



CARDERO RESOURCE CORP.

(An Exploration Stage Company)

(Unaudited – Prepared by Management)

JULY 31, 2008

**NOTICE OF NO AUDITOR REVIEW OF
INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

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CARDERO RESOURCE CORP.
(AN EXPLORATION STAGE COMPANY)
Consolidated Financial Statements
(Unaudited – Prepared by management)

July 31, 2008

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CARDERO RESOURCE CORP.
(AN EXPLORATION STAGE COMPANY)
Consolidated Balance Sheets
(Unaudited – Prepared by management)

	July 31, 2008	October 31, 2007
		(audited)
ASSETS		
Current		
Cash and cash equivalents	\$ 5,615,189	\$ 824,484
Accounts receivable (note 8)	2,330,858	2,369,419
Prepaid expenses	381,722	150,073
Total Current Assets	8,327,769	3,343,976
Equipment (note 4)	62,328	71,404
Investments (note 5)	6,947,240	10,100,000
Resource Properties (note 6)	23,044,519	20,549,336
Total Assets	\$ 38,381,856	\$ 34,064,716
LIABILITIES		
Current		
Accounts payable and accrued liabilities (note 8)	\$ 473,054	\$ 594,056
SHAREHOLDERS' EQUITY		
Capital Stock	68,616,475	55,473,921
Contributed Surplus	10,390,709	8,490,791
Accumulated Other Comprehensive Income	4,283,960	5,520,000
Deficit	(45,382,342)	(36,014,052)
Total Shareholders' Equity	37,908,802	33,470,660
Total Liabilities and Shareholders' Equity	\$ 38,381,856	\$ 34,064,716

Nature of operations (note 1)

Commitment (note 11)

Subsequent events (note 12)

Approved on behalf of the Board:

"Henk Van Alphen"

..... Director

Henk Van Alphen

"Lawrence W. Talbot"

..... Director

Lawrence W. Talbot

CARDERO RESOURCE CORP.
(AN EXPLORATION STAGE COMPANY)
Consolidated Statements of Operations
(Unaudited – Prepared by management)

	Three Months Ended		Nine Months Ended	
	July 31		July 31	
	2008	2007	2008	2007
		(restated – Note 3)		(restated – Note 3)
Administrative Expenses				
Investor relations	\$ 190,086	\$ 198,740	\$ 745,204	\$ 618,956
Professional fees (note 8)	207,821	102,467	588,062	486,458
Salaries	1,277,324	309,680	1,985,660	1,732,429
Property evaluations	62,195	414,154	344,328	1,057,324
Insurance	24,015	42,737	119,749	127,802
Office costs	201,730	207,622	601,500	584,272
Regulatory and transfer agent fees	11,276	4,703	99,355	152,727
Consulting fees (note 8)	1,002,731	92,792	1,345,810	473,061
Amortization	7,578	18,421	17,833	53,401
Loss Before Other Items	(2,984,756)	(1,391,316)	(5,847,501)	(5,286,430)
Other Gain(Loss) Items				
Interest income	14,721	59,079	35,741	229,918
Write-off of resource properties	(1,522,908)	-	(2,206,273)	(52,958)
Gain on sale of investment (note 5)	81,014	-	147,976	1,818,236
Foreign exchange gain (loss)	247,111	(146,902)	341,767	(182,966)
Unrealized gain (loss) on derivative investment (note 3 and 5)	420,000	460,000	(1,840,000)	1,420,000
	(760,062)	372,177	(3,520,789)	3,232,230
Net Loss for Period	(3,744,818)	(1,019,139)	(9,368,290)	(2,054,200)
Loss Per Share (note 2(i))	\$ (0.07)	\$ (0.02)	\$ (0.18)	\$ (0.04)
Weighted Average Number of Shares Outstanding	56,380,780	47,297,635	52,691,828	46,136,450

CARDERO RESOURCE CORP.
(AN EXPLORATION STAGE COMPANY)
Consolidated Statements of Shareholders' Equity
(Unaudited – Prepared by management)

