



**Consolidated Financial Statements and  
Shareholder Report  
First Quarter 2007**

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#### Notice to reader:

The unaudited interim financial statements and management's discussion and analysis of financial condition and results of operations for the quarter ended March 31, 2007 have been prepared by management and approved by the Audit Committee and the Board of Directors of the Company. The Company's auditors have not reviewed these statements. Financial information is presented in Euro in accordance with International Financial Reporting Standards as adopted by the European Union and in United States dollars, where appropriate. Readers are cautioned that these statements contain certain forward-looking information as described in Management's Discussion and Analysis.

## I Consolidated Balance Sheets

(in thousands of €uro)

	Notes	As at March 31, 2007	As at December 31 2006
<b>NON-CURRENT ASSETS</b>		<b><u>€17,285</u></b>	<b><u>€17,321</u></b>
Intangible assets	4	9,738	9,940
Property, plant and equipment	5	3	3
Other financial assets		7	7
Deferred tax	16.3	7,537	7,371
<b>CURRENT ASSETS</b>		<b><u>€2,451</u></b>	<b><u>€3,168</u></b>
Trade receivables and similar accounts	6	1,358	1,700
Other current assets	6	186	165
Cash and cash equivalents	7	907	1,303
<b>TOTAL ASSETS</b>		<b><u>€19,736</u></b>	<b><u>€20,489</u></b>
<b>EQUITY – GROUP SHARE</b>		<b><u>€(1,608)</u></b>	<b><u>€(1,427)</u></b>
Issued capital stock	8	504	504
Additional paid-in capital	8	38,387	38,387
Transition adjustment		428	319
Other reserves		(40,597)	(38,095)
Retained Earnings		(330)	(2,542)
<b>TOTAL EQUITY</b>		<b><u>€(1,608)</u></b>	<b><u>€(1,427)</u></b>
<b>NON-CURRENT LIABILITIES</b>		<b><u>€15,125</u></b>	<b><u>€14,908</u></b>
Loans	10	3,972	4,387
Other financial debt	10	3,063	3,003
Derivative financial instruments	10	8,090	7,518
<b>CURRENT LIABILITIES</b>		<b><u>€6,219</u></b>	<b><u>€7,008</u></b>
Loans	10	1,906	2,060
Derivative financial instruments	10	2,849	3,548
Gold hedge liabilities	11	979	831
Trade payables and similar accounts	11	443	489
Other liabilities	11	42	80
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b><u>€19,736</u></b>	<b><u>€20,489</u></b>

## II Consolidated Income Statements (in thousands of €uro)

	Notes	For the Quarter Ended	
		March 31, 2007	March 31, 2006
Revenue from ordinary activities	12	1,341	1,579
Operating expenses	13	(503)	(309)
Depreciation and amortization expenses	14	(106)	(203)
<b>OPERATING PROFIT</b>		<b><u>€732</u></b>	<b><u>€1,067</u></b>
Financial income	15	24	24
Financial expenses	15	(1,237)	(5,383)
<b>NET FINANCIAL EXPENSE</b>		<b><u>€(1,213)</u></b>	<b><u>€(5,359)</u></b>
<b>PROFIT (LOSS) BEFORE TAX</b>		<b><u>€(481)</u></b>	<b><u>€(4,292)</u></b>
Future income tax recovery	16	151	1,432
<b>NET PROFIT (LOSS) FOR THE QUARTER</b>		<b><u>€(330)</u></b>	<b><u>€(2,860)</u></b>
Net profit (loss)		<b><u>€(330)</u></b>	<b><u>€(2,860)</u></b>
<b>EARNINGS PER SHARE</b>			
(Loss) Basic €/share		<b><u>€(0.007)</u></b>	<b><u>€(0.058)</u></b>

### III Consolidated Cash Flow Statements

(in thousands of €uro)

	For the Quarter ended		
	Notes	March 31 2007	March 31 2006
<b>CASH FLOW RELATING TO OPERATING ACTIVITIES</b>			
NET PROFIT (LOSS) FROM CONSOLIDATED COMPANIES		(330)	(2,860)
<i>Elimination of income and expenses which do not have an impact on the cash flow or are not related to operating activities:</i>			
Depreciation, amortization and provisions	14	106	203
Change in deferred tax	16.3	(151)	(1,432)
Derivative financial instruments	15	(18)	4,407
Stock option expense		40	-
Impact of discounting other financial debt	15	91	88
<b>GROSS CASH FLOW FROM OPERATIONS GENERATED BY CONSOLIDATED COMPANIES BEFORE NET CHANGE IN OPERATING WORKING CAPITAL</b>		<b>(262)</b>	<b>406</b>
Change in trade receivables and other current assets (1)		(390)	367
Change in trade payables and other current liabilities (1)		18	215
<b>NET CHANGE IN OPERATING WORKING CAPITAL</b>		<b>(407)</b>	<b>152</b>
<b>NET CASH FLOW FROM (USED IN) OPERATING ACTIVITIES</b>		<b>€145</b>	<b>€254</b>
<b>CASH FLOW RELATING TO INVESTING ACTIVITIES</b>			
AMOUNTS PAID TO PURCHASE FIXED ASSETS		-	(5)
<b>NET CASH FLOW FROM (USED IN) INVESTING ACTIVITIES</b>		<b>-</b>	<b>€(5)</b>
<b>CASH FLOW RELATING TO FINANCING ACTIVITIES</b>			
Borrowings issued and capitalized interest (2)		16	166
Borrowings reimbursed		(509)	(551)
<b>NET CASH FLOW RELATING TO FINANCIAL ACTIVITIES</b>		<b>€(493)</b>	<b>€(385)</b>
Impact of changes in foreign exchange rates		(49)	(6)
<b>CHANGE IN CASH AND CASH EQUIVALENTS</b>		<b>€(396)</b>	<b>€(142)</b>
OPENING BALANCE		1,303	1,220
CLOSING BALANCE		907	1,077
(DECREASE)		(396)	(142)

