

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2010

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 0-24393

AURORA GOLD CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

13-3945947

(IRS Employer Identification No.)

C/- Coresco AG, Level 3, Gotthardstrasse 20, Zug
(Address of principal executive offices)

6304 Switzerland
(Zip Code)

+41 7887-96966

(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (do not check if a smaller reporting company)
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE
PRECEDING FIVE YEARS

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15 (d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by court. YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 86,391,857 shares of Common Stock were outstanding as of August 23, 2010.

AURORA GOLD CORPORATION

This quarterly report contains statements that plan for or anticipate the future and are not historical facts. In this Report these forward looking statements are generally identified by words such as “anticipate,” “plan,” “believe,” “expect,” “estimate,” and the like. Because forward looking statements involve future risks and uncertainties, these are factors that could cause actual results to differ materially from the estimated results. These risks and uncertainties are detailed in Part 1 – Financial Information - Item 1. “Financial Statements” and Item 2. “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

The Private Securities Litigation Reform Act of 1995, which provides a “safe harbor” for such statements, may not apply to this Report.

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PART I Financial Information

AURORA GOLD CORPORATION

(An exploration stage enterprise)

Consolidated Balance Sheets

June 30, 2010 and December 31, 2009

(Expressed in U.S. Dollars)

(unaudited)

June 30

December 31

2010

2009

ASSETS

Current assets

Cash	\$ 2,623,184	\$ 556,957
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Prepaid expenses and other assets	86,837	73,256
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Total current assets	2,710,021	630,213
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Equipment, net	94,595	105,201
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Participating interest in mineral property and related equipment (Note 3(b))	2,500,000	-
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Total assets	\$ 5,304,616	\$ 735,414
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LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCY)

Current liabilities

Accounts payable and accrued expenses	\$ 866,563	\$ 795,413
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Accounts payable and accrued expenses - related party	4,395	127,813
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Advances payable	-	50,000
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Advances payable - related party	-	50,000
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Loans payable	250,000	500,000
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Total current liabilities	1,120,958	1,523,226
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Stockholders' Equity (Deficiency)

Common stock

Authorized:

100,000,000 common shares, (December 31, 2009 - 100,000,000)

with par value \$0.001 each

Issued and outstanding:

86,391,857 (December 31, 2009 - 68,408,522) common shares	86,392	68,408
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Additional paid-in capital	20,584,834	14,707,818
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Accumulated deficit during the exploration stage	(16,401,720)	(15,471,179)
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Accumulated other comprehensive income (loss)	(85,848)	(92,859)
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Stockholders' equity (deficiency)	4,183,658	(787,812)
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Total liabilities and stockholders' equity (deficiency)	\$ 5,304,616	\$ 735,414
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The accompanying notes are an integral part of these consolidated financial statements

AURORA GOLD CORPORATION
(An exploration stage enterprise)

Consolidated Statements of Operations (Expressed in U.S. Dollars) (unaudited)	Cumulative October 10 1995 (inception) to June 30 2010	Three months Ended June 30 2010	Three months Ended June 30 2009	Six months Ended June 30 2010	Six months Ended June 30 2009
Expenses					
Administrative and general	\$ 1,557,911	\$ 113,711	\$ 33,252	\$ 169,500	\$ 51,567
Depreciation and amortization	106,735	3,620	3,134	7,244	5,946
Imputed interest on loan payable - related party	1,560	-	-	-	-
Interest and bank charges	377,521	(3,201)	32,293	17,279	60,911
Foreign exchange loss (gain)	(18,750)	1,034	91,443	2,734	86,162
Professional fees - accounting and legal	1,468,493	181,437	1,923	330,125	3,472
Property search and negotiation	329,695	-	-	-	-
Salaries, management and consulting fees	2,343,471	93,756	25,578	170,939	52,324
	6,166,636	390,357	187,623	697,821	260,382
Exploration expenses	9,012,133	150,059	26,581	232,720	26,581
Write-off of mineral property costs	172,981	-	-	-	-
	15,351,750	540,416	214,204	930,541	286,963
Other income (loss)					
Gain on disposition of subsidiary	216,474	-	-	-	-
Interest income	22,353	-	-	-	-
Gain on sale of rights to the Matupa agreement, net of expenses of \$138,065	80,237	-	-	-	-
Loss on investments	(37,971)	-	-	-	-
Loss on spun-off operations	(316,598)	-	-	-	-
Loss on debt extinguishment	(1,014,465)	-	-	-	-
	(1,049,970)	-	-	-	-
Net loss for the period	\$ (16,401,720)	\$ (540,416)	\$ (214,204)	\$ (930,541)	\$ (286,963)
Loss per share					
- basic and diluted		\$ (0.01)	\$ (0.00)	\$ (0.01)	\$ (0.00)
Weighted average number of common shares outstanding					
- basic and diluted		80,072,968	58,071,855	74,240,745	58,071,855

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

AURORA GOLD CORPORATION (An exploration stage enterprise) Consolidated Statements of Cash Flows (Expressed in U.S. Dollars) (unaudited)	Cumulative October 10 1995 (inception) to June 30 2010	Six months Ended June 30 2010	Six months Ended June 30 2009
Cash flows from operating activities			
Net loss for the period	\$ (16,401,720)	\$ (930,541)	\$ (286,963)
Adjustments to reconcile net loss to net cash used in operating activities:			
- depreciation and amortization	106,735	7,244	5,946
- stock compensation expense on stock option grants	1,174,795	-	-
- expenses satisfied with issuance of common stock	748,800	-	-
- expenses satisfied with transfer of marketable securities	33,903	-	-
- imputed interest on loan payable - related party	1,560	-	-
- write-off of mineral property costs	172,981	-	-
- adjustment for spin-off of Aurora Metals (BVI) Limited	316,498	-	-
- realized loss on investments	37,971	-	-
- gain on sale of rights to Matupa agreement, net of expenses	(80,237)	-	-
- realized loss on debt extinguishment	1,014,465	-	-
- foreign exchange (gain) loss related to notes payable	(24,534)	-	85,575
Changes in assets and liabilities:			
- (increase) in receivables	(206,978)	-	-
- (increase) decrease in prepaid expenses and other assets	(111,169)	(15,917)	12,173
- increase (decrease) in accounts payable and accrued expenses (including related party)	1,417,329	(37,595)	155,981
Net cash used in operating activities	(11,799,601)	(976,809)	(27,288)
Cash flows from investing activities			
Purchase of equipment	(187,548)	-	-
Proceeds on disposal of equipment	16,761	-	-
Proceeds from disposition of marketable securities	32,850	-	-
Acquisition of mineral property costs	(672,981)	(500,000)	-
Payment for incorporation cost	(11,511)	-	-
Net cash used in investing activities	(822,429)	(500,000)	-
Cash flows from financing activities			
Proceeds from common stock less issuance costs	13,537,339	3,895,000	-
Loan proceeds from related party	289,000	-	-
Net proceeds from (payments on) convertible notes and loans	1,219,252	(250,000)	-
Net proceeds from (payments on) advances payable	-	(50,000)	-
Net proceeds from (payments on) advances payable -related party	-	(50,000)	-
Net cash provided by financing activities	15,045,591	3,545,000	-
Effect of exchange rate changes on cash and cash equivalents	199,623	(1,964)	11,158
Increase (decrease) in cash and cash equivalents	2,623,184	2,066,227	(16,130)
Cash, beginning of year	-	556,957	16,511
Cash, end of period	\$ 2,623,184	\$ 2,623,184	\$ 381

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

1. Nature of Business and Going Concern

Aurora Gold Corporation ("the Company") was formed on October 10, 1995 under the laws of the State of Delaware and is in the business of location, acquisition, exploration and, if warranted, development of mineral properties. The Company's focus is on the exploration and development of its exploration properties located in the Tapajos Gold Province, State of Pará, Brazil and the Front Range Gold Project joint venture located in Boulder County, Colorado, USA. The Company has not yet determined whether its properties contain mineral reserves that may be economically recoverable and has not generated any operating revenues to date.

These interim consolidated financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The general business strategy of the Company is to acquire mineral properties either directly or through the acquisition of operating entities. The Company has incurred recurring operating losses since inception, has not generated any operating revenues to date and has used cash of \$976,809 from operating activities in 2010 through June 30. The Company faces all the risks common to companies in similar stages of development, including under capitalization and uncertainty of funding sources, high initial expenditure levels, uncertain revenue streams and difficulties in managing growth. The Company requires additional funds to meet its obligations and maintain its operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in this regard are to raise equity financing through private or public equity investment in order to support existing operations and expand its business. There is no assurance that such additional funds will be available to the Company when required or on terms acceptable to the Company. These consolidated financial statements do not include any adjustments that might result from this uncertainty.

2. Significant Accounting Policies

(a) Principles of Accounting

The Company follows accounting standards set by the Financial Accounting Standards Board, referred to as the "FASB". The FASB sets generally accepted accounting principles ("GAAP") that the Company follows to ensure they consistently report their financial condition, results of operations, and cash flows. References to GAAP issued by the FASB in these footnotes are to the FASB Accounting Standards Codification, referred to as Codification or "ASC".