	Share Capital		Deficit	Contributed Surplus	Accumulated Other Comprehensive Income (restated- note 3)	Total Shareholders' Equity
	Shares	Amount				
Balance, October 31, 2006	43,122,439	\$ 49,460,316	\$ (29,412,562)	\$ 6,645,896	-	\$ 26,693,650
Net Loss for the Year			(9,141,490)			(9,141,490)
Other Comprehensive Income						
Unrealized gain on available-for-sale investments					390,000	390,000
Transfer to income of realized gain on sale of investments					(1,710,000)	(1,710,000)
Comprehensive Loss for the Year						(10,461,490)
Adjustment to opening balance – change in accounting policy			2,540,000		6,840,000	9,380,000
Shares issued for cash						
Private placement	3,700,000	5,550,000				5,550,000
Exercise of options	190,000	329,250				329,250
Share issue costs		(281,830)				(281,830)
Shares issued for non-cash						
Reclassification of contributed surplus on exercise of options		121,665		(121,665)		-
Property acquisition	220,000	415,600				415,600
Agent's compensation	89,000	133,500				133,500
Stock-based compensation				1,845,480		1,845,480
Share issue costs		(254,580)		121,080		(133,500)
Balance, October 31, 2007	47,321,439	55,473,921	(36,014,052)	8,490,791	5,520,000	33,470,660
Net Loss for the Period			(9,368,290)			(9,368,290)
Other Comprehensive Income						
Unrealized (loss) on available-for-sale investments					(1,100,382)	(1,100,382)
Transfer to Income of realized gain on sale of investment					(135,658)	(135,658)
Comprehensive Loss for the Period						(10,604,330)
Shares issued for cash						
Exercise of options	948,500	1,741,250				1,741,250
Exercise of Warrants	1,361,908	2,683,816				2,683,816
Private placement	7,501,000	8,251,100				8,251,100
Share issue costs		(866,166)				(866,166)
Shares issued for non-cash						
Reclassification of contributed surplus on exercise of options		653,188		(653,188)		-
Property acquisition	500,000	1,000,000				1,000,000
Agent's compensation	50,000	55,000				55,000
Stock-based compensation				2,232,472		2,232,472
Share issue costs		(375,634)		320,634		(55,000)
Balance, July 31, 2008	57,682,847	\$ 68,616,475	\$ (45,382,342)	\$ 10,390,709	\$ 4,283,960	\$ 37,908,802

CARDERO RESOURCE CORP.
(AN EXPLORATION STAGE COMPANY)
Consolidated Statements of Cash Flows
(Unaudited – Prepared by management)

	Three Months Ended		Nine Months Ended	
	July 31		July 31	
	2008	2007	2008	2007
		(restated – Note 3)		(restated – Note 3)
Operating Activities				
Net loss for period	\$ (3,744,818)	\$ (1,019,139)	\$ (9,368,290)	\$ (2,054,200)
Items not involving cash				
Amortization	7,578	18,421	17,833	53,401
Stock-based compensation	1,920,948	49,045	2,232,472	1,067,738
Write-off of resource properties	1,522,908	-	2,206,273	52,958
Gain on sale of investment	(81,014)	-	(147,976)	(1,818,236)
Unrealized (gain) loss on derivative investments	(420,000)	(460,000)	1,840,000	(1,420,000)
Changes in Non-Cash Working Capital Items				
Accounts receivable	(228,148)	(748,027)	38,561	(1,038,144)
Prepaid expenses	(190,156)	(46,282)	(231,651)	85,570
Accounts payable and accrued liabilities	33,291	(150,401)	(12,850)	(267,935)
Cash Used in Operating Activities	(1,179,411)	(2,356,383)	(3,425,628)	(5,338,848)
Investing Activities				
Investment in and expenditures on resource properties	(1,771,641)	(1,111,875)	(3,809,609)	(3,599,792)
Proceeds from sale of investment in ITH	132,144	-	224,699	2,378,236
Investment in Trevali Resources Corp.	-	-	-	(100,000)
Purchase of equipment	(5,801)	(22,720)	(8,757)	(29,437)
Cash Provided by (Used in) Investing Activities	(1,645,298)	(1,134,595)	(3,593,667)	(1,350,993)
Financing Activities				
Proceeds from shares issued	3,540,066	42,500	12,676,166	5,879,250
Share issue costs	(3,478)	-	(866,166)	(286,247)
Cash Provided by Financing Activities	3,536,588	42,500	11,810,000	5,593,003
Increase (Decrease) in Cash and Cash Equivalents	711,879	(3,448,478)	4,790,707	(1,096,838)
Cash and Cash Equivalents, Beginning of Period	4,903,310	6,857,805	824,484	4,506,165
Cash and Cash Equivalents, End of Period	\$ 5,615,189	\$ 3,409,327	\$ 5,615,189	\$ 3,409,327
Supplemental Cash Flow Information				
Accounts payable related to property expenditure	\$ 167,329	\$ 218,747	\$ 167,329	\$ 218,747
Shares issued for property option payments	\$ -	\$ -	\$ 1,000,000	\$ 380,000
Shares issued for brokers' commission	\$ -	\$ -	\$ 55,000	\$ 133,500
Interest and income tax paid	\$ -	\$ -	\$ -	\$ -
Cash and cash equivalents				
Consists of:				
Cash	\$ 2,115,189	\$ 1,609,327	\$ 2,115,189	\$ 1,609,327
Term deposits	\$ 3,500,000	\$ 1,800,000	\$ 3,500,000	\$ 1,800,000