### III Consolidated Cash Flow Statements - continued

(in thousands of €uro)

	As of March 31, 2007	As of December 31 2006	CHANGE
<b>CURRENT ASSETS</b>			
Trade receivables	1,382	1,787	
Other assets	166	153	
Prepaid expenses	23	20	
<b>TOTAL CURRENT ASSETS</b>	<b><u>€1,571</u></b>	<b><u>€1,960</u></b>	<b><u>€(389)</u></b>
<b>CURRENT LIABILITIES</b>			
Trade payables	451	514	
Other current liabilities	1,039	958	
<b>TOTAL CURRENT LIABILITIES</b>	<b><u>€1,490</u></b>	<b><u>€1,472</u></b>	<b><u>€18</u></b>
<b>NET CHANGE</b>			<b><u>€(407)</u></b>

#### IV Statement of Changes in Consolidated Equity (in thousands of €uro)

	Capital Stock	Additional paid-in capital	Translation adjustment	Other reserves	Profit/loss for the year	Total Equity
<b>Position as of December 31, 2006 before appropriation of profit or loss</b>	€504	€38,387	€319	€(38,095)	€(2,542)	€(1,427)
Appropriation of 2006 loss				(2,542)	2,542	-
<b>Position as of December 31, 2006 after appropriation of profit or loss</b>	€504	€38,387	€319	€(40,637)	-	€(1,427)
Options issued				40		40
Other			109			109
Loss for quarter ended March 31, 2007					(330)	(330)
<b>Position as of March 31, 2007</b>	€504	€38,387	€428	€(40,597)	€(330)	€(1,608)



## V Notes to the Consolidated Financial Statements

### 1) General information

#### 1.1) Euro Ressources Group

The Euro Ressources Group comprises the parent company, EURO Ressources SA (“EURO”, the “Company” or the “Group”), and its 100%-owned subsidiary SOTRAPMAG SARL (“SOTRAPMAG”). EURO is a *Société Anonyme*, domiciled in metropolitan France with its registered office located in Paris.

Until June 2006 EURO was a subsidiary of Golden Star Resources Ltd. (hereafter “Golden Star”), a Canadian company which held more than 50% of the Company’s issued share capital. Consequent on the sale of part of Golden Star’s shareholding in June 2006 such that it then held less than a 50% shareholding, EURO was no longer considered a subsidiary of Golden Star and is not consolidated by that company. Golden Star has subsequently sold substantially all of its shareholding in EURO.

The Company’s common shares are traded on the Paris stock exchange’s Eurolist by Euronext C compartment, under the symbol “EUR”, and on the Toronto Stock Exchange also under the symbol “EUR”.

The present consolidated financial statements have been approved for publication by the Board of Directors on May 07, 2007.

#### 1.2) Description of operations

The Group operates within the gold mining sector. Prior to 2005 the principal activity was exploring for gold and diamonds in French Guyana.

In 2004, EURO completed a financial restructuring and refocused its activities on the acquisition and holding of royalty interests on operating gold mines. At the end of 2004, it completed the acquisition of a royalty interest on the Gross Rosebel mine in Suriname, operated by IAMGOLD Corporation. EURO intends to acquire additional royalty interests on gold mining operations of a similar nature.

The Group’s main source of revenue is royalties received relating to the Gross Rosebel mine. Operations at the mine are neither of a seasonal nor cyclical nature. Royalties are payable to EURO based on the volume of gold production from the mine and the market price of gold. The current mine life is estimated to exceed 20 years.

#### 1.3) List of Group companies

As at March 31, 2007 the consolidated financial statements comprise the accounts of Euro and its subsidiary:

<b>Company Legal Form</b>	EURO Ressources SA	SOTRAPMAG SARL
<b>Identification Number</b>	390 919 082 00029	339 146 284 00015
<b>Registered Office</b>	23 rue du Roule 75001 Paris France	859 Rocade du Baduel Cayenne, French Guyana 97300
<b>Consolidation Method 2007</b>	Parent Company	Full Consolidation
<b>Consolidation Method 2006</b>	Parent Company	Full Consolidation
<b>% Control 2007</b>	Parent Company	100%
<b>% Control 2006</b>	Parent Company	100%
<b>% Interest 2007</b>	100%	100%
<b>% Interest 2006</b>	100%	100%



## 2) Basis of accounting and presentation

The interim consolidated financial statements are unaudited but have been prepared in accordance with International Financial Reporting Standards (IFRS) as approved by the IASB. The unaudited interim consolidated financial statements have been prepared in accordance with IFRS 34, Interim Financial Reporting. The accounting policies are consistent with those applied in the consolidated financial statements for the fiscal year ended December 31, 2006.

EURO is a French company and prepares its financial accounts in euros and is obliged to prepare and present its consolidated statements in euros. However, the functional currency of EURO is the US dollar, since this is the currency in which its major transactions, such as income from royalties and its borrowings, are denominated. Certain additional information is presented in these consolidated financial statements in US dollars (“\$”).

## 3) Management of financial risk

The Group's activities expose it to different types of financial risk: market risk (notably foreign currency risk and risk of changes in value due to fluctuation in interest rates and in the market price for gold), credit risk, liquidity risk and cash flow risk also due to fluctuation in interest rates. The Group has a risk management program which is focused on the volatility of the financial markets and which seeks to minimize the potentially unfavorable effects of that volatility for the Group's financial performance.