These consolidated financial statements have been prepared in accordance with GAAP and include the accounts of the Company and its wholly-owned subsidiaries, Aurora Gold Mineração Ltda ("Aurora Gold Mineracao") and AGC Resources LLC ("AGC Resources"). Collectively, they are referred to herein as "the Company". Significant inter-company accounts and transactions have been eliminated. Aurora Gold Mineração was incorporated on October 27, 2005. AGC Resources LLC was formed as a Limited Liability company on April 21, 2010 under the law of Colorado USA to hold the assets purchased from Global Minerals Ltd.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such SEC rules and regulations. The interim period consolidated financial statements should be read together with the audited consolidated financial statements and accompanying notes included in the Company's audited consolidated financial statements for the year ended December 31, 2009. In the opinion of management of the Company, the unaudited consolidated financial statements contained herein contain all adjustments (consisting of a normal recurring nature) necessary to present a fair statement of the results of the interim periods presented.

2. Significant Accounting Policies (continued)

(b) Mineral Properties and Exploration Expenses

The Company accounts for its mineral properties on a cost basis whereby all direct costs, net of pre-production revenue, relative to the acquisition of the properties are capitalized. All sales and option proceeds received are first credited against the costs of the related property, with any excess credited to earnings. Once commercial production has commenced, the net costs of the applicable property will be charged to operations using the unit-of-production method based on estimated proven and probable recoverable reserves. The net costs related to abandoned properties are charged to operations.

Exploration costs are charged to operations as incurred until such time that proven reserves are discovered. From that time forward, the Company will capitalize all costs to the extent that future cash flow from mineral reserves equals or exceeds the costs deferred. Exploration activities conducted jointly with others are reflected at the Company's proportionate interest in such activities.

The Company reviews the carrying values of its mineral properties on a regular basis by reference to the project economics including the timing of the exploration and/or development work, the work programs and the exploration results experienced by the Company and others. The review of the carrying value of any producing property will be made by reference to the estimated future operating results and net cash flows. When the carrying value of a property exceeds its estimated net recoverable amount, provision is made for the decline in value. The deferred costs will be amortized over the recoverable reserves when a property reaches commercial production. As of June 30, 2010 and December 31, 2009, the Company did not have proven reserves.

The recoverability of the amounts recorded for mineral properties is dependent on the confirmation of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to successfully complete their development and the attainment of future profitable operations or proceeds from disposition.

Estimated costs related to site restoration programs during the commercial development stage of the property are accrued over the life of the project.

(c) Accounting Estimates

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

(d) Comprehensive income

The Company has adopted ASC 220, *Reporting Comprehensive Income*, which establishes standards for reporting and display of comprehensive income, its components and accumulated balances. Comprehensive income comprises equity except those resulting from investments by owners and distributions to owners. Comprehensive income is as follows for the three and six months ended June 30, 2010 and 2009:

Components of comprehensive income (loss)	Three Months Ended		Six Months Ended	
	June 30 2010 \$	June 30 2009 \$	June 30 2010 \$	June 30 2009 \$
Net (loss) for the period	(540,416)	(214,204)	(930,541)	(286,963)
Foreign currency translation adjustments	617	(26,886)	7,011	(31,286)
Total comprehensive (loss)	(539,799)	(241,090)	(923,530)	(318,249)

Accumulated other comprehensive income consists entirely of foreign currency translation adjustments at June 30, 2010 and December 31, 2009.

(e) Earnings (Loss) Per Share

Earnings (loss) per share is computed by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding during the year including common stock issued effective the date committed. Common stock issuable is considered outstanding as of the original approval date for the purposes of earnings per share computations. Diluted loss per common share is computed by dividing net loss by the sum of (a) the basic weighted average number of shares of common stock outstanding during the period and (b) additional shares that would have been issued and potentially dilutive securities and is equivalent to basic loss per share for the three and six months ended June 30, 2010 and 2009 because potentially dilutive securities were anti-dilutive due to the net losses incurred in each period. Potentially dilutive securities outstanding consist of 2,300,000 stock options in 2010 and 2009 and the convertible note payable (convertible into 1,708,750 common shares at June 30, 2009) in 2009.

(f) Fair Value of Financial Instruments

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The carrying value of cash, accounts payable and accrued expenses, accounts payable and accrued expenses – related parties, advances payable and advances payable – related party, and loans payable approximate their fair value because of the short-term nature of these instruments.

3. Joint Venture Agreements

(a) Samba Minerals Limited

In May 2008 the Company signed an agreement with Samba Minerals Limited (“Samba”), which was subsequently amended in August 2008, whereby Samba can earn up to an 80% participating interest in the São João and/or the Commandante Araras projects by funding exploration expenditures on each of the projects to completion of a feasibility study on each property. The properties are located in the Municipality of Itaituba, State of Pará, Brazil. Upon completion of a feasibility study on either property, the Company will immediately transfer an 80% participation interest in the relevant property to Samba and enter into a formal joint venture agreement to govern the development and production of minerals from the property. Samba can terminate its participation in either of the projects by providing the Company 30 days notice in writing. Upon withdrawal from its participation in either property, Samba would forfeit to the Company all of its rights in relation to the projects and would be free of any and all payment commitments yet to be due. Samba will be the manager of the São João and the Commandante Araras projects. The Company has also granted Samba a right of first refusal to acquire an interest in, or enter into a joint venture or farm-in agreement on the Company’s São Domingos and Bigode (since dropped) projects. The term of the first right of refusal expires on August 1, 2010. Feasibility studies have not been completed as of June 30, 2010 and thus no joint venture has been formed as of that date.

(b) Front Range Gold Property Joint Venture

On June 15, 2010, pursuant to an Asset Purchase Agreement, the Company issued 5 million shares of its common stock and paid \$600,000 in cash for the acquisition of (1) Global Minerals Ltd. 50% participating interest in the joint venture agreement dated December 18, 2002 between Consolidated Global Minerals Ltd. and the property owners of the Front Range Gold JV property, (2) the Front Range Gold property assets of Mount Royale Ventures, LLC., which include a permitted mill and mining equipment and (3) a 50% equity interest in the Black Cloud Mine Claim Group, tenements located within the Front Range Gold property. Of the \$600,000 in cash payments, \$100,000 was expensed as a non-refundable deposit in a previous period. The fair value of the 5 million shares issued was based on a market value of \$0.40 per share on the date of the purchase, or \$2,000,000. Therefore, the total consideration paid for the asset purchase was determined to

3. Joint Venture Agreements (continued)

(b) Front Range Gold Property Joint Venture (continued)

be \$2,500,000. The Company has capitalized this total amount which is reported on the June 30, 2010 balance sheet as "Participating interest in mineral property and related equipment".

The Company is considering the appropriate allocation of the purchase price of \$2,500,000 to the assets acquired based on the relative fair values of those assets. Although the majority of the purchase price is expected to be allocated to the participating interest in the mineral property, certain amounts will be allocated to depreciable mining and other equipment. No amortization of costs capitalized to the participating interest would have been amortized as of June 30, 2010 and any depreciation that would have been recorded from the date of the acquisition through June 30, 2010, would have been immaterial. The Company does not expect to have incurred any impairment of these capitalized costs through June 30, 2010.

4. Equipment

		June 30, 2010		December 31, 2009
Vehicles	\$	83,994	\$	86,778
Office equipment		45,084		64,544
Furniture and fixtures		20,576		21,258
		149,654		172,580
Accumulated depreciation		(55,059)		(67,379)
	\$	94,595	\$	105,201

The majority of equipment held at June 30, 2010 and December 31, 2009 is located in Brazil.

5. Advances and Loans Payable

The Company has one loan payable of \$250,000 (December 31, 2009 - two loans payable of \$250,000 each totalling \$500,000), that bear interest at 6% per annum, is due on demand and is unsecured. The Company has advances payable of Nil (December 31, 2009 - two advances payable (one to a related party) of \$50,000 each totalling \$100,000). The advances were non-interest bearing and were due on demand.

6. Common Stock

In June 2010, pursuant to the Asset Purchase Agreement discussed in Note 3, the Company issued 5 million shares of its common stock, which were valued at the market price of the Company's common stock of \$0.40 per share.

In April 2010, the Company completed a private placement of 12,983,335 common shares, which were authorized for issuance at \$0.30 per share for net cash proceeds of \$3,895,000. Of the \$3,895,000 in proceeds, \$1,350,000 was received during the first quarter of 2010 prior to completion of formal signed private placement agreements, which occurred in April 2010. The shares were physically issued in April 2010 to individuals and companies who reside outside the United States of America. A finders' fee of 1,111,111 common shares were authorized for issuance in connection with the private placement to a company who resides outside the United States of America. As of August 17, 2010 the finder's fee common shares have not been issued. When the shares for the finders' fee are issued, there will be no impact on the total Stockholders' equity or results of operations.

7. Stock Options

In 2007, the Company's Board of Directors approved the 2007 Stock Option Plan ("the Plan") to offer an incentive to obtain services of key employees, directors and consultants of the Company. The Plan provides for the reservation for awards of an aggregate of 10% of the total shares of Common Stock outstanding from time to time. No Plan participant may receive stock options exercisable for more than 2,500,000 shares of Common Stock in any one calendar year. Under the Plan, the exercise price of an incentive stock option must be at least equal to 100% of the fair market value of the common stock on the date of grant (110% of fair market value in the case of options granted to employees who hold more than 10% of the Company's capital stock on the date of grant). The term of

7. Stock Options (continued)

stock options granted under the Plan is not to exceed ten years and the stock options vest immediately upon granting.