CARDERO RESOURCE CORP.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
For the Nine Months ended July 31, 2008 and 2007
(Unaudited – Prepared by Management)

1. NATURE OF OPERATIONS

Cardero Resource Corp. and its subsidiaries are engaged in the exploration of mineral properties, primarily in Mexico, Peru and Argentina and the United States. The Company considers itself to be an exploration stage company.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that any of the Company's current or future exploration programs will result in profitable mining operations. The recoverability of amounts shown for resource properties is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete their development and exploitation, and future profitable operations or sale of the properties. The investment in and expenditures on resource properties comprise a significant portion of the Company's assets.

These consolidated financial statements were prepared on a "going-concern" basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business. As of July 31, 2008, the Company had working capital of \$7,854,715 (October 31, 2007 - \$2,749,920). The Company does not currently hold any revenue-generating properties and thereby continues to incur losses. The Company has an accumulated deficit of \$45,382,342 as at July 31, 2008 (October 31, 2007 - \$36,014,052).

The Company's ability to discharge its liabilities and fulfill its commitments as they come due is dependent upon its success in obtaining equity financing and, ultimately, on locating economically recoverable ore resources and attaining profitable operations. Failure to continue as a going-concern would require the restatement of assets and liabilities on a liquidation basis, which could differ materially from the going-concern basis.

These financial statements do not reflect adjustments that would be necessary if the going-concern assumptions were not appropriate because management believes that actions taken or planned will mitigate the adverse conditions that raise doubts about the Company's viability.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of presentation

These consolidated financial statements include the accounts of Cardero Resource Corp. and its wholly-owned integrated subsidiaries, Cardero Argentina, S.A. ("Cardero Argentina"), Minerales Y Metales California, S.A. de C.V. ("MMC"), Cardero Iron Ore Company Ltd., Cardero Peru S.A.C. ("Cardero Peru"), Cerro Colorado Development Ltd. and Compania Minera Cardero Chile Limitada ("Cardero Chile") (collectively, the "Company"). All significant inter-company transactions and balances have been eliminated.

These financial statements are prepared in accordance with Canadian generally accepted accounting principles and are stated in Canadian dollars.

(b) Cash and cash equivalents

Securities with original maturities of three months or less are considered to be cash equivalents, at cost. The securities are highly liquid, can be converted to cash at any time, and are held at a Canadian Chartered bank.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(c) Use of estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles 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. Areas requiring the use of estimates include the rates of amortization for equipment, the recoverability of resource property interests, the assumptions used in the determination of the fair value of stock-based compensation and the determination of the valuation allowance for future income tax assets and accruals. Management believes the estimates are reasonable; however, actual results could differ from those estimates and would impact future results of operations and cash flows.

(d) Amortization

Amortization of equipment is recorded on a declining-balance basis at the following annual rates:

Computer equipment	-	30%
Office equipment	-	20%

Additions during the year are amortized at one-half the annual rates.

(e) Investments

Investments other than derivatives are classified as available-for-sale, and are carried at quoted market value, where applicable, or at an estimate of fair value. Resulting unrealized gains or losses, net of applicable income taxes, are reflected in other comprehensive income, while realized gains or losses are included in operations. Share purchase warrants included in investments are classified as derivative financial instruments, and accordingly, unrealized gains or losses, net of applicable income taxes, are included in operations.

(f) Resource properties

The Company capitalizes all costs related to investments in mineral property interests on a property-by-property basis. Such costs include mineral property acquisition costs and exploration and development expenditures, net of any recoveries. Costs are deferred until such time as the extent of mineralization has been determined and mineral property interests are either developed, the property is sold or the Company's mineral rights are allowed to lapse.

All capitalized costs are reviewed, on a property-by-property basis, to consider whether there are any conditions that may indicate impairment. When the carrying value of a property exceeds its net recoverable amount (as estimated by quantifiable evidence of an economic geological resource or reserve or by reference to option or joint venture expenditure commitments) or when, in the Company's assessment, it will be unable to sell the property for an amount greater than the deferred costs, the property is written down for the impairment in value.

From time to time, the Company may acquire or dispose of a mineral property interest pursuant to the terms of an option agreement. As such options are exercisable entirely at the discretion of the optionee, the amounts payable or receivable are not recorded at the time of the agreement. Option payments are recorded as property costs or recoveries when the payments are made or received.

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Notes to Consolidated Financial Statements
For the Nine Months ended July 31, 2008 and 2007
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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(f) Resource properties (continued)

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values.