### 3.1) Market risk

- **Price risk:** the Group is exposed to the risk of changes in the market price for gold which it partially hedges by engaging in forward sales of gold.
- **Foreign currency risk:** EURO Ressources is exposed to foreign currency risk given that its transactions are mainly denominated in US dollars while its presentation currency is the euro.

### 3.2) Credit risk

The Group is subject to credit risk given that 97% of its revenue is concentrated on one company, IAMGOLD, which operates the Gross Rosebel mine.

### 3.3) Liquidity risk

Prudent management of liquidity risk implies retaining a sufficient level of liquidities, disposing of appropriate credit facilities and being able to liquidate market positions.

The Group believes that its recurring financial resources are adequate to cover all its expenditure.

### 3.4) Interest rate, cash flow and fair value risks

The Group does not hold any interest-bearing assets.

The Group is exposed to an interest rate cash flow risk in respect of its borrowings from Macquarie Bank Limited (see note 10.1) which bear interest on a variable rate basis.

The Group has estimated that this risk does not require hedging to protect against possible increases in the variable loan interest rate.

#### 4) Intangible assets (in thousands of €uro)

	December 31 2006	Increase	Decrease	Translation adjustment	March 31 2007
<b>Gross values</b>					
Paul Isnard	4,164			(42)	4,122
Gross Rosebel	11,627			(115)	11,512
<b>Total</b>	<b>€15,791</b>	<b>-</b>	<b>-</b>	<b>€(156)</b>	<b>€15,635</b>
<b>Amortization</b>					
Paul Isnard	(4,164)			42	(4,122)
Gross Rosebel	(1,686)	(103)		15	(1,775)
<b>Total</b>	<b>€(5,850)</b>	<b>€(103)</b>	<b>-</b>	<b>€57</b>	<b>€(5,897)</b>
<b>Net values</b>					
Paul Isnard	-	-		-	-
Gross Rosebel	9,941	(103)		(100)	9,738
<b>Total</b>	<b>€9,941</b>	<b>€(103)</b>	<b>-</b>	<b>€(100)</b>	<b>€9,738</b>

On March 23, 2007, EURO concluded a memorandum of understanding with Golden Star regarding (see Note 18):

- i) an amendment to the previous agreement with Golden Star for the acquisition of the Paul Isnard concessions and exploration permit held by EURO in French Guiana;
- ii) the granting to EURO of an option to settle the remaining contingent payments payable in terms of the Rosebel acquisition agreement;

#### 5) Property, plant and equipment (in thousands of €uro)

	December 31, 2006	Increase	Decrease	Translation adjustment	March 31, 2007
<b>Gross values</b>					
Equipment and tools	-		-	-	-
Other property, plant and equipment	5	-	-	(1)	4
<b>Total</b>	<b>€5</b>	<b>-</b>	<b>-</b>	<b>€(1)</b>	<b>€4</b>
<b>Depreciation</b>					
Equipment and tools	-	-	-	-	-
Other property, plant and equipment	(2)	(1)	-	2	(1)
<b>Total</b>	<b>€(2)</b>	<b>€(1)</b>	<b>-</b>	<b>€2</b>	<b>€(1)</b>
<b>Net values</b>					
Equipment and tools	-	-	-	-	-
Other property, plant and equipment	3	(1)	-	1	3
<b>Total</b>	<b>€3</b>	<b>€(1)</b>	<b>-</b>	<b>€1</b>	<b>€3</b>

## 6) Trade receivables and other current assets (in thousands of €uro)

Current assets	March 31 2007	December 31 2006
Trade receivables and similar accounts <sup>1</sup>	1,358	1,700
Impairment of trade receivables and similar accounts	-	-
<b>Subtotal of trade receivables and similar accounts</b>	<b>1,358</b>	<b>1,700</b>
Tax and social security receivables	163	146
Prepaid expenses	22	19
<b>Subtotal other current assets</b>	<b>186</b>	<b>165</b>
<b>Total</b>	<b>€1,544</b>	<b>€1,865</b>

<sup>1</sup> Trade receivables include €1.19 million of amounts receivable from IAMGOLD.

## 7) Cash and cash equivalents (in thousands of €uro)

	March 31 2007	December 31 2006
Marketable securities	47	48
Cash	631	884
Restricted cash <sup>1</sup>	228	370
Blocked accounts	-	-
Accrued interest receivable	-	1
<b>Total</b>	<b>€907</b>	<b>€1,303</b>

<sup>1</sup> The royalties paid by IAMGOLD are paid to a restricted account at Macquarie Bank. These funds may only be used approved corporate expenditures.

## 8) Share capital

As of March 31, 2007 the Company's share capital comprises 50,442,884 common shares with a nominal value of €0.01 per share. There were no shares issued during the first quarter of 2007.

	Number of shares	Nominal value	Share Capital (in thousands of €uro)	Additional paid-in capital (in thousands of €uro)
<b>As of December 31, 2006 and March 31, 2007</b>	<b>50,442,884</b>	<b>€0.01</b>	<b>€504</b>	<b>€38,387</b>

**9) Stock-based payments**

The subscription price for a share covered by an option/(purchase commitment) is denominated in Euros and will be equal to 80% of the closing price on Euronext Paris during the 20 consecutive days of trading preceding the date of grant of the option.