The following is a summary of stock option activity for the six month period ended June 30, 2010 and the status of stock options outstanding and exercisable at June 30, 2010:

	Shares	Exercise price	Remaining Contractual Life (yrs) 6/30/2010	Aggregate Intrinsic value at 6/30/2010
Outstanding and exercisable at December 31, 2009	2,300,000	\$ 0.26		\$ -
Granted	-	-	-	-
Outstanding and exercisable at June 30, 2010	2,300,000	\$ 0.26	2.10	\$ 345,000

The aggregate intrinsic value in the table above represents the total pretax intrinsic value for all “in-the-money” options (i.e., the difference between the Company’s closing stock price on June 30, 2010 and the exercise price, multiplied by the number of shares) that would have been received by the option holders had all option holders exercised their options on June 30, 2010.

8. Related Party Transactions

Related party transactions not disclosed elsewhere in these consolidated financial statements include:

- During the three and six month period ended June 30, 2010, consulting fees of \$91,279 (2009 - \$21,072) and \$153,881 (2009 – \$40,884), respectively were incurred to directors and officers of the Company and its subsidiary. The transactions were recorded at the exchange amount, being the value established and agreed to by the related parties.
- Included in accounts payable - related party at June 30, 2010 is \$4,395 (December 31, 2009 - \$127,813) payable to an officer and director of the Company for consulting fees and various expenses incurred on behalf of the Company.

9. Non-Cash Investing and Financing Activities

In June 2010, pursuant to an Asset Purchase Agreement, the Company issued 5 million shares of its common stock, which were authorized for issuance at \$0.40 per share, and acquired Global Minerals Ltd. 50% participating interest in the joint venture agreement dated December 18, 2002 between Consolidated Global Minerals Ltd. and the property owners of the Front Range Gold JV property.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

(A) General

This portion of the Quarterly Report provides management's discussion and analysis of the financial condition and results of operations to enable a reader to assess material changes in financial condition and results of operations as of and for the three and six month period ended June 30, 2010, in comparison to the corresponding prior-year period. This MD&A is intended to supplement and complement the unaudited consolidated financial statements and notes thereto, prepared in accordance with US GAAP, for the three and six month periods ended June 30, 2010 and

2009 (collectively, the "Financial Statements"), which are included in this Quarterly Report. The reader is encouraged to review the Financial Statements in conjunction with your review of this MD&A. This MD&A should be read in conjunction with both the annual audited consolidated financial statements for the year ended December 31, 2009 and the related annual MD&A included in the December 31, 2009 Form 10-K on file with the US Securities and Exchange Commission. Certain notes to the Financial Statements are specifically referred to in this MD&A and such notes are incorporated by reference herein. All dollar amounts in this MD&A are in US dollars, unless otherwise specified.

For the purposes of preparing this MD&A, we consider the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Aurora Gold Corporation's shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision or if it would significantly alter the total mix of information available to investors. Materiality is evaluated by reference to all relevant circumstances, including potential market sensitivity.

This document contains numerous forward-looking statements relating to our business. The United States Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for certain forward-looking statements. Operating, exploration and financial data, and other statements in this document are based on information we believe reasonable, but involve significant uncertainties as to future gold and silver prices, costs, ore grades, estimation of gold and silver reserves, mining and processing conditions, changes that could result from our future acquisition of new mining properties or businesses, the risks and hazards inherent in the mining business (including environmental hazards, industrial accidents, weather or geologically related conditions), regulatory and permitting matters, and risks inherent in the ownership and operation of, or investment in, mining properties or businesses in foreign countries. Actual results and timetables could vary significantly from the estimates presented. Readers are cautioned not to put undue reliance on forward-looking statements. We disclaim any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise.

(B) Significant developments during the six month period ended June 30, 2010 and Subsequent Events to August 23, 2010

We are a mineral exploration company engaged in the exploration of base, precious metals and industrial minerals worldwide. We were incorporated under the laws of the State of Delaware on October 10, 1995, under the name "Chefs Acquisition Corp."

We have no revenues, have sustained losses since inception, have been issued a going concern opinion by our auditors and rely upon the sale of our securities to fund operations. We will not generate revenues even if any of our exploration programs indicate that a mineral deposit may exist on our properties. Accordingly, we will be dependent on future financings in order to maintain our operations and continue our exploration activities. Funds raised in fiscal 2009 and 2010 were used for exploration of our properties, payment on the Asset Purchase Agreement and general administration.

During 2010 through August 17, 2010 we have been evaluating our property holdings in order to determine whether to implement exploration programs on our existing properties or to acquire interests in new properties.

For the six month periods ended June 30, 2010 and 2009 we recorded exploration expenses of \$232,720 compared to \$26,581 in 2009.

In April 2010, 12,983,335 common shares were authorized for issuance at \$0.30 per share for net cash proceeds of \$3,895,000. The shares were physically issued in April 2010 to individuals and companies who reside outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder). A finders' fee of 1,111,111 common shares were authorized for issuance in connection with the private placement to a company who resides outside the United States of America). As of August 17, 2010 the finder's fee common shares have not been issued.

On November 10, 2009, the Company signed a Letter Agreement with Global Minerals Ltd. which was subsequently amended on February 28, 2010, April 12, 2010 and April 30, 2010, to acquire the interest of Global Minerals Ltd. in the Front Range Gold Project located in Boulder County, Colorado. The Company paid \$100,000 on signing the Letter Agreement. The Letter Agreement was subject to the negotiation and execution of a definitive agreement pertaining to the matters outlined in the Letter Agreement.

On June 15, 2010, the Company and the other signatories thereto signed and delivered the Asset Purchase Agreement. Pursuant to the terms of the Asset Purchase Agreement, the Company acquired:

- Global Minerals Ltd. 50% participating interest in the joint venture agreement dated December 18, 2002 between Consolidated Global Minerals Ltd. and the property owners of the Front Range Gold JV property;
- the Front Range Gold property assets of Mount Royale Ventures, LLC., which include a permitted mill and mining equipment; and,
- a 50% equity interest in the Black Cloud Mine Claim Group, tenements located within the Front Range Gold property.

The total consideration paid consisted of \$600,000 cash, of which \$100,000 was paid in November 2009 on signing the Letter Agreement, and the issuance of 5 million (5,000,000) restricted shares of our common stock, which were authorized for issuance at \$0.40 per share, to Global Minerals Ltd. The issuance of the shares was exempt from the registration requirements of Securities Act by virtue of Section 4(2) thereof as well as the exemption from registration requirements afforded by Regulation S.

(C) Exploration and Development

We conduct our activities from our principal and technical office located at, C/- Coresco AG, Level 3, Gotthardstrasse 20, Zug, 6304 Switzerland. These offices are provided to us on a month to month basis. We believe that these offices are adequate for our purposes. We do not own any real property or significant assets. Management believes that this space will meet our needs for the next 12 months.

We conduct exploration activities from our principal and technical office located at C/- Coresco AG, Level 3, Gotthardstrasse 20, Zug, 6304 Switzerland. The telephone number is (+41) 7887-96966. We believe that these offices are adequate for our purposes and operations.

Our strategy is to concentrate our efforts on: (i) existing operations where an infrastructure already exists; (ii) properties presently being developed and/or in advanced stages of exploration which have potential for additional discoveries; and (iii) grass-roots exploration opportunities.

We are currently concentrating our property exploration activities in Brazil and USA. We are also examining data relating to the potential acquisition of other exploration properties in Latin America, South America.

Our properties are in the exploration stage only and are without a known body of mineral reserves. Development of the properties will follow only if satisfactory exploration results are obtained. Mineral exploration and development involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that our mineral exploration and development activities will result in any discoveries of commercially viable bodies of mineralization. The long-term profitability of our operations will be, in part, directly related to the cost and success of our exploration programs, which may be affected by a number of factors.

In Brazil, Aurora has 4 exploration licenses within the Tapajos Gold Province. The Exploration license areas are divided into 2 groups, the Sao Domingos and the Sao Joao areas. The Company also has a further two applications strategically located around the Sao Domingos and the adjoining Atacadau projects to unify the whole area.

In Canada, the Company has one property located in British Columbia, Canada.

The Company has recently acquired from Global Minerals Ltd., its 50% participating interest in the Front Range Gold Project joint venture located in Boulder Colorado.

We have conducted only preliminary exploration activities on our properties to date and may discontinue such activities and dispose of the properties if further exploration work is not warranted.