Capitalized costs are depleted over the useful lives of the properties upon commencement of commercial production, or written off if the properties are abandoned or the applicable mineral rights are allowed to lapse.

(g) Foreign currency translation

The functional currency of the Company is the Canadian dollar. Amounts recorded in foreign currency are translated into Canadian dollars as follows:

- i. Monetary assets and liabilities, at the rate of exchange in effect as at the balance sheet date;
- ii. Non-monetary assets and liabilities, at the exchange rates prevailing at the time of the acquisition of the assets or assumption of the liabilities; and
- iii. Interest income and expenses (excluding amortization, which is translated at the same rate as the related asset), at the average rate of exchange for the period.

Gains and losses arising from this translation of foreign currency are included in the determination of net loss for the period.

(h) Stock-based compensation

The Company accounts for stock-based compensation expense using the fair value based method with respect to all stock-based payments to directors, employees and non-employees, including awards that are direct awards of stock and call for settlement in cash or other assets, or stock appreciation rights that call for settlement by the issuance of equity instruments. Under this method, stock-based payments are recorded as an expense over the vesting period or when the awards or rights are granted, with a corresponding increase to contributed surplus. When stock options are exercised, the corresponding fair value is transferred from contributed surplus to capital stock.

(i) Loss per share

Loss per share amounts have been calculated and presented in accordance with the treasury stock method. Diluted loss per share amounts have not been presented as the effect of outstanding options and warrants is anti-dilutive.

(j) Revenue recognition

Interest income is recorded as earned at the stated rate of interest of the term deposit over the term to maturity.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(k) Asset retirement obligations

The Company recognizes an estimate of the liability associated with an asset retirement obligation (“ARO”) in the financial statements at the time the liability is incurred. The estimated fair value of the ARO is recorded as a long-term liability, with a corresponding increase in the carrying amount of the related asset. The capitalized amount is depleted on a unit-of-production basis over the life of the proved reserves. The liability amount is increased each reporting period due to the passage of time and the amount of accretion is charged to earnings in the period. The ARO can also increase or decrease due to changes in the estimates of timing of cash flows or changes in the original estimated undiscounted cost. Actual costs incurred upon settlement of the ARO are charged against the ARO to the extent of the liability recorded.

(l) Income taxes

The Company follows the asset and liability method of accounting for income taxes. Under this method of tax allocation, future income tax assets and liabilities are determined based on differences between the financial statement carrying values and their respective income tax basis (temporary differences). Future income tax assets and liabilities are measured using the tax rates expected to be in effect when the temporary differences are likely to reverse. The effect on future income tax assets and liabilities of a change in tax rates is included in operations in the period in which the change is enacted or substantially assured. The amount of future income tax assets recognized is limited to the amount of the benefit that is more likely than not to be realized.

(m) Financial Instruments

Effective November 1, 2006, the Company adopted the following new accounting standards issued by the CICA relating to financial instruments. These new standards have been adopted on a prospective basis with no restatement to prior period financial statements.

i. Financial Instruments – Recognition and Measurement (Section 3855)

This standard sets out criteria for the recognition and measurement of financial instruments for fiscal years beginning on or after October 1, 2006. This standard requires all financial instruments within its scope, including derivatives, to be included on a Company’s balance sheet and measured either at fair value or, in certain circumstances when fair value may not be considered most relevant, at cost or amortized cost. Changes in fair value are to be recognized in the statements of operations and comprehensive income.

All financial assets and liabilities are recognized when the entity becomes a party to the contract creating the item. As such, any of the Company’s outstanding financial assets and liabilities at the effective date of adoption are recognized and measured in accordance with the new requirements as if these requirements had always been in effect. Any changes to the fair values of assets and liabilities prior to October 1, 2006 are recognized by adjusting opening deficit or opening accumulated other comprehensive income.

All financial instruments are classified into one of the following five categories: held for trading, held-to-maturity, loans and receivables, available-for-sale financial assets, or other financial liabilities. Initial and subsequent measurement and recognition of changes in the value of financial instruments depends on their initial classification.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(n) Financial Instruments (continued)

i. Comprehensive Income (Section 1530)

Effective November 1, 2006, the Company adopted the CICA Handbook Section 1530, “comprehensive income”, which establishes standards for presentation and disclosure of comprehensive income. Comprehensive income is the overall change in the net assets of the Company for the period, other than changes attributed to transactions with shareholders. It is made up of net income and other comprehensive income. The historical make up of net income has not changed. Other comprehensive income includes gains or losses, which GAAP requires to be recognized in a period, but excluded from net income for that period.

(o) Fair value

The carrying values of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities approximate their fair values because of the short-term maturity of these financial instruments. Investments are carried at quoted market value or equivalent.