During the first quarter of 2007, outstanding stock options were as follows:

	Average Exercise Price	Number of Share Options
<b>As of December 31, 2006</b>	<b>€0.49</b>	<b>1,475,000</b>
Granted	€0.97	50,000
Exercised	€0.42	0
Expired	€2.24	0
<b>As of March 31, 2007</b>	<b>€0.73</b>	<b>1,525,000</b>
Not exercisable	€0.97	(621,000)
Exercisable	€0.58	904,000

The following are the maturities and prices for the stock options available at March 31, 2007:

Year of maturity	Average exercise price	Number of Share Options
2014	€0.21	100,000
2015	€0.27	400,000
2016	€0.97	354,000
2017	€0.97	50,001

On January 1, 2007 54,000 options vested. These options were part of the 600,000 options that were granted on June 30, 2006. As a result of this vesting, non-exercisable options have decreased to 621,000 options. On February 26, 2007, 50,001 options were granted of which all vested with effect of the date of grant.

**10) Financial Liabilities  
(in thousands of Euro)**

	March 31, 2007	December 31, 2006
Macquarie Bank Limited loan	1,317	1,774
Golden Star loan	2,655	2,613
Other financial debt	3,063	3,003
Derivative financial instruments	8,090	7,518
<b>Total non-current financial liabilities</b>	<b>€15,125</b>	<b>€14,908</b>
Macquarie loan	1,865	1,936
Accrued interest on loans	41	124
Derivative financial instruments	2,849	3,548
<b>Total current financial liabilities</b>	<b>€ 4,755</b>	<b>€ 5,608</b>

### 10.1) Macquarie Bank Limited loan

The Company's bank borrowings comprise a loan from Macquarie Bank Limited ("Macquarie"). This was drawn in two tranches:

The first tranche of \$6 million was drawn on January 7, 2005, and used to pay the first installment of the Rosebel purchase price. The loan principal is repayable in nine equal quarterly installments of \$666,667 commencing 29 July 2005. Final maturity is 29 July 2007. A second tranche of \$3 million was drawn on September 30, 2005, and used to pay part of the second installment of the Rosebel purchase price. The principal amount is repayable in five equal quarterly installments of \$600,000 commencing 29 October 2007. Final maturity is 29 October 2008.

The applicable interest rate is LIBOR (London Interbank Offered Rate) plus 2.5% p.a.

The Company is required to respect certain financial ratios during the period of the loan. Also, as a condition of the loan, the Company was required to implement a program of forward sales of gold (see note 10.4). At March 31, 2007, the Company was in full compliance with these financial ratios.

On April 26, 2007, Macquarie and the Company agreed to postpone the principal payment due on April 29, 2007 until January 29, 2009. A fee of \$13,333 is payable to Macquarie at that time.

### 10.2) Golden Star loan

On September 30, 2005, the Company borrowed \$3.0 million from Golden Star to assist in paying the second installment of the Rosebel royalty acquisition price. The loan carried interest until December 31, 2005 at the rate of 6% p.a. payable quarterly and thereafter at 12% p.a. until full repayment. This loan is subordinated to the Macquarie loan and principal repayment may not be made until the Macquarie loan is fully repaid, except from funds derived other than from the Rosebel royalty.

The interest capitalized at March 31, 2007 amounted to €404,000 (€360,000 at December 31, 2006). On March 23, 2007, EURO concluded a memorandum of understanding with Golden Star in terms of which Golden Star, subject to certain conditions, agree to provide an underwriting commitment of \$5 million to support a rights issue., EURO agreed that it would repay capital and interest then accrued from the proceeds of such a rights issue to which Golden Star provided this commitment.

### 10.3) Other financial liabilities

Other financial liabilities represent the estimated contingent liability to Golden Star in respect to future additional purchase price consideration for the Rosebel Royalty. This contingent liability is reflected in adjustment of the acquisition price for Rosebel.

### 10.4) Derivative financial instruments

For the purpose of the Macquarie financing, the EURO was required to hedge a portion of the Rosebel royalty revenue against fluctuations in the market price for gold. EURO therefore concluded two forward sale agreements for gold:

A forward sale agreement for 57,000 ounces of gold for settlement in 10 equal calendar quarter amounts of 5,700 ounces, commencing January 2005, settling 29 days after each calendar quarter at \$421 per ounce.

A second forward sale agreement for 57,000 ounces of gold for settlement in 10 equal calendar quarter amounts of 5,700 ounces, commencing July 2007, settling 29 days after each calendar quarter at \$458.50 per ounce.

The contracts provide that when the quarterly average of the London PM gold price is less than the settlement price, Macquarie pays EURO the difference between the average price and the contractual price for 5,700 ounces of gold. Conversely, when the quarterly average of the London PM gold price is higher than the contractual price, EURO pays the financial institution the difference between the average price and the settlement price for 5,700 ounces of gold.

During the quarter ended March 31, 2007, the quarterly average of the London PM gold price exceeded \$421 per ounce and the Group paid Macquarie \$1.3 million (€979,000) in settlement of the contracts for that calendar quarter.

At March 31, 2007 the fair value of the forward sale agreements for gold amounted to \$14.587 million (€10.9 million) (compared to \$14.610 million, or €11.1 million at December 31, 2006) resulting in a gain of \$23,000 (€18,000). The Group has decided to account for this financial instrument at fair value through the income statement.

### 11) Trade payables and other current liabilities (in thousands of €uro)

	March 31 2007	December 31 2006
Trade payables	443	489
Tax and social security liabilities	19	18
Golden Star	2	34
Gold hedge liabilities	979	831
Other liabilities <sup>1</sup>	21	28
<b>Total</b>	<b>€1,464</b>	<b>€1,400</b>

<sup>1</sup> Other liabilities mainly comprise directors' fees due in respect of the first quarter 2007

### 12) Revenue from ordinary activities and other operating income (in thousands of €uro)

	For the quarter ended	
	March 31, 2007	March 31, 2006
Provision of services	-	-
Rosebel royalties	1,231	1,528
Other operating income	110	51
<b>Total</b>	<b>€1,341</b>	<b>€1,579</b>

Revenue from ordinary activities is derived from two categories of activity:

- royalties related to the operation of the Rosebel mine
- royalties related to mining operations by third parties in French Guiana
- The predominant source of revenue from ordinary activities is from royalties related to operations at the Rosebel mine.