Properties

Brazil

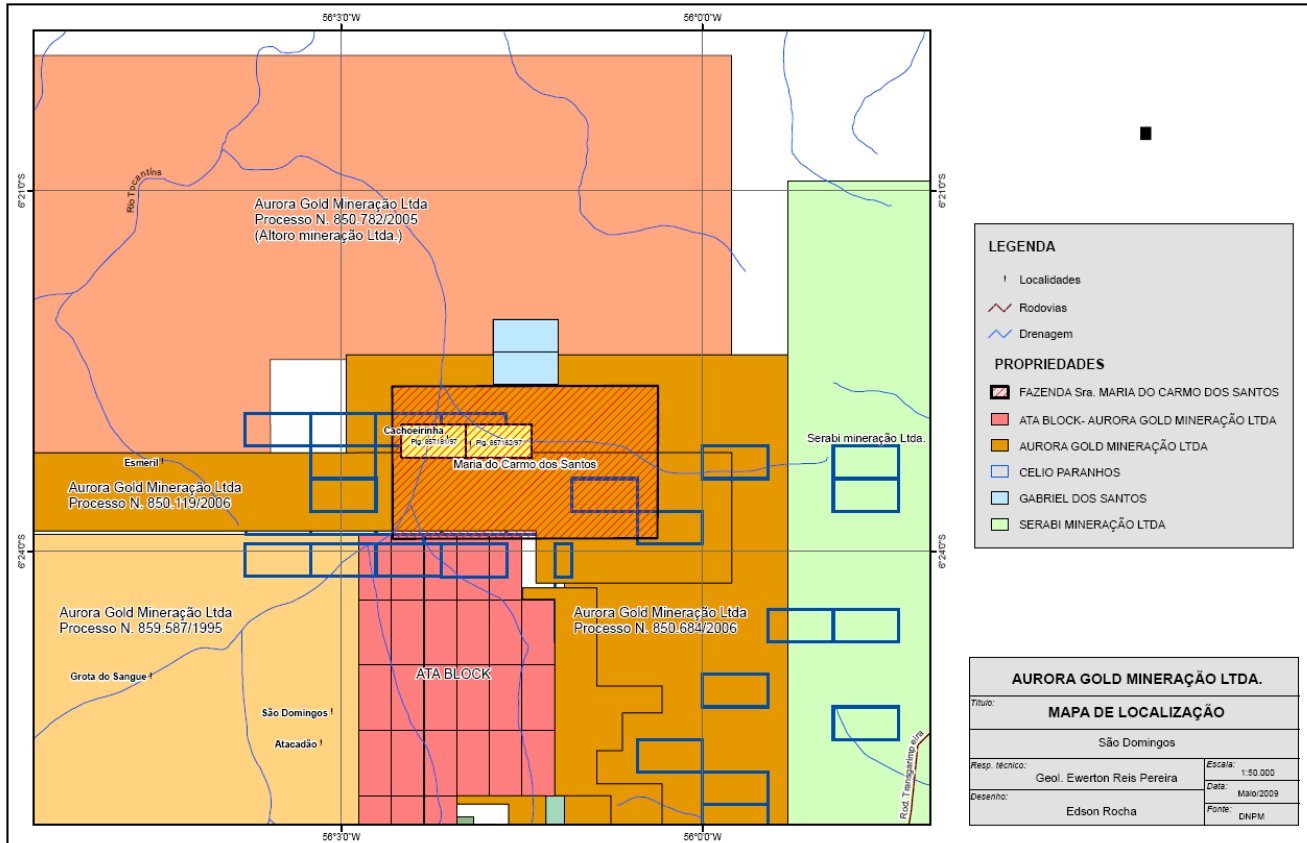
São Domingos

Location and access

The São Domingos property lies in the Tapajos Province of Para State, Brazil. It is situated approximately 250 km SE of Itaituba, the regional centre, and includes an area of nearly 8000 ha. Small aircraft service Itaituba daily and on this occasion flights were sourced via Manaus. Access from Itaituba to site is by small aircraft or unsealed road of average to poor quality. The road is subject to seasonal closures and as the visit was at the end of the 'wet' season site access was granted via light aircraft utilizing the local airstrip.

Tenure

The project covers an area of 6.100 hectares and was granted in 1995 as exploration license number 859.587/1995 and 850.990/1995 to 851.019/1995 by the Brazilian National department of Mineral Production DNPM - Departamento Nacional de Produção Mineral, and expires in 2012. These licenses were restructured by adding further applications and reductions of some areas under option. Currently the Company has tenure over Processo Nos 850.782/2005, 850.119/2006, 850.684/2006, 859.1995/1995. For ease of reference please see the map below.



(DNPM Processes 850.684/06

The Company has good title over the mineral rights which were granted as DNPM Process number 850.684/06 and which is valid and in force, free and clear of any judicial and extrajudicial encumbrances and taxes. The São Domingos mineral rights are located at the Municipality of Itaituba, State of Pará, and are registered in the name of Aurora. On September 13, 2006 the Company applied to the DNPM for the conversion of the Application to an Exploration Permit covering and area of 4914.18 hectares. The DNPM Process 850.684/06 had assured priority over 525 hectares and therefore, the area will be reduced from 4914.18 to 525 hectares. No payments or royalties are due regarding DNPM Process 850.384/06.

DNPM Processes 850.782/05:

The company has good title over the mineral rights which were granted as DNPM Process number 850.782/05 and which is valid and in force, free and clear of any judicial and extrajudicial encumbrances and taxes. The São Domingos mineral rights are located at the Municipality of Itaituba, State of Pará, and are registered in the name of Aurora. On November 8, 2005 the Company applied to the DNPM for the conversion of the Application to an Exploration Permit covering and area of 5651.93 hectares. The Exploration Permit was granted on November 28, 2006 for a three (3) year period, renewable for three (3) additional years. On September 28, 2009 the Company applied for the renewal of the Exploration Permit but it has not yet been granted by the DNPM. No payments or royalties are due regarding DNPM Process 850.782/05.

Geology

The geology of the São Domingos property is predominantly composed of paleo-proterozoic Parauari Granites that play host to a number of gold deposits in the Tapajos Basin. Typical Granites of the younger Maloquinha Intrusive Suite have been noticed in the vicinity of Molly Gold Target, and basic rocks considered to be part of the mesoproterozoic Cachoeira Seca Intrusive Suite occur around the Esmeril target area.

The São Domingos property was a previous large alluvial operation, and the property area covers numerous areas of workings.

São João – Samba Minerals farm in agreement

In May 2008 the Company signed an agreement with Samba Minerals Limited (“Samba”), which was subsequently amended in August 2008, whereby Samba can earn up to an 80% participating interest in the São João project by funding exploration expenditures to completion of a feasibility study on the property. Upon completion of a feasibility study, the Company will immediately transfer an 80% participation interest in the property to Samba and enter into a formal joint venture agreement to govern the development and production of minerals from the property. Samba can terminate its participation by providing the Company 30 days notice in writing. Upon withdrawal from its participation, Samba would forfeit to the Company all of its rights in relation to the project and would be free of any and all payment commitments yet to be due. Samba will be the manager of the São João project. A feasibility study has not been completed as of August 17, 2010 and thus no joint venture has been formed as of that date.

Location and access

The Sao Joao property is located in the central portion of the Southern Tapajos basin and is accessed by light aircraft from the regional centre of Itaituba. Access is also possible by unsealed roads linking up to the Transgarimpeiro highway and by a purpose cut heavy vehicle access track linking Sao Joao to the exploration centre at the primary project at Sao Domingo.

Tenure - São João Project - DNPM Processes 851.533/94 to 851.592/94 inclusive:

The company has good title over the mineral rights which were granted in 1994 and 2005 by the Brazilian National department of Mineral Production DNPM - Departamento Nacional de Produção Mineral, as DNPM Process numbers 851.533/94 to 851.592/94 and which are valid and in force, free and clear of any judicial and extrajudicial encumbrances and taxes. The São João mineral rights are located at the Municipality of Itaituba, State of Pará, and are registered in the name of the previous holder since an Exploration Permit has not yet been granted. The São João mineral rights comprise 60 Applications for Alluvial Mine of 50 hectares each which was presented to DNPM on May 16, 1994. On August 30, 2006 the previous holder of the Applications applied for the conversion of the Applications to Exploration Permits. When the conversion request is approved by the Authorities, the previous holder will be granted the Exploration Permit for an area of 3000 ha. The assignment of the São João mineral rights

to Aurora can only be done after the approval of the Applications and the actual granting of an Exploration Permit to the previous Holder.

Option Agreement

The São João Option Agreement dated January 20, 2006 and amendments dated June 2, 2008 and December 2, 2008, allows the Company to perform geological surveys and assessment work necessary to ascertain the existence of possible mineral deposits which may be economically mined and to earn a 100% interest in the São João property mineral rights. Under the terms of the Option Agreement and amendments, a total amount of USD \$1,435,000 (one million four hundred and thirty five thousand dollars) is due by Aurora for the acquisition of the São João mineral rights. The total option agreement payments for the mineral rights are structured as follows: April 12, 2006 – USD \$20,000 (paid); September 12, 2006 – USD \$25,000 (paid); September 12, 2007 – USD \$60,000 (paid); June 25, 2008 - \$100,000 (paid by Samba Minerals Limited as part of the agreement with them as discussed in the São João – Samba Minerals farm in agreement on page 15); December 5, 2008 – USD \$40,000 (paid by Samba Minerals Limited as part of the agreement with them as discussed in the São João – Samba Minerals farm in agreement on

page 15); January 15, 2009 – USD \$30,000 (paid by Samba Minerals Limited as part of the agreement with them as discussed in the São João – Samba Minerals farm in agreement on page 15); February 15, 2009 – USD \$30,000 (paid by Samba Minerals Limited as part of the agreement with them as discussed in the São João – Samba Minerals farm in agreement on page 15); April 30, 2009 to March 30, 2011 – USD \$8,333.33 per month (April 30, 2009 to June 30, 2010 paid by Samba Minerals Limited as part of the agreement with them as discussed in the São João – Samba Minerals farm in agreement on page 15); July 30, 2011 – USD \$950,000. The vendor will have a 1.5% Net Smelter Royalty. The Royalty payment can be purchased at any time upon written notice to the vendor and payment in Reals (Brazilian currency) of the equivalent of USD \$1,000,000. The option agreement can be terminated at any time upon written notice to the vendor and the Company will be free of any and all payment commitments yet to be due.