(p) Interest rate risk

The Company is not exposed to significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

(q) Credit risk

The Company is exposed to credit risk with respect to its accounts receivable, which consists largely of tax credits receivable from Mexican, Argentinean, Peruvian and Canadian agencies, interest receivable, and rent receivable. Cash and cash equivalents have been placed with a major Canadian financial institution.

(r) Currency risk

The Company is exposed to foreign currency fluctuations to the extent expenditures incurred are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

(s) Derivatives – mineral properties

The Company retains and/or has obligations related to certain carried interest rights and net smelter royalties, the value of which is derived from future events and commodity prices. These rights are derivative instruments. However, the mineral interests to which they relate are not sufficiently developed to reasonably determine value.

(t) Future accounting changes

i) Capital Disclosures

In February 2007, the Canadian Institute of Chartered Accountants’ (“CICA”) issued Handbook Section 1535, “Capital Disclosures”, which requires the disclosure of both qualitative and quantitative information that provides users of financial statements with information to evaluate the entity’s objectives, policies and procedures for managing capital. The new section is effective for years beginning on or after October 1, 2007. Other than the additional disclosure in Note 13, the adoption of this Section has had no impact on the Company’s consolidated financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(u) Future accounting changes (continued)

ii) Financial Instruments

In February 2007, the CICA issued two new standards, Section 3862, “Financial Instruments Disclosures”, and Section 3863, “Financial Instruments Presentation”. These sections will replace the existing Section 3861, “Financial Instruments Disclosure and Presentation”. Section 3862 provides users with information to evaluate the significance of the financial instruments of the entity’s financial position and performances, nature and extent of risks arising from financial instrument, and how the entity manages those risks. Section 3863 deals with the classification of financial instruments, related interest, dividends, losses and gains, and the circumstances in which financial assets and financial liabilities are offset. The new sections are effective for years beginning on or after October 1, 2007. The Company is in the process of assessing the impact of these new sections on its financial statements.

iii) Inventories

In June 2007, the CICA issued Handbook Section 3031, “Inventories”. This section requires that inventory be recorded at the lower of cost or net realizable value. This section also clarifies that the allocation of fixed production overhead requires the consistent use of either first-in, first-out or the weighted average method to measure inventory, and requires that any previous write-downs be reversed when the value of the inventory increases. The amount of the reversal is limited to the amount of the original write-down. The new section is effective for years beginning on or after January 1, 2008. The Company is in the process of assessing the impact of this new section on its financial statements.

iv) Goodwill and Intangible Assets

In February 2008, the CICA issued Handbook Section 3064, “Goodwill and intangible assets”, replacing Section 3062, “Goodwill and other intangible assets”, and Section 3450, “Research and development costs”. This section establishes standards for the recognition, measurement, presentation and disclosure of goodwill subsequent to its initial recognition and of intangible assets by profit-oriented enterprises. Standards concerning goodwill are unchanged from the standards included in the previous Section 3062. The new section is effective for years beginning on or after October 1, 2008. The Company is in the process of assessing the impact of this new section on its financial statements.

v) International Financial Reporting Standards (“IFRS”)

In 2006, the Canadian Accounting Standards Board (“AcSB”) published a new strategic plan that will significantly affect financial reporting requirements for Canadian companies. The AcSB strategic plan outlines the convergence of Canadian generally accepted accounting principles with IFRS over an expected five year transitional period. In February 2008, the AcSB announced that 2011 is the changeover date for publicly-listed companies to use IFRS, replacing Canada's own generally accepted accounting principles. The date is for interim and annual financial statements relating to fiscal years beginning on or after January 1, 2011. The transition date of January 1, 2011 will require the restatement for comparative purposes of amounts reported by the Company for the year ended December 31, 2010. While the Company has begun assessing the adoption of IFRS for 2011, the financial reporting impact of the transition to IFRS cannot be reasonably estimated at this time.

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For the Nine Months ended July 31, 2008 and 2007
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2. SIGNIFICANT ACCOUNTING POLICIES (Continued)

(v) **Future accounting changes (continued)**

vi) Going concern

In June 2007, the CICA amended Handbook Section 1400, “General Standards of Financial Statement Presentation”, which requires management to make an assessment of a company’s ability to continue as a going-concern. When financial statements are not prepared on a going-concern basis that fact shall be disclosed together with the basis on which the financial statements are prepared and the reason why the Company is not considered a going-concern. The new section is effective for years beginning on or after January 1, 2008. The Company is in the process of assessing the impact of this new section on its consolidated financial statements.