**13) Operating expenses**

Operating expenses mainly comprise:

- administrative expenses, including management fees,
- directors' fees.
- fees related to the preparation and audit of the unconsolidated and consolidated financial statements,
- legal fees,
- costs relating to the reporting obligations of the Company in France and Canada.

**14) Depreciation and amortization expenses**  
(in thousands of €uro)

	For the quarter ended	
	March 31, 2007	March 31, 2006
Amortization charge in respect of intangible assets	105	200
Depreciation charge in respect of plant, property and equipment	1	2
<b>Total</b>	<b>€106</b>	<b>€203</b>

**15) Financial income and expenses**  
(in thousands of €uro)

	For the quarter ended	
	March 31, 2007	March 31, 2006
Other investment income	4	7
Foreign exchange gain	20	17
<b>Total financial income</b>	<b>€24</b>	<b>€24</b>
Interest on Macquarie loan	78	106
Effect of discounting other financial debt	92	88
Interest on Golden Star loan	69	150
Foreign exchange loss	20	2
Financial instrument expenses/(gain)	(18)	4,407
Gold hedge expenses	996	629
<b>Total financial expenses</b>	<b>€1,237</b>	<b>€5,383</b>
<b>Net financial income (expense)</b>	<b>€(1,213)</b>	<b>€(5,359)</b>



**16) Tax****16.1) Tax Reconciliation**  
(in thousands of Euro)

Reconciliation of the theoretical tax liability calculated at the tax rate applicable to corporations in France may be reconciled to the effective tax as follows:

	Quarter ended March 31, 2007
<b>Profit (loss) before tax</b>	<b>€481</b>
Theoretical tax calculated at the legal rate applicable in the country of each subsidiary	(160)
Tax related to non-taxable revenue items	(12)
Tax related to non-deductible expenses	-
Tax related to permanent differences	13
Utilization of tax losses carried forward	-
Other	8
Translation adjustment	-
<b>Effective tax</b>	<b>€151</b>

The corporate income tax rate applied for fiscal year 2007 is 33 1/3%.

**16.2) Tax Recovery**  
(in thousands of Euro)

Corporate income tax recovery comprises the following:

	Quarter ended March 31, 2007
Current income tax recovery/(expense)	-
Deferred tax recovery on temporary differences and tax losses carried forward	151
<b>Total</b>	<b>€151</b>

**16.3) Deferred tax assets**

Deferred tax assets amount to €7.54 million. The principal categories of deferred tax assets are:

- **Tax losses carried forward** of EURO and SOTRAPMAG, amounting to €10.6 million generating a deferred tax asset of €3.53 million.
- **Temporary difference:**  
Deferred tax asset arising from gold forward sale contracts: €4.0 million.

Losses carried forward have been utilized on the basis of the business plan presented by management, which provide reasonable reassurance that these losses carried forward may be offset against future taxable income, within the immediate future (less than 5 years).

## 17) Earnings per share

Earnings per share are calculated based on the consolidated net income attributable to the group divided by the average number of shares of the parent company in issue during the fiscal year (excluding treasury stock).

	For the quarter ended	
	March 31, 2007	March 31, 2006
Net profit (loss) attributable to holders of common shares	€ (330,000)	€ (2,860,000)
Weighted average number of common shares	50,442,884	49,402,884
<b>(Loss) per share (€/share)</b>	<b>€(0.007)</b>	<b>€(0.058)</b>

## 18) Related parties

Information on Related Parties:

	Golden Star Resources Ltd.	Xystus Holdings Corp. Ltd.
<b>Presentation of related parties</b>	EURO Ressources shareholder	XYSTUS which owns 7.74% of EURO: James H. Dunnnett is the beneficial owner and chief executive of Xystus
<b>Nature of relationship between related parties</b>	Loan of \$3.54 million – see note 10.2. Contingent payable for additional Rosebel purchase consideration – see note 10.3	Management fees payable by EURO to Xystus for the services of Mr. Dunnnett as Directeur-Général.
<b>Balance, maturity date and repayment terms</b>	See notes 10.2 and 10.3	Not applicable

## 19) Post balance sheet events

On April 26, 2007, Macquarie and the Company agreed to defer until January 29, 2009, the repayment of principal of the Macquarie loan otherwise due on April 29, 2007.

On March 14, 2007, EURO entered into a letter agreement with Patricia Mining Corp. ("PAT"), whereby PAT granted to EURO an exclusivity period in which to complete due diligence in respect of a proposed acquisition of PAT. On May 10, 2007, following a period of due diligence, EURO elected not to proceed with the proposed acquisition.

## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis is prepared as at May 14, 2007 and should be read in conjunction with, and is qualified by, our consolidated financial statements and related notes, for the periods indicated. The financial statements have been prepared in €uro and in accordance with International Financial Reporting Standards.

### INTRODUCTION

EURO Ressources S.A. ("EURO" or the "Company") is a French company and is listed on Euronext in Paris. In accordance with French regulations, the Company is obligated to prepare its consolidated accounts in €uro, and the €uro is therefore the presentation currency for its consolidated financial statements. The functional currency of EURO is the United States dollar which is the denominational currency for its major transactions, such as income from royalties and its term loans. Therefore, management has presented certain data in the MD&A in US dollars.

The currency exchange rate used to present the financial statements in €uro is €1 = \$1.3335 for balance sheet items (€1 = \$1.3202 as at December 31, 2006). The average currency exchange rate for the quarter ended March 31, 2007, used to present the consolidated income and cash flows statements, is €1 = \$1.3104 (€1 = \$1.20256 for the first quarter in 2006).