Geology

The prime targets for the São João property are located around and on the intersection of regional NW and NNW faults within the Pararui Intrusive Suite and this area has been the focus of large-scale alluvial workings. The Pararui Intrusive Suite has proven to host the vast majority of gold deposits elsewhere within the Tapajos Gold Province. We conducted a rock chip program over an area currently being excavated for gold in quartz systems via shallow underground workings. The sample results have demonstrated that the quartz vein systems are highly mineralized and considered continuous for at least 200m. We are confident that the quartz vein systems are much more extensive and are currently planning to increase the sample density of rock and soil sampling over, and adjacent to, the current workings to locate further mineralized vein systems, and to drill test their depth extensions in the near future.

Previous mining activity over a number of years focused on the alluvial deposits within its many tributaries, and has now progressed to include the saprolite host rock and out cropping quartz veins.

Comandante Araras - Samba Minerals farm in agreement

In May 2008 the Company signed an agreement with Samba, which was subsequently amended in August 2008, whereby Samba can earn up to an 80% participating interest in the Comandante Araras projects by funding exploration expenditures to completion of a feasibility study on the property. Upon completion of a feasibility study, the Company will immediately transfer an 80% participation interest to Samba and enter into a formal joint venture agreement to govern the development and production of minerals from the property. Samba can terminate its participation by providing the Company 30 days notice in writing. Upon withdrawal from its participation, Samba would forfeit to the Company all of its rights in relation to the project and would be free of any and all payment commitments yet to be due. Samba will be the manager of the Comandante Araras project. A feasibility study has not been completed as of August 17, 2010 and thus no joint venture has been formed as of that date.

Location and access

The Comandante Araras property is located in the central portion of the Southern Tapajos basin and is accessed by light aircraft from the regional centre of Itaituba. The project adjoins the São João project to the south east. Access is also possible by unsealed roads linking up to the Transgarimpeiro highway and by a purpose cut heavy vehicle access track linking São João to the exploration centre at the primary project at Sao Domingo.

Tenure - Comandante Araras Project - DNPM Processes 853.785/93 to 853.839/93 inclusive:

The Company has good title over the mineral rights which were granted by the Brazilian Department of Mines (Departamento Nacional de Produção Mineral – “DNPM”) as DNPM Process numbers 853.785/93 to 853.839/93 and which are valid and in force, free and clear of any judicial and extrajudicial encumbrances and taxes. The Comandante Araras mineral rights are located at the Municipality of Itaituba, State of Pará, and are registered in the name of the previous holder since an Exploration Permit has not yet been granted. The Comandante Araras mineral rights comprise 55 Applications for Alluvial Mine of 50 hectares each and the Applications for the rights were presented to DNPM on October 05, 1993. The conversion to Exploration Permits has not been applied for yet. The

assignment of the Comandante Araras mineral rights to Aurora can only be done after the approval for the conversion of the Applications and the actual granting of an Exploration Permit to the previous Holder.

Option Agreement

The Comandante Araras Option Agreement dated July 2, 2007, and amendments dated June 2, 2008, November 10, 2008, and September 18, 2009, allows the Company to perform geological surveys and assessment work necessary to ascertain the existence of possible mineral deposits which may be economically mined and to earn a 100% interest in the Comandante Araras property mineral rights via structured cash payments. The total option agreement payments for the mineral rights are structured as follows: November 1, 2006 R\$20,000 (paid); November 15, 2006 – R\$40,000 (paid); December 15, 2006 R\$40,000 (paid); May 18, 2007 - R\$15,000 (paid); May 29, 2007 – R\$50,000 (paid); June 25, 2008 – USD \$80,000 (paid by Samba Minerals Limited as part of the agreement with them as discussed in the Comandante Araras - Samba Minerals farm in agreement on page 16); November 30, 2008 – USD \$20,000 or 100,000 shares of Samba Minerals Limited at a deemed issue price of \$0.20 per Samba share (paid by Samba Minerals Limited as part of the agreement with them as discussed in the Comandante Araras - Samba Minerals farm in agreement on page 16); November 30, 2008 – 400,000 shares of Samba Minerals Limited at a deemed issue price of \$0.20 per Samba share (to be issued by Samba when the Exploration Permit is granted and transferred to Aurora). The vendor will have a 1.5% Net Smelter Royalty. The Royalty payment can be purchased at any time upon written notice to the vendor and payment in Reals (Brazilian currency) of the equivalent of USD \$1,000,000. The option agreement can be terminated at any time upon written notice to the vendor and the Company will be free of any and all payment commitments yet to be due.

Geology

The geology of the Comandante Araras property is dominated by two regional faults in the Parauari granite that strike North west in the northern half of the property and South east in the southern part of the property. The project was selected based on the potential trends of mineralization striking towards Comandante Araras from the São João project.

British Columbia, Canada

Kumealon

Location and access

In February 1999, we acquired, by staking, a high grade limestone property three (3) square kilometres (741 acres) located on the north shore of Kumealon Inlet, 54 kilometres south-southeast of Prince Rupert, British Columbia, Canada.

This property is highlighted by consistence of purity and whiteness of the limestone zone outcropping along the southwest shore of Kumealon Lagoon. The zone is comprised mostly of white, recrystallized, fine to course grained limestone, striking 150 degrees and can be traced for at least 1200 meters. The zone is estimated to have an average stratigraphic thickness of 180 meters. Chip samples taken across the zone averaged 55.06% CaO, 2.11% insolubles and 43.51% ignition loss. This property has no known reserves.

We have conducted only preliminary exploration activities on these properties. None of the foregoing properties contain any known reserves.

Boulder Colorado, USA

The Front Range Gold property

On November 10, 2009, the Company signed a Letter Agreement with Global Minerals Ltd. which was subsequently amended on February 28, 2010, April 12, 2010 and April 30, 2010, to acquire the interest of Global Minerals Ltd. in the Front Range Gold Project located in Boulder County, Colorado. The Company paid \$100,000 on signing the

Letter Agreement. The Letter Agreement was subject to the negotiation and execution of a definitive agreement pertaining to the matters outlined in the Letter Agreement.

On June 15, 2010, the Company and the other signatories thereto signed and delivered the Asset Purchase Agreement. Pursuant to the terms of the Asset Purchase Agreement, the Company acquired: (i) Global Minerals Ltd. 50% participating interest in the joint venture agreement dated December 18, 2002 between Consolidated Global Minerals Ltd. and the property owners of the Front Range Gold JV property; (ii) the Front Range Gold property assets of Mount Royale Ventures, LLC., which include a permitted mill, permitted to 70,000 tons per year, and the associated mining equipment; and, (iii) a 50% equity interest in the Black Cloud Mine Claim Group tenements, located within the Front Range Gold property.

The total consideration paid consisted of \$600,000 cash, of which \$100,000 was paid in November 2009 on signing the Letter Agreement, and the issuance of 5 million (5,000,000) restricted shares of our common stock, which were issued at \$0.40 per share, to Global Minerals Ltd. The issuance of the shares was exempt from the registration requirements of Securities Act by virtue of Section 4(2) thereof as well as the exemption from registration requirements afforded by Regulation S.

Tenure and Geology

The Front Range Gold JV property is located about 16 km west of the city of Boulder Colorado, USA, and consists of 85 patented and 21 unpatented lode claims, totaling approximately 480 acres (about 3/4 square mile). The property lies in the Gold Hill Mining District of Boulder County, and includes eighteen past producing mines. These mines produced gold, silver, and gold-tellurides from narrow quartz veins hosted in Precambrian granites and gneisses.

(D) Results of Operations

Three and six month periods ended June 30, 2010 (Fiscal 2010) and 2009 (Fiscal 2009)

The Company has yet to generate any revenues or establish any history of profitable operations. For the three and six months ended June 30, 2010 we recorded a net loss of \$540,416 (2009 net loss - \$214,204) and \$930,541 (2009 net loss - \$286,963) or \$(0.01) [2009 - \$(0.00)] and \$(0.01) [2009 - \$(0.00)] per share.

Expenses – Our general and administrative expenses consist primarily of personnel costs, legal costs, investor relations costs, stock based compensation costs, accounting costs and other professional and administrative costs. For the three and six months ended June 30, 2010 we recorded expenses of \$390,357 (2009 - \$187,623) and \$697,821 (2009 - \$260,382) respectively. This amount includes, professional fees - accounting \$103,678 (2009 - \$11) and \$151,057 (2009 - \$184) respectively and legal \$77,759 (2009 - \$1,912) and \$179,068 (2009 - \$3,288) respectively.

Exploration expenditures – Exploration expenses are charged to operations as they are incurred. For the three and six months ended June 30, 2010 we recorded exploration expenses of \$150,059 (2009 - \$26,581) and \$232,720 (2009 - \$26,581). The following is a breakdown of the exploration expenses by property: Colorado, \$137,454 (2009 - \$Nil) and \$137,454 (2009 - \$Nil) respectively; Brazil \$12,605 (2009 - \$26,581) and \$92,911 (2009 - \$26,581) respectively; and Canada, Kumealon property \$Nil (2009 - \$Nil) and \$2,355 (2009 - \$Nil) respectively.