3. RESTATEMENT

The Company restated the fair value adjustment to investments for the six month period ended July 31, 2007 to reflect the unrealized gain on derivatives of \$1,420,000 as other income instead of comprehensive income.

4. EQUIPMENT

	July 31, 2008			October 31, 2007 (audited)		
	Cost	Accumulated Amortization	Net	Cost	Accumulated Amortization	Net
Computer equipment	\$ 125,545	\$ 80,834	\$ 44,711	\$ 119,537	\$ 66,110	\$ 53,427
Office equipment	39,636	22,019	17,617	36,886	18,909	17,977
	\$ 165,181	\$ 102,853	\$ 62,328	\$ 156,423	\$ 85,019	\$ 71,404

5. INVESTMENTS

	July 31, 2008	October 31, 2007 (audited)
	International Tower Hill Mines Ltd.	\$ 5,197,240
Trevali Resources Corp.	1,750,000	100,000
	\$ 6,947,240	\$ 10,100,000

- (a) During fiscal 2006, the Company acquired 4,000,000 common shares of International Tower Hill Mines Ltd. (TSXV: “ITH”), plus common share purchase warrants to purchase up to an additional 2,000,000 common shares at a price of \$1.00 until August 4, 2008, at a gross cost of \$2,240,000. As a result of this acquisition, the Company held approximately 13.32% of the issued and outstanding common shares of ITH as at August 4, 2006. Assuming the exercise of the 2,000,000 warrants, the Company would then hold approximately 18.74% of the then issued common shares of ITH (assuming no other warrant or option exercises). ITH is considered to be a related party as a result of common officer and director relationships (note 8).

On December 14, 2006, the Company sold 1,000,000 shares of ITH for net proceeds of \$2,378,236 resulting in a gain on sale of \$1,818,236.

During the nine months period ended July 31, 2008, the Company sold 137,000 shares of ITH for net proceeds of \$224,699 resulting in a gain on sale of \$147,976.

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(Unaudited – Prepared by Management)

5. INVESTMENTS (Continued)

At July 31, 2008, the quoted market value of ITH common shares was \$1.48 (October 31, 2007 - \$2.40) per share, or a total market value for the Company's shares of \$4,237,240 (October 31, 2007 - \$7,200,000). The intrinsic (in the money) value of the 2,000,000 share purchase warrants is \$0.48 (October 31, 2007 - \$1.40) per warrant, or \$960,000 (October 31, 2007 - \$2,800,000), for a total fair value at July 31, 2008 of \$5,197,240 (October 31, 2007 - \$10,000,000). Fair value adjustments for the nine months ended July 31, 2008 amounted to unrealized gains (losses) of (\$2,750,382) and (\$1,840,000) (July 31, 2007 - \$1,880,000 and \$500,000) recorded as comprehensive income and other income, respectively. The Company held 2,863,000 shares, or 8.4% of the ITH issued and outstanding common shares as of July 31, 2008.

- (b) On April 24, 2007, the Company acquired 1,000,000 shares of Trevali Resources Corp. ("Trevali"), a former related party (note 8), at a gross cost of \$100,000. As there was no quoted market value for the shares of Trevali as at October 31, 2007, the Company considers its cost to be a reasonable estimate of fair value as of that date. Trevali commenced trading on the CNQ effective December 21, 2007. At July 31, 2008, the quoted market value of the Trevali common shares was \$1.75, or a total market value for the Company's shares of \$1,750,000. Fair value adjustments for the nine months ended July 31, 2008 amounted to unrealized gains of \$1,650,000 recorded as comprehensive income. The Company held 2.4% of the Trevali issued and outstanding common shares as of July 31, 2008.

CARDERO RESOURCE CORP.
(An Exploration Stage Company)
Notes to Consolidated Financial Statements
Nine months Ended July 31, 2008 and 2007
(Unaudited – Prepared by Management)

6. RESOURCE PROPERTIES

The Company's capitalized acquisition and exploration expenditures on its resource properties are as follows:

	Mexico			Argentina	Peru					Total
	Baja	Other	Total		Marcona	Pampa de Pongo	Iron Sands	Other	Total	
Balance, October 31, 2006	\$ 5,277,115	\$ 355,565	\$ 5,632,680	\$ 3,543,814	\$ 2,724,576	\$ 2,566,830	\$ 3,367,032	\$ 845,384	\$ 9,503,822	\$ 18,680,316
Acquisition costs	131,602	68,085	199,687	1,044,239	-	115,300	108,770	456,302	680,372	1,924,298
Deferred exploration costs										
Camp	61,336	15,646	76,982	1,233,705	-	-	455,719	158,580	614,299	1,924,986
Drilling and analysis	21,567	6,085	27,652	529,306	-	-	60,397	30,328	90,725	647,683
Personnel and geology	85,700	41,271	126,971	489,134	-	1,069	231,617	61,728	294,414	910,519
	168,603	63,002	231,605	2,252,145	-	1,069	747,733	250,636	999,438	3,483,188
Total expenditures for the year	300,205	131,087	431,292	3,296,384	-	116,369	856,503	706,938	1,679,810	5,407,486
Total before write-offs	5,577,320	486,652	6,063,972	6,840,198	2,724,576	2,683,199	4,223,535	1,552,322	11,183,632	24,087,802
Write-offs	-	(361,698)	(361,698)	(331,865)	(1,890,172)	-	-	(954,731)	(2,844,903)	(3,538,466)
Balance, October 31, 2007	\$5,577,320	\$124,954	\$ 5,702,274	\$ 6,508,333	\$ 834,404	\$ 2,683,199	\$ 4,223,535	\$ 597,592	\$ 8,338,729	\$ 20,549,336
Acquisition costs	1,135,114	149,910	1,285,024	262,244	931	303,540	324,752	100,527	729,750	2,277,019
Deferred exploration costs										
Camp	99,314	39,537	138,851	173,688	-	150,607	850,050	23,840	1,024,497	1,337,038
Drilling and analysis	28,434	116,646	145,079	175,219	-	-	51,011	4	51,015	371,313
Personnel and geology	71,580	57,382	128,963	438,680	-	62,884	83,763	1,797	148,448	716,088
	199,328	213,565	412,893	787,587	-	213,491	984,826	25,642	1,223,959	2,424,439
Total expenditures for the period	1,334,442	363,476	1,697,917	1,049,831	931	517,031	1,309,578	126,169	1,953,707	4,701,457
Total before write-offs	6,911,762	488,430	7,400,192	7,558,164	835,335	3,200,230	5,533,112	723,761	10,292,436	25,250,794
Write-offs	-	-	-	(2,206,273)	-	-	-	-	-	(2,206,273)
Balance, July 31, 2008	\$6,911,762	\$488,430	\$ 7,400,192	\$ 5,351,891	\$ 835,335	\$ 3,200,230	\$ 5,533,112	\$ 723,761	\$ 10,292,436	\$ 23,044,519

6. RESOURCE PROPERTIES (Continued)

(a) Mexico

The properties in Mexico consist of the following:

i. Sirena Project, Baja California State, Mexico

Pursuant to an agreement dated December 12, 2001 between the Company and a private Mexican company, the Company acquired a 100% interest in six mineral concessions located in Baja California State, Mexico, in consideration of the issuance of an aggregate of 400,000 common shares of the Company (issued). Some of these concessions form part of the Baja IOCG Project (see note 6(a)(v)). The Company does not presently plan to carry out any work programs on the balance of the properties during 2008.

ii. Acquisition of MMC

Pursuant to an agreement dated September 9, 2002 between the Company and two Mexican individuals, the Company acquired a 100% interest in MMC, a private Mexican corporation that owned 8,055 hectares of mineral concessions situated in Baja California State, Mexico, in consideration of aggregate payments of USD 75,000 (paid) and the issuance of an aggregate of 225,000 common shares of the Company (issued).

In addition to the above concessions, pursuant to an agreement made November 3, 2003, between MMC and a Mexican individual, MMC acquired a 100% interest in three mineral concessions covering 30 hectares upon payment of USD 45,000 (paid).

During 2006, the Company wrote off \$117,008 relating to the Ludavina concessions, which were held by MMC at the time of its acquisition by the Company.

iii. Coahuila Copper Data Acquisition, Coahuila de Zaragoza State, Mexico

Pursuant to an acquisition agreement dated August 22, 2003 between the Company and two individuals, the Company obtained copies of and non-exclusive rights to use and retain certain property data and other information pertaining to copper prospects in Coahuila de Zaragoza State, Mexico, in consideration of the issuance of an aggregate of 20,000 common shares (issued).

iv. Crockite IOCG Data Acquisition, Baja California State, Mexico

Pursuant to an agreement dated October 27, 2003 between the Company, an individual and a private B.C. company, the Company acquired all right, title and interest to certain geological information, data and materials with respect to the potential for, and occurrences of, iron oxide copper gold (“IOCG”) type deposits in Baja California State, Mexico, in consideration of the issuance of an aggregate of 200,000 common shares, as follows:

- 100,000 common shares on January 20, 2004 (issued); and
- 100,000 common shares on or before the day that is ten business days from the earliest of the following to occur (issued April 19, 2006):
 - Anglo American Mexico S.A. de C.V. (“Anglo”) having earned an interest in certain mineral concessions situated in Baja California State in accordance with and pursuant to the agreement between Anglo and the Company (the “Anglo Agreement” as described in note 6(a)(v));
 - The Company having been advised by Anglo that Anglo has incurred aggregate Exploration Expenditures (as defined in the Anglo Agreement) of not less than USD 2,000,000; and