### STATEMENTS REGARDING FORWARD-LOOKING INFORMATION

This Quarterly Report contains forward-looking statements, with respect to our financial condition, results of operations, business prospects, plans, objectives, goals, strategies, future events, capital expenditure, and exploration and development efforts. Words such as "anticipates", "expects", "intends", "plans", "forecasts", "projects", "budgets", "believes", "seeks", "estimates", "could", "might", "should", and similar expressions identify forward-looking statements. Although we believe that our plans, intentions and expectations reflected in these forward-looking statements are reasonable, we cannot be certain that these plans, intentions or expectations will be achieved. Actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained in this Quarterly Report. These statements include comments regarding: the establishment and estimates of mineral resources, exploration spending, the closing of certain transactions including acquisitions and offerings and expectations of future participation rights payments.

### RESULTS OF OPERATIONS

#### Overview

EURO's principal business is to own royalty and similar interests on operating gold mines. We currently own a royalty (the "Rosebel Royalty") on the Rosebel gold mine in Suriname which is owned and operated by IAMGOLD Corporation ("IAMGOLD"). We receive quarterly royalty payments from IAMGOLD. We are actively seeking to acquire additional royalty rights. We continue to own certain gold exploration properties and property interests in French Guiana: in March 2007 we reached an agreement in principle with Golden Star Resources Ltd. ("Golden Star"), as discussed below, on our Paul Isnard property in French Guiana. Under this agreement, Golden Star has committed to expedite its exploration and feasibility studies on the property.

Prior to 2005, our business was solely gold and diamond exploration in French Guiana.

#### First quarter of 2007 compared to the first quarter of 2006

We recognized €1.34 million of revenue in the quarter ended March 31, 2007, compared to €1.58 million of revenue in the first quarter of 2006. Substantially all of this revenue is income from the Rosebel Royalty. The Rosebel Royalty in the first quarter this year was negatively impacted by the illegal work stoppage at the Rosebel gold mine between January 26 and February 16, although the resulting shortfall in production was partially offset by an average gold price 17% higher in the first quarter this year compared to the first quarter last year (\$650 in Q1 2007 compared with \$554 in Q1 2006). The Rosebel gold mine produced 47,610 ounces of gold in the first quarter this year, a 37% decrease from the 75,135 ounces produced in the first quarter last year. Hedging costs associated

the revenue were €1.0 million in the first quarter of 2007, compared with hedging costs in the first quarter of 2006 of €0.6 million. After adjusting for these realized hedging losses, net revenue from the lower production at Rosebel was €0.35 million in the first quarter this year, substantially below the net revenue of €0.95 million for the same quarter last year.

General and administrative expenses were €0.5 million for the quarter (Q1 2006: €0.3 million). This increase reflects continuing high legal and accounting expenses associated with the dual listing on the Euronext, and the Toronto Stock Exchange and compliance with dual regulations, as well as expenses related to potential new business and capital raising activities. The reduction in interest expense, €0.15 million this quarter compared with €0.25 million in Q1 2006, reflects less interest on the reduced debt to Macquarie Bank Limited ("Macquarie") following repayments over the year.

The decrease in amortization expenses to €0.10 million (Q1 2006: €0.20 million) reflects the lower gold production from Rosebel, as noted above, and an increase in the reserve base of the Rosebel Royalty with a corresponding decrease in amortization expense per ounce produced. The charge of €0.09 million for debt accretion (Q1 2006: €0.08 million) relates to the accounting treatment for the deferred component of the Rosebel Royalty purchase consideration.

Notwithstanding the economic effectiveness of the derivatives used to hedge certain of the future cash flow from the Rosebel Royalty, in support of our loan repayment obligations, we have recognized fair value of these derivatives against income, being the total unrealized mark-to-market losses of our outstanding gold hedge position. There was an unrealized mark-to-market derivative gain of €18,000 in the first quarter this year compared with a mark-to-market loss of €4.4 million in the first quarter last year, before tax adjustments. These gains and losses do not affect our current cash-flow. If hedge accounting had been available, these prospective losses would have been brought to account against the matching income, and the contango costs inherent in the mark-to-market loss now reflected against income would not arise. The large swing in the unrealized mark-to-market derivative position between the two quarters reflects the changing gold market between those quarters.

We have recognized a future tax credit of €0.15 million for the first quarter of 2007, compared with a future tax credit of €1.43 million in the first quarter last year. The resultant net loss of €0.33 million compares to a loss of €2.86 million in the first quarter 2006.

## OUTLOOK

Over the next 12 months, the Rosebel Royalty is expected to provide cash flow to the Company of about \$10.0 million at current gold prices of around \$685 per ounce, offset by an estimated liquidated hedging expense of approximately \$5.0 million. Following the illegal work stoppage at Rosebel and in order to maintain an adequate level of liquidity, EURO and Macquarie agreed to deferment of until January 29, 2009 of the principal repayment of otherwise due April 29.

Additional fair value losses, primarily reflecting increased gold prices, may adversely affect our stated earnings; however this accounting treatment will not adversely impact cash-flow. We expect our cash-flow will be adequate to meet all corporate and related expenses, including debt service.