Depreciation expense – Depreciation expenses charged to operations for the three and six months ended June 30, 2010 were \$3,620 (2009 - \$3,134) and \$7,244 (2009 - \$5,946) respectively.

Capital Resources and Liquidity

June 30, 2010 versus December 31, 2009:

Recent developments in capital markets have restricted access to debt and equity financing for many companies. The Company's exploration properties are in the exploration stage, have not commenced commercial production and

consequently the Company has no history of earnings or cash flow from its operations. As a result, the Company is reviewing its 2010/2011 exploration and capital spending requirements in light of the current and anticipated, global economic environment.

The Company currently finances its activities primarily by the private placement of securities. There is no assurance that equity funding will be accessible to the Company at the times and in the amounts required to fund the Company's activities. There are many conditions beyond the Company's control which have a direct bearing on the level of investor interest in the purchase of Company securities. The Company may also attempt to generate additional working capital through the operation, development, sale or possible joint venture development of its properties, however, there is no assurance that any such activity will generate funds that will be available for operations. Debt financing has been used to fund the Company's property acquisitions and exploration activities and the Company, however the Company has no current plans to use debt financing. The Company does not have "standby" credit facilities, or off-balance sheet arrangements and it does not use hedges or other financial derivatives. The Company has no agreements or understandings with any person as to additional financing.

At June 30, 2010, we had cash of \$2,623,184 (June 30, 2009 - \$381) and working capital of \$1,589,063 (June 30, 2009 working capital deficiency - \$1,308,605). Total liabilities as of June 30, 2010 were \$1,120,958 as compared to \$2,000,673 at June 30, 2009, a decrease of \$879,715.

In April 2010, 12,983,335 common shares were authorized for issuance at \$0.30 per share for net cash proceeds of \$3,895,000. The common shares were physically issued in April 2010 to an individuals and companies who reside outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder). A finders' fee of 1,111,111 common shares were authorized for issuance in connection with the private placement to a company who resides outside the United States of America). As of August 17, 2010 the finder's fee shares have not been issued.

In June 2010, pursuant to an Asset Purchase Agreement, the Company issued 5 million shares of its common stock, which had a market value of \$0.40 per share, paid \$600,000 in cash, of which \$100,000 was paid in November 2009 on signing the Letter Agreement, and acquired: (i) Global Minerals Ltd. 50% participating interest in the joint venture agreement dated December 18, 2002 between Consolidated Global Minerals Ltd. and the property owners of the Front Range Gold JV property; (ii) the Front Range Gold property assets of Mount Royale Ventures, LLC., which include a permitted mill, permitted to 70,000 tons per year, and the associated mining equipment; and, (iii) a 50% equity interest in the Black Cloud Mine Claim Group tenements, located within the Front Range Gold property. The issuance of the shares was exempt from the registration requirements of Securities Act by virtue of Section 4(2) thereof as well as the exemption from registration requirements afforded by Regulation S.

Our general business strategy is to acquire mineral properties either directly or through the acquisition of operating entities. Our consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America and applicable to a going concern which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. As discussed in note 1 to the consolidated financial statements, we have incurred recurring operating losses since inception, have not generated any operating revenues to date and used cash of \$976,809 from operating activities in 2010 through June 30. We require additional funds to meet its obligations and maintain our operations. We do not have sufficient working capital to (i) pay our administrative and general operating expenses through December 31, 2010 and (ii) to conduct our preliminary exploration programs. Without cash flow from operations, we may need to obtain additional funds (presumably through equity offerings and/or debt borrowing) in order, if warranted, to implement additional exploration programs on our properties. While we may attempt to generate additional working capital through the operation, development, sale or possible joint venture development of its properties, there is no assurance that any such activity will generate funds that will be available for operations. Failure to obtain such additional financing may result in a reduction of our interest in certain properties or an actual foreclosure of its interest. We have no agreements or understandings with any person as to such additional financing.

Our exploration properties have not commenced commercial production and we have no history of earnings or cash flow from its operations. While we may attempt to generate additional working capital through the operation, development, sale or possible joint venture development of its property, there is no assurance that any such activity will generate funds that will be available for operations.

Cash Flow

Operating activities: We used cash of \$976,809 (used cash in 2009 - \$27,288) through the six month periods ended June 30, 2010 and 2009. The following is a breakdown of cash used for operating activities: Depreciation and amortization of \$7,244 (2009 - \$5,946). Changes in prepaid expenses and other assets resulted in an increase of \$15,917 compared to a decrease of \$12,173 in 2009. There was a decrease in accounts payable and accrued expenses of \$37,595 compared to an increase of \$155,981 in 2009. In June 2010, pursuant to an Asset Purchase Agreement, the Company issued 5 million shares of its common stock, which were authorized for issuance at \$0.40 per share, to acquire Global Minerals Ltd. 50% participating interest in the joint venture agreement dated December 18, 2002 between Consolidated Global Minerals Ltd. and the property owners of the Front Range Gold joint venture property;

Investing Activities: During the six month period ended June 30, 2010, \$500,000 was spent acquiring the Front Range Gold joint venture property in Boulder, Colorado, USA.

Financing Activities: We intend to finance our activities by raising capital through the equity markets. Proceeds from common stock were \$3,895,000 in 2010 (2009 - \$0). A loan of \$250,000 was repaid in April 2010 and both advances payable were repaid at \$50,000 each.

Dividends

The Company has neither declared nor paid any dividends on its Common stock. We intend to retain our earnings to finance growth and expand its operations and does not anticipate paying any dividends on our common stock in the foreseeable future.

Asset-Backed Commercial Paper

The Company has no asset-backed commercial paper.

Fair Value of Financial Instruments and Risks

Fair value estimates of financial instruments are made at a specific point in time, based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair value.

The carrying value of cash, accounts payable and accrued expenses, accounts payable and accrued expenses – related parties, advances payable and advances payable – related party, and loans payable approximate their fair value because of the short-term nature of these instruments. The carrying value of the convertible notes payable approximate their fair value because interest rates of long-term convertible notes payable approximate market interest rates.

Management is of the opinion that the Company is not exposed to significant interest or credit risks arising from these financial instruments.

The Company operates outside of the United States of America (primarily in Brazil) and is exposed to foreign currency risk due to the fluctuation between the currency in which the Company operates in and the U.S. dollar.

Share Capital

At August 17, 2010, we had:

- Authorized share capital of 100,000,000 common shares with par value of \$0.001 each.
- 86,391,857 common shares were issued and outstanding as at August 17, 2010 (December 31, 2009 – 68,408,522).

- 2,300,000 stock options outstanding under our incentive stock option plan. The stock options are exercisable at \$0.26 per share, with expiry date of August 6, 2012. If the holders were to acquire all 2,300,000 shares issuable upon the exercise of all incentive stock options outstanding, we would receive an additional \$598,000.

OUTLOOK

General Economic Conditions

Current problems in credit markets and deteriorating global economic conditions have lead to a significant weakening of exchange traded commodity prices in recent months, including precious and base metal prices. Volatility in these markets has also been unusually high. It is difficult in these conditions to forecast metal prices and demand trends for products that we would produce if we had current mining operations. Credit market conditions have also increased the cost of obtaining capital and limited the availability of funds. Accordingly, management is reviewing the effects of the current conditions on our business.

It is anticipated that for the foreseeable future, we will rely on the equity markets to meet its financing need. We will also consider entering into joint venture arrangements to advance its projects.

Capital and Exploration Expenditures

We are reviewing our capital and exploration spending in light of current market conditions. As a result of our review, we may curtail a portion of our capital and exploration expenditures during 2010/2011.

We are currently concentrating our exploration activities in Brazil and Colorado, USA and examining data relating to the potential acquisition or joint venturing of additional mineral properties in either the exploration or development stage.

Market Risk Disclosures

We have not entered into derivative contracts either to hedge existing risks or for speculative purposes.

Plans for Next Twelve Months

The following Plan of Operation contains forward-looking statements that involve risks and uncertainties, as described below. Our actual results could differ materially from those anticipated in these forward-looking statements.

During the next 12 months we intend to raise additional funds through equity offerings and/or debt borrowing to meet our administrative/general operating expenses and to conduct work on our exploration properties. There is, of course, no assurance that we will be able to do so and we do not have any agreements or arrangements with respect to any such financing.

Our exploration properties have not commenced commercial production and we have no history of earnings or cash flow from its operations. While we may attempt to generate additional working capital through the operation, development, sale or possible joint venture development of its property, there is no assurance that any such activity will generate funds that will be available for operations.

We will concentrate our exploration activities on the Brazilian Tapajos properties and examine data relating to the potential acquisition or joint venturing of additional mineral properties in either the exploration or development stage in Brazil, United States, Canada and other South American countries. Additional employees will be hired on a consulting basis as required by the exploration properties.

Our exploration work program in 2010 will focus on the Brazilian properties and will entail surface mapping of geology, sampling of soils on a grid basis to delineate geochemical anomalies, stream sediment sampling, geophysical surveying and drilling.

We have set up a field operations centre at the São Domingos property and intend to continue to focus our exploration activities on anomalies associated with the São Domingos Property. We selected the São Domingos property based on its proximity to our other properties, and the logistics currently in place. Access to the São Domingos property is by light aircraft to a well-maintained strip, by road along the government maintained Trans Garimpeiro highway, and by boat along the multitude of waterways in the Amazon Basin.

