:

Expected volatility	82-125%
Risk-free interest rate	1.61-4.54%
Expected life (years)	5
Expected dividend yield	0%

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

13 EXPLORATION EXPENSES

For the three months ended March 31, 2009, exploration expenses were comprised of the following:

	Arapiraca Project			Para Properties			North Carajas Project	Total
	Arapiraca Caboclo	Arapiraca Serrote	Arapiraca Regional	Cumaru (Gradaus) Project	Cumaru Project	Inaja Project		
	Exploration expenses incurred in the three months ended March 31, 2009							
Property option payments	\$ -	\$ -	\$ -	\$ 63	\$ -	\$ 373	\$ -	\$ 436
Consulting	-	409	96	38	11	114	-	668
Drilling	-	-	-	-	-	-	-	-
Field Administration	-	-	-	16	3	76	2	97
Field supplies	-	15	13	1	-	20	-	49
Geological & assays	-	92	41	-	-	2	-	135
Land maintenance	-	71	71	15	-	59	20	236
Other	-	154	78	5	3	33	-	273
Salaries, wages & benefits	14	179	218	21	12	49	4	497
Travel	-	41	18	2	1	14	-	76
Subtotal	\$ 14	\$ 961	\$ 535	\$ 161	\$ 30	\$ 740	\$ 26	\$ 2,467
Exploration expenses incurred in the period on Aranzazu mineral property								406
Total exploration expenses to March 31, 2009								\$ 2,873



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

13 EXPLORATION EXPENSES (continued)

For the three months ended March 31, 2008, exploration expenses were comprised of the following:

	Arapiraca Project			Para Properties				Total
	Arapiraca Caboclo	Arapiraca Serrote	Arapiraca Regional	Cumaru		North Carajas Project		
				(Gradaus) Project	Cumaru Project		Inaja Project	
Exploration expenses incurred in the three months ended March 31, 2008								
Property option payments	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 142	\$ -	\$ 142
Consulting	73	522	68	-	61	86	1	811
Drilling	-	1,277	-	-	-	-	-	1,277
Field Administration	-	-	-	48	63	109	13	233
Field supplies	15	38	15	-	13	15	-	96
Geological & assays	85	141	23	-	99	42	-	390
Land maintenance	-	72	-	-	13	41	52	178
Other	60	171	40	5	54	123	3	456
Salaries, wages & benefits	53	188	42	-	56	92	-	431
Travel	31	98	28	-	13	16	-	186
Subtotal	\$ 317	\$ 2,507	\$ 216	\$ 53	\$ 372	\$ 666	\$ 69	\$ 4,200
Exploration expenses incurred in the period on Aranzazu mineral property								-
Total exploration expenses to March 31, 2008								\$ 4,200

14 SUPPLEMENTARY CASH FLOW INFORMATION

The Company had the following non-cash transactions:

	For the three months ended March 31, 2009	For the three months ended March 31, 2008
Non-cash activities consist of:		
Fair value of signing shares released from escrow	626	-

15 RELATED PARTY TRANSACTIONS

During the three months ended March 31, 2009 and the three months ended March 31, 2008, the Company had no related party transactions.



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)

16 SEGMENTED INFORMATION

The Company has one operating segment, which is the exploration, development and mining of resource and mineral properties. The Company's assets are located in Canada, Mexico and Brazil. All of the Company's revenues and operating expenses are generated in Mexico.

The following is a summary of assets and liabilities by geographic location as at March 31, 2009 and December 31, 2008:

As at March 31, 2009	Canada	Mexico	Brazil	Total
Cash and cash equivalents	\$ 33,311	\$ 49	\$ 4,068	\$ 37,428
Receivables and prepaid expenses	222	3,231	49	3,502
Inventory	-	1,266	-	1,266
Property and equipment	340	114,317	1,087	115,744
Resource properties	-	-	14,408	14,408
	33,873	118,863	19,612	172,348
Current liabilities	(825)	(970)	(496)	(2,291)
Asset retirement obligations	-	(1,557)	-	(1,557)
Future income tax liabilities	-	(24,932)	(3,494)	(28,426)
	\$ 33,048	\$ 91,404	\$ 15,622	\$ 140,074

As at December 31, 2008	Canada	Mexico	Brazil	Total
Cash and cash equivalents	\$ 39,213	\$ 63	\$ 555	\$ 39,831
Receivables and prepaid expenses	184	3,317	62	3,563
Inventory	-	1,326	-	1,326
Property and equipment	362	114,247	1,158	115,767
Resource properties	-	-	26,927	26,927
	39,759	118,953	28,702	187,414
Current liabilities	(1,149)	(2,159)	(792)	(4,100)
Asset retirement obligations	-	(1,533)	-	(1,533)
Future income tax liabilities	-	(24,923)	(3,377)	(28,300)
	\$ 38,610	\$ 90,338	\$ 24,533	\$ 153,481



Notes to the Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2009

*Expressed in Canadian dollars, except where otherwise noted. Tables are expressed in thousands of Canadian dollars.
(Unaudited)*

17 COMMITMENTS

- a) The Company has the following commitments for future minimum payments under operating leases:

2009	\$	191
2010		200
2011		209
2012		210
2013		18
	\$	828

- b) Copper production from the Aranzazu Project is subject to an underlying 1% NSR when during any calendar month the monthly average copper price as quoted by the London Metals Exchange equals or exceeds US\$2.00 per pound.

18 SUBSEQUENT EVENTS

- a) On April 28, 2009, the remaining 2,565,364 Signing Shares described in note 12(c) were released from escrow as a result of a technical report prepared in accordance with NI 43-101 and dated April 9, 2009, which established that the Arapiraca Project had mineral resources under any classification in excess of 210 million tonnes.
- b) Subsequent to the balance sheet date, on April 2, 2009, 30,000 stock options with a strike price of \$0.75 expired unexercised.