## KEY FINANCIAL DATA

The key financial information for the first quarter 2007 and 2006 is presented in the following tables:

### In thousands of Euro except per share data

Total Revenue	€ 1,341	€ 1,579
Loss on derivatives	(996)	(629)
Total Revenue less loss on derivatives	345	950
Net Loss	€ (330)	€ (2,860)
Net (loss) per share, basic and fully diluted	€ (0.007)	€ (0.058)
Total assets	€ 19,736	€ 20,489
Total long-term financial liabilities	€ 15,125	€ 14,908
Cash dividends declared	Nil	Nil

	2007 Q1	2006 Q1
Total Revenue	€ 1,341	€ 1,579
Loss on derivatives	(996)	(629)
Total Revenue less loss on derivatives	345	950
Net Loss	€ (330)	€ (2,860)
Net (loss) per share, basic and fully diluted	€ (0.007)	€ (0.058)
Total assets	€ 19,736	€ 20,489
Total long-term financial liabilities	€ 15,125	€ 14,908
Cash dividends declared	Nil	Nil

The quarterly data for the first quarter of 2007 and 2006 reflect the exchange rates used in the Financial Statements to convert US dollar amounts to Euro. Other periods reflect a conversion of our results expressed in US dollars, converted to Euro at the average exchange rate for the respective financial year.

**In thousands of Euro  
except per share data**

	<b>2007 Q1</b>	<b>2006 Q4</b>	<b>2006 Q3</b>	<b>2006 Q2</b>
Total Revenues less loss on derivatives	€ 345	€ 1,277	€ 1,122	€ 1,032
Cash provided by/(used) in operating activities	145	107	511	526
Net profit/(loss)	€ (330)	€ (790)	€ 1,710	€ (844)
Net profit/(loss) per share, basic	€(0.007)	€(0.015)	€0.03	€(0.020)
fully diluted – per share			€0.03	

**In thousands of Euro  
except per share data**

	<b>2006 Q1</b>	<b>2005 Q4</b>	<b>2005 Q3</b>	<b>2005 Q2</b>
Total Revenues less loss on derivatives	€ 950	€ 1,124	€ 879	€ 842
Cash provided by/(used) in operating activities	254	77	516	989
Net profit/(loss)	€(2,860)	€2,344	€(2,492)	€ 60
Net profit/(loss) per share, basic	€(0.058)	€0.037	€(0.056)	€0.002
fully diluted – per share		€0.011		€0.002

## LIQUIDITY AND CAPITAL RESOURCES

Consolidated cash at March 31, 2007 was €0.9 million, including €0.23 million restricted cash. We expect to have sufficient cash flow to fund our on-going operational needs and provide sufficient resources to advance acquisition opportunities.

As a consequence of not recording the contingent Rosebel Royalty for future periods in 2007 as a current receivable, we report a working capital deficiency. Since we anticipate that the Rosebel Royalty will be paid on the forecast production at Rosebel for the balance of the year, and our hedging program assures certain minimum revenue on the first 5,700 ounces of production each quarter, we have adequate liquidity to meet our obligations as they become due.

We intend to seek additional acquisitions of gold mineral interests and will likely require additional capital to complete any such transaction. In addition to established cash-flow, we anticipate arranging a combination of equity and debt transactions as sources of capital. There remains no assurance we can obtain additional funding at acceptable prices.

## HEDGING

As required by the loan agreement with Macquarie, we entered into a cash-settled forward sales agreement in January 2005 and sold 5,700 ounces of gold to Macquarie each calendar quarter, beginning March 31, 2005 and every calendar quarter thereafter thru June 30, 2007. During the third quarter 2005, we entered into a further cash settled forward sales contract and sold a further 5,700 ounces of gold to Macquarie each calendar quarter, beginning in the third quarter of 2007

until December 31, 2009. In both contracts, cash settlement occurs on the 29<sup>th</sup> day of the month following the calendar quarter.

In terms of these cash settled forward sales contracts, when the average price of the London PM gold fix for the calendar quarter is less than the contract price, the financial institution will pay an amount to EURO equal to the difference between the average price for that quarter and the contract times 5,700 ounces. If the prior calendar quarter average price exceeds the contract price per ounce we will pay the financial institution an amount equal to the difference between the average price and the contract price per ounce times 5,700 ounces. The contract price for the initial cash settled forward sales contract is \$421 and \$458.50 for the second series contract.

The hedge is structured to reflect and offset the variable nature of the gold price used in calculating the amount due to the Company in terms of the Rosebel Royalty, to the extent of attributable production of 57,000 ounces per quarter. Attributable gold production in the first quarter of 2007 (after the deduction of the government royalties) was 46,658 ounces. The London PM gold fix averaged \$649.82 per ounce during the first quarter of 2007, resulting in a liquidated derivative loss of €1.0 million with respect to gold hedging for that quarter.

We have the following gold derivative contracts outstanding at March 31, 2007:

	Maturity Date of Gold Forward Contracts			
	2007	2008	2009	Total
Ounces of gold	17,100	22,800	22,800	62,700
Average Price	\$446.00	\$458.50	\$458.50	\$455.09

## DEBT AND CONTRACTUAL OBLIGATIONS

The amounts shown below, which are all payable in US dollars, are undiscounted to show full expected cash requirements, in thousands of dollars in respect to debt and contractual obligations.

In thousands of US\$	Payments Due by Period				
	Total	< 1 Year	1- 3 Years	4- 5 Years	> 5 Years
Golden Star Resources Ltd.	\$4,385	\$ 0	\$3,540	\$ 110	\$ 735
Macquarie Bank Limited	4,334	2,467	1,867	0	0
<b>Total</b>	<b>\$8,719</b>	<b>\$2,467</b>	<b>\$5,407</b>	<b>\$ 110</b>	<b>\$ 735</b>

## SHARE CAPITAL

As at March 31, 2007 and the date of this report, we had 50,442,884 common shares outstanding with a par value of €0.01 per share.