In late May 2006 we followed up previous exploration of the Sao Domingos property with the initiation of a projected 5,000 metre diamond-drilling program. Drilling targeted various soil anomalies and lithological trends outlined by mapping and sampling of out cropping rocks. Drilling tested areas around the Atacadau gold occurrence, the Esmeril occurrence and Fofoca area. These areas have been the focus of both alluvial and relatively shallow underground hard rock (oxidized) mining. The lithology is porphyritic Pararui granite containing stockwork quartz veins. Limited historical underground production was carried out via shafts sunk in the oxidized material peripheral to the dominant quartz veins. No dewatering was utilized and generally mining ceased, as water became a problem. Drilling completed during 2006 resulted in a volume of mineralized material which was calculated on the first 17 drill holes targeting high grade gold in quartz veins and altered host rocks. Drill hole line spacing of 40m was used in the initial appraisal.

After reviewing the geology and grade continuity from 2006 drilling on the Mineralized material at the Sao Domingos- Fofoca project, we initiated further drilling during July 2007 to test target extensions of the current mineralized material as well as to infill current drilling to increase the confidence levels. The initial calculation resulted in a volume of mineralized material containing approximately 130,000 ounces of gold at 2.0 g/t using a cut off of 0.5 g/t.

Currently the mineralized material still remains open along strike in both directions and at depth. We will continue to evaluate the potential, and is confident that Fofoca could evolve along strike and link up with other noted targets further along strike. To test the strike continuity a ground geophysical survey was conducted during the third quarter of 2007 along the Fofoca mineralized structure. The results demonstrated that geophysical anomalism, similar to that recognized over the known mineralization of the Fofoca mineralization, was noted and the anomaly continues further west to join up with the known mineralization of the Cacheira area. The results also show that this mineralization may split into other loads of mineralization of similar proportions to that known over the current mineralization. This has the potential to increase the known resource by at least 50%.

In 2010, we will continue to follow up exploration on the Fofoca area and to initiate further exploration programs on other areas of the Sao Domingos property. It is anticipated that we will drill a series of holes within the Fofoca area for engineering and metallurgical test work as well as to test for depth extensions of the known mineralization. Other exploration on the São Domingos property areas will involve further mapping of the outcrop geology and sampling soils and scree from shafts of previous workers in order to confirm lithologies and structural trends noted from drilling and published government maps. Currently, four anomalous areas on the Sao Domingos property have been identified from soil and rock chip sampling, at Atacadao, Esmeril, Fofoca and Cachoeira, and we plan to conduct further investigation.

A recent discovery was made on the Atacadau area and has been called Colibri. Here artisanal miners uncovered an area of stock work mineralization that was subsequently sampled and returned some high-grade assays. Further sampling of material that was exposed by artisanal activity around the Colibri occurrence was conducted. Whilst monitoring the artisanal activity mapping and measurements of the structures and orientations of theoretical mineralization channels were conducted. The results showed that there are possible correlations to the Atacadau mineralization noted from previous mapping and drilling. We intend to cut trenches across the strike of the mineralizing structures to better understand the size both laterally and along strike. We will then test the strike extent with geophysics in a similar manner as that conducted on the Fofoca area.

Exploration on the São João, and the adjoining Comandante Araras properties during early 2007 included trenching and mapping. Sample results of a trench on the main vein resulted in 80m at 30.94 g/t gold. Recent sampling and mapping has shown this vein system to be extensive and a series of other veins have been located and sampled.

Together with our partner, Samba, we completed a ground geophysics program on the São João property. The program targeted areas of known mineralization and covered the area along to the northeast to link up with other known mineralization. Exploration results to date show that the area has a geophysical trend continuing on from the known mineralization. During the geophysics program, other veins were noted and sampled and returned anomalous gold grades. Together with Samba, in 2010, we intend to evaluate the geophysics and determine various targets to test the sub surface extent of the known mineralization, and to test the geophysical anomalies within the area.

We are not planning to do any exploration work on the British Columbia Kumealon limestone property in 2010.

The Company is the operator of the Front Range Gold Project joint venture in Boulder, Colorado, USA and is currently investigating permitting issues with local authorities, with a view to reopening the Cash mine which has been inactive since 2008.

Application of Critical Accounting Policies

The accounting policies and methods we utilize in the preparation of our consolidated financial statements determine how we report our financial condition and results of operations and may require our management to make estimates or rely on assumptions about matters that are inherently uncertain. Our accounting policies are described in note 2 to our December 31, 2009 consolidated financial statements. Our accounting policies relating to mineral property and exploration costs and depreciation and amortization of property, plant and equipment are critical accounting policies that are subject to estimates and assumptions regarding future activities.

Depreciation is based on the estimated useful lives of the assets and is computed using the straight-line method. Equipment is recorded at cost. Depreciation is provided over the following useful lives: vehicles 10 years and office equipment, furniture and fixtures 2 to 10 years.

Exploration costs are charged to operations as incurred until such time that proven reserves are discovered. From that time forward, the Company will capitalize all costs to the extent that future cash flow from mineral reserves equals or exceeds the costs deferred. The deferred costs will be amortized over the recoverable reserves when a property reaches commercial production. As at June 30, 2010 and December 31, 2009, we did not have proven reserves.

Exploration activities conducted jointly with others are reflected at our proportionate interest in such activities.

Costs related to site restoration programs are accrued over the life of the project.

US GAAP requires us to consider at the end of each accounting period whether or not there has been an impairment of the capitalized property, plant and equipment. This assessment is based on whether factors that may indicate the need for a write-down are present. If we determine there has been an impairment of the capitalized property, plant and equipment then we would be required to write-down the recorded value of our property, plant and equipment costs which would reduce our earnings and net assets.

Related Party Transactions

There are no family relationships among or between any of our officers and directors.

Our proposed business raises potential conflicts of interests between certain of our officers and directors and us. Certain of our directors are directors of other mineral resource companies and, to the extent that such other companies may participate in ventures in which we may participate, our directors may have a conflict of interest in negotiating and concluding terms regarding the extent of such participation. In the event that such a conflict of interest arises at a meeting of our directors, a director who has such a conflict will abstain from voting for or against the approval of such participation or such terms. In appropriate cases, we will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, involvement in a greater number of programs and reduction of the financial exposure with respect to any one program. It may also occur that a particular company

will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment.

In determining whether we will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to us, the degree of risk to which we may be exposed and its financial position at that time. Other than as indicated, we have no other procedures or mechanisms to deal with conflicts of interest. We are not aware of the existence of any conflict of interest as described herein.

Other than as disclosed below, during the six month periods ended June 30, 2010 and 2009, none of our current directors, officers or principal shareholders, nor any family member of the foregoing, nor, to the best of our information and belief, any of our former directors, senior officers or principal shareholders, nor any family member of such former directors, officers or principal shareholders, has or had any material interest, direct or indirect, in any transaction, or in any proposed transaction which has materially affected or will materially affect us.

There have been no transactions or proposed transactions with officers and directors during the last two years to which we are a party except as follows:

During the six month period ended June 30, 2010, consulting fees of \$153,881 (2009 – \$40,884) were paid to directors and officers of the Company and its subsidiary. The transactions were recorded at the exchange amount, being the value established and agreed to by the related parties.

Included in accounts payable - related party at June 30, 2010 is \$4,395 (June 30, 2009 - \$52,181) payable to an officer and director of the Company for consulting fees and various expenses incurred on behalf of the Company.

Off-balance Sheet Arrangements and Contractual Obligations

We do not have any off-balance sheet arrangements or contractual obligations that are likely to have or are reasonably likely to have a material current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that have not been disclosed in our consolidated financial statements.

Item 3. Qualitative and Quantitative Disclosures About Market Risk

Our exposure to market risk is confined to our cash equivalents and short-term investments. We invest in high-quality financial instruments; primarily money market funds, federal agency notes, and US Treasury obligations, with the effective duration of the portfolio within one year which we believe are subject to limited credit risk. We currently do not hedge interest rate exposure. Due to the short-term nature of our investments, we do not believe that we have any material exposure to interest rate risk arising from our investments.

Item 4. Controls and Procedures

(a) Disclosure Controls and Procedures. As of the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of senior management, including our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were not effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by us in the reports that we file or submit under the Exchange Act. As previously reported under Item 9A in our Annual Report on Form 10-K for the year ended December 31, 2009 (the “Annual Report”), we had numerous deficiencies in our disclosures controls as of December 31, 2009. In the Annual Report we described the remediation efforts we have begun to undertake in order to correct such deficiencies. As of June 30, 2010, the

deficiencies described in the Annual Report still existed since the remediation efforts had not yet been fully implemented as of such date.

- (b) **Internal Control over Financial Reporting.** There have been no changes in our internal controls over financial reporting or in other factors during the fiscal quarter ended June 30, 2010 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting subsequent to the date we carried out our most recent evaluation. As previously reported in Item 9A of the Annual Report, we had numerous material weaknesses in our internal control over financial reporting as of December 31, 2009. In the Annual Report we described the remediation efforts we have begun to undertake in order to correct such material weaknesses. As of June 30, 2010, the material weaknesses described in the Annual Report still existed since the remediation efforts had not yet been fully implemented as of such date.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are not party to any litigation, and have no knowledge of any pending or threatened litigation against us.

Item 1A. Risk Factors

Not applicable

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

- a. Shares physically issued January 19, 2010:
- i. In September 2009, 3,000,000 common shares were authorized for issuance at \$0.10 per share for cash proceeds of \$300,000. The common shares were physically issued in January 2010 to individuals and companies who reside outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder). The Company's placement agent was paid a commission of 420,000 shares of common stock of the Company. The shares were physically issued to the agent in January 2010.
 - ii. In September 2009, convertible notes payable and related accrued interest aggregating \$739,152 (AUD \$850,479) were settled through the issuance of 5,000,000 common shares of our common stock. The common shares were issued to a company who resides outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder).
 - iii. In November 2009, 100,000 common shares were authorized for issuance in connection with debt settlements at \$0.18 per share. The common shares were physically issued in January 2010 to a company who resides outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder).
 - iv. In November 2009, 150,000 common shares were authorized for issuance in connection with debt settlements at \$0.24 per share. The common shares were physically issued in January 2010 to a company who resides outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder).
 - v. In December 2009, 1,666,667 common shares were authorized for issuance at \$0.30 per share for net cash proceeds of \$500,000. The common shares were physically issued in January 2010 to an individual who resides outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder).

- b. In April 2010, 12,983,335 common shares were authorized for issuance at \$0.30 per share for net cash proceeds of \$3,895,000. The common shares were physically issued in April 2010 to an individuals and companies who reside outside the United States of America (in accordance with the exemption from registration requirements afforded by Regulation S as promulgated thereunder). A finders' fee of 1,111,111 common shares were authorized for issuance in connection with the private placement at \$0.30 per share to a company who resides outside the United States of America). As of August 17, 2010 the finder's fee shares have not been issued.
- c. In June 2010, pursuant to an Asset Purchase Agreement, the Company issued 5 million shares of its common stock, which were authorized for issuance at \$0.40 per share, to acquire Global Minerals Ltd. 50% participating interest in the joint venture agreement dated December 18, 2002 between Consolidated Global Minerals Ltd. and the property owners of the Front Range Gold JV property;

Item 3. Defaults Upon Senior Securities

Not Applicable

Item 4. Submission of Matters to a Vote of Security Holders

Not Applicable

Item 5. Other Information

None.

Item 6. Exhibits

- 3.1.1 Certificate of Incorporation incorporated by reference to the registration statement on Form 10SB filed on June 4, 1998 (SEC File No. 000-24393 98720970).
- 3.1.2 Certificate of Amendment to the Certificate of Incorporation incorporated by reference to the registration statement on Form 10SB filed on June 4, 1998 (SEC File No. 000-24393 98720970).
- 3.1.3 Certificate of Restoration and Renewal of Certificate of Incorporation incorporated by reference to the registration statement on Form 10SB filed on June 4, 1998 (SEC File No. 000-24393 98720970).
- 3.2.1 By-laws incorporated by reference to the registration statement on Form 10SB filed on June 4, 1998 (SEC File No. 000-24393 98720970).
- 3.2.2 Amended and Restated By-laws incorporated by reference to the registration statement on Form 10SB filed on June 4, 1998 (SEC File No. 000-24393 98720970).
- 4.1 Form of Subscription Agreement incorporated by reference to the registration statement on Form S-1/A filed on June 28, 2010 (SEC File No. 333-16731 10921067).
- 4.2 Debt Settlement Agreement with Samba Minerals Limited incorporated by reference to the registration statement on Form S-1/A filed on June 28, 2010 (SEC File No. 333-16731 10921067).
- 4.3 Form of Debt Settlement Agreement with Axino AG, Heroe Investments Inc, Jolanda Investments Ltd, Gemeinhardt GmbH, Lars Pearl and WS Marketing GmbH incorporated by reference to the registration statement on Form S-1/A filed on June 28, 2010 (SEC File No. 333-16731 10921067).

- 10.1 Consulting Agreement between Hans W. Biener of SupplyConsult GbR and Aurora Gold Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.2 Confidentiality Agreement between Hans W. Biener of SupplyConsult GbR and Aurora Gold Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.3 Assignment of Novo Porto and Santa Clara Memorandum of Understanding to Aurora Gold Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.4 Novo Porto Memorandum of Understanding Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.5 Declaration of Translator for translation of Porto Novo Memorandum of Understanding from Portuguese to English Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.6 Novo Porto Option Agreement incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.7 Declaration of Translator for translation of Novo Porto Option Agreement from Portuguese to English Corporation incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.8 Santa Clara Memorandum of Understanding incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.9 Declaration of Translator for translation of Santa Clara Memorandum of Understanding from Portuguese to English Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.10 Assignment of Ouro Mil Memorandum of Understanding to Aurora Gold Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.11 Ouro Mil Memorandum of Understanding Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.12 Declaration of Translator for translation of Ouro Mil Memorandum of Understanding from Portuguese to English Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.13 Ouro Mil Option Agreement incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.14 Declaration of Translator for translation of Ouro Mil Option Agreement from Portuguese to English incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.15 Assignment of Sao Domingos Memorandum of Understanding to Aurora Gold Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.16 Sao Domingos Memorandum of Understanding Corporation incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-30379 051269300).

- 10.17 Declaration of Translator for translation of Sao Domingos Memorandum of Understanding from Portuguese to English incorporated by reference to the registration statement on Form SB filed on December 16, 2005 (SEC File No. 333-130379 051269300).
- 10.18 São Domingos Option Agreement incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.19 Declaration of Translator for translation of São Domingos Option Agreement from Portuguese to English incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.20 Santa Isabel Option Agreement incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.21 Declaration of Translator for translation of Santa Isabel Option Agreement from Portuguese to English incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.22 São João Option Agreement incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.23 Declaration of Translator for translation of São João Option Agreement from Portuguese to English incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.24 Piranhas Memorandum of Understanding incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925).
- 10.25 Declaration of Translator for translation of Piranhas Memorandum of Understanding from Portuguese to English incorporated by reference to the Form 10-KSB filed on March 28, 2006 (SEC File No. 000-24393-06715925). *
- 10.26 Branca de Neve Memorandum of Understanding incorporated by reference to the Form 10-QSB filed on July 26, 2006 (SEC File No. 000-24393-06981489).
- 10.27 Declaration of Translator for translation of Branca de Neve Memorandum of Understanding from Portuguese to English incorporated by reference to the Form 10-QSB filed on July 26, 2006 (SEC File No. 000-24393-06981489).
- 10.28 Bigode Memorandum of Understanding incorporated by reference to the Form 10-QSB filed on July 26, 2006 (SEC File No. 000-24393-06981489).
- 10.29 Declaration of Translator for translation of Bigode Memorandum of Understanding from Portuguese to English incorporated by reference to the Form 10-QSB filed on July 26, 2006 (SEC File No. 000-24393-06981489).
- 10.30 Santa Lucia Memorandum of Understanding incorporated by reference to the Form 10-QSB filed on July 26, 2006 (SEC File No. 000-24393-06981489).
- 10.31 Declaration of Translator for translation of Santa Lucia Memorandum of Understanding from Portuguese to English incorporated by reference to the Form 10-QSB filed on July 26, 2006 (SEC File No. 000-24393-06981489).
- 10.34 Settlement Agreement dated as of August 9, 2007 between the Company and Luis Mauricio incorporated by reference to the Form SB-2 filed on November 13, 2007 (SEC File No. 333-147341 071238655).

- 10.35 Form of Subscription Agreement between the Selling Stockholders and the Company incorporated by reference to the Form SB-2 filed on November 13, 2007 (SEC File No. 333-147341 071238655).
- 10.36 Comandante Araras Memorandum of Understanding incorporated by reference to the Form 10-KSB filed on April 15, 2008 (SEC File No. 000-24393-147341 08758054).
- 10.37 2007 Stock Option Plan incorporated by reference to the Form 10-KSB filed on April 15, 2008 (SEC File No. 000-24393-147341 08758054).
- 10.38 Asset Purchase Agreement dated June 15, 2010 incorporated by reference to the registration statement on Form S-1/A filed on June 28, 2010 (SEC File No. 333-16731 10921067).
- 31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. *
- 99.1 Corporate Governance Principles incorporated by reference to the Form 10-KSB filed on March 25, 2004 (SEC File No. 000-24393-04689262).

* Filed Herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Aurora Gold Corporation
Registrant

Date: August 23, 2010

BY: /s/ Lars Pearl
Lars Pearl
President, CEO, CFO and Director

Date: August 23, 2010

BY: /s/ Michael Montgomery
Michael Montgomery
Director

Certification of Chief Executive Officer and Chief Financial Officer
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Lars Pearl, certify that:

1. I have reviewed this Form 10-Q of Aurora Gold Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal controls over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weakness in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial data and information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 23, 2010

BY: /s/ Lars Pearl
Lars Pearl
President, CEO and CFO

Certification of Chief Executive Officer and Chief Financial Officer
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Lars Pearl, President, Chief Executive Officer and Chief Financial Officer of Aurora Gold Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Quarterly Report on Form 10-Q of the Company for the period ended June 30, 2010 which this certification accompanies fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934: and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 23, 2010

BY: /s/ Lars Pearl
Lars Pearl
President, CEO and CFO

This certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.