### Common Shares – as of March 31, 2007 and the date of this report:

	€	\$
Par	504	672
Premium	<u>38,387</u>	<u>51,189</u>
Total Share Capital	<u>€38,891</u>	<u>\$51,861</u>

**CRITICAL ACCOUNTING ESTIMATES**

Preparation of our consolidated financial statements requires the use of estimates and assumptions that can affect reported amounts of assets, liabilities, revenues and expenses. Accounting policies relating to current and future values, depreciation, depletion and amortization of bank loans, future royalty payments, equipment, and expense accruals are subject to estimates and assumptions regarding reserves, gold recoveries, future gold prices and future mining activities.

The Rosebel Royalty acquired from Golden Star has been capitalized as the net present value of the future consideration to be paid to Golden Star, calculated at an annual discount rate of 12%, being the marginal borrowing rate for the Company. In determining the payments to be made, the reserve and resource components of the Rosebel gold mine have been reviewed by a Qualified Person who prepared the Company's report in terms of Canadian National Instrument 43-101. Based on this report, the calculation has utilized 100% of the Proven and Probable Reserves, 67% of the Indicated Resources and 33% of the Inferred Resources.

We have written off substantially all of our investments in exploration properties based upon our previous assessments of the amounts recoverable from these properties. We continue to retain title to certain properties after impairment write-offs as future events and discoveries may ultimately prove that they have significant value.

**CHANGE IN APPLICATION OF ACCOUNTING POLICY**

Prior to the 2005 year-end, we changed the application of our hedge accounting policies to record mark-to-market assets and liabilities on our derivative gold hedges against income in the period they arise. Historically, we had formally documented all relationships between the hedging instruments and hedged items with the intention of presenting our derivatives as an effective hedge and accounting for them as qualifying for hedge accounting. As a consequence of this change, we amended and restated our quarterly results for the first three quarters of 2005.

**RELATED PARTY TRANSACTIONS**

Prior to December 2006 Golden Star was the parent company of EURO (until June 2006) or its largest shareholder (until December 2006). Mr. James H. Dunnett, Directeur-Général, provides services to the Company through Xystus Holdings Corp. Ltd., of which Mr. Dunnett is chief executive and which is a 7.74% shareholder of EURO.

**DISCLOSURE CONTROLS AND PROCEDURE**

The Company has limited employees and subsidiary activities. Accordingly, the Directeur-Général and Vice Président Finance have reasonable assurance that material information relating to the Company and its consolidated subsidiaries are known to them and the Directeur-Général and Vice Président Finance have concluded that the Company's disclosure controls and procedures are effective.

**TRANSACTIONS INVOLVING GOLDEN STAR RESOURCES LTD.****Memorandum of Understanding**

On March 26, 2007, EURO entered into a memorandum of understanding with Golden Star regarding:

- i) an amendment to the previous agreement with Golden Star for the acquisition of the Paul Isnard concessions and exploration permit held by EURO in French Guiana;
- ii) the granting to EURO of an Option to settle for a single cash payment the remaining contingent payments payable in terms of the Rosebel acquisition agreement;
- iii) the agreement by Golden Star, subject to certain conditions, to provide an underwriting commitment of \$5 million to a rights issue by EURO; and
- iv) the agreement by EURO to repay the outstanding principal and interest due to Golden Star by EURO from the proceeds of a rights issue underwritten per (iii).



Further details of the agreement in respect of Paul Isnard properties and the Rosebel contingent payment Option are as follows:

#### **Paul Isnard exploration properties in French Guiana**

Under the amendment to the previous agreement with Golden Star on the Paul Isnard concessions and PER (the "Properties") held by EURO in French Guiana, Golden Star has agreed to certain exploration and development commitments and will pay a royalty on production as the purchase price of the transaction.

The principal terms of the agreement are:

- EURO will receive royalty payments from production on the Properties calculated as to:
  - 10% on the first two million ounces of production
  - 5% on the next three million ounces of production

in both cases multiplied by the market price of gold in excess of \$400/ounce. The market price of gold being determined as the simple average of the London PM gold fix for each calendar quarter.

- By November 2007, Golden Star will spend €1,215,000 on the Paul Isnard exploration permit held by EURO.
- Golden Star undertakes to complete a feasibility study on at least one project on the Properties within 12 months.
- Subject to a positive feasibility study, Golden Star will commence commercial production within 30 months.
- In the event of commercial production being delayed, Golden Star will pay advance royalties of \$1 million per annum.

#### **Rosebel Royalty**

Golden Star has granted an option to EURO to purchase the contingent future additional purchase payments due by EURO to Golden Star under the Rosebel Royalty purchase agreement. This Option provides for a cash payment of \$4,150,000 on or before June 30, 2007 with a right to extend the option period to December 31, 2007 for an addition of \$250,000 to the Option price for each quarter's deferral. The contingent future additional purchase payments to Golden Star are related to future production from Rosebel in excess of 2MM ounces of attributable production. Although such production is not expected to be achieved until 2010, the total additional payments to Golden Star could amount to \$20 million on production of the full 7 million attributable ounces of gold subject of the Rosebel Royalty.

#### **TRANSACTION INVOLVING PATRICIA MINING CORP.**

On March 14, 2007, EURO entered into a letter agreement with Patricia Mining Corp. ("PAT"), whereby PAT granted EURO an exclusivity period in which to complete due diligence in respect of a proposed acquisition of PAT for cash. On May 10, 2007, following a period of due diligence, EURO elected not to renew the letter agreement with PAT.

#### **ADDITIONAL INFORMATION**

Additional information relating to EURO Ressources S.A. is available on SEDAR at [www.sedar.com](http://www.sedar.com). Information related to the Rosebel Royalty can be found at IAMGOLD's website at [www.iamgold.com](http://www.iamgold.com). Further requests for information should be addressed to:

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