6. RESOURCE PROPERTIES (Continued)

- If the Anglo Agreement is terminated prior to Anglo having incurred USD 2,000,000 in exploration expenditures, then, upon Anglo, the Company or any third party that subsequently enters into an agreement with the Company to earn an interest in the Company's IOCG properties in Baja California State collectively having incurred Exploration Expenditures of not less than USD 2,000,000.

v. Baja IOCG Project, Baja California State, Mexico

Pursuant to an agreement dated December 1, 2002 (as amended by agreements dated November 26, 2003 and June 30, 2005) between the Company and Anglo (the "Anglo Agreement"), Anglo agreed to manage and fund exploration expenditures for the identification and acquisition of not less than one mineral concession within an area of interest measuring approximately 50,050 square kilometres in size. Anglo could earn a 70% interest in the mineral concession(s) so acquired, as well as in certain mineral concessions held by the Company, and a 70% interest in a new Mexican company to be formed to hold such concessions, by incurring aggregate exploration expenditures of not less than USD 3,700,000, as follows:

- USD 200,000 on or before December 1, 2003 (incurred);
- USD 800,000 on or before December 1, 2004 (incurred);
- USD 1,200,000 on or before December 1, 2005 (incurred); and
- USD 3,700,000 on or before December 1, 2006.

Upon Anglo incurring an aggregate USD 3,700,000 of exploration expenditures, a joint venture would be formed, with each party required to contribute its *pro rata* share of all future exploration expenditures. A non-participating party can be diluted to a minimum 10% working interest, below which percentage its interest would be automatically converted to a 5% net profit interest.

Pursuant to an amending agreement dated June 30, 2005 between the Company and Anglo, the Company assumed operation of the project. Under the terms of the amending agreement, the Company was required to incur exploration expenditures of not less than USD 500,000 within a 12-month period and, upon doing so, earned an additional 10% interest, thereby increasing its retained interest in the project to 40% upon the exercise by Anglo of its option. Upon having incurred the required USD 500,000 in exploration expenditures, the Company could either elect to terminate its expenditure period by delivering a resumption notice to Anglo, or to elect to remain as operator and continue to incur exploration expenditures. If the Company elected to continue incurring exploration expenditures following the USD 500,000 having been incurred, it would earn an additional one-tenth of one percent (0.1%) interest for each additional USD 10,000 of exploration expenditures incurred. If the Company elected to continue incurring exploration expenditures, at such time as it has incurred an aggregate of USD 1,400,000 (and has thereby increased its retained interest to 49% upon the exercise by Anglo of its option), it was required to deliver an election request notice to Anglo. Upon receipt by Anglo of a resumption notice or an election request notice, Anglo was required to (unless it otherwise so elects) immediately resume incurring aggregate exploration expenditures of USD 3,700,000 in order to earn its interest in the project (which will range from 60% to 51%, depending upon the amount of exploration expenditures incurred by the Company prior to the delivery of a resumption notice) with the original exploration expenditure dates extended to take into account the time the Company acted as operator. If the Company delivered a resumption notice, or if the Company delivered an election request notice and Anglo elected to continue incurring exploration expenditures, and thereafter Anglo fails to maintain its option in good standing, the Company could terminate the agreement. If the Company delivered an election request notice and Anglo did not elect to resume incurring exploration expenditures, the agreement would be automatically terminated. In either case, in the event of termination, the Company would retain its 100% interest in the project, with Anglo having no residual interest therein.

6. RESOURCE PROPERTIES (Continued)

Effective May 30, 2006, Anglo elected to terminate the Anglo Agreement and thereby forfeited any interest in, or rights to earn any interest in, the mineral concessions that were the subject of that agreement. Accordingly, the Company is now the owner of a 100% interest in the concessions comprising the Baja IOCG Project. The Company is presently seeking a joint venture partner for the property, but may elect to carry out a further work program on its own if it is unsuccessful in doing so.

On May 20, 2004, Western Telluric Resources Inc. (“WTR”) and Minera Olympic, S. de R.L. de C.V. (“Minera”) (collectively, the “Plaintiffs”) commenced an action (the “Action”) in the British Columbia Supreme Court (Vancouver Registry, No. S042795) against the Company and James Dawson, Murray McClaren and their respective companies, Dawson Geological Consultants Ltd. and 529197 B.C. Ltd. (carrying on business as Crockite Resources). The relief claimed against the Company is the setting aside of an agreement dated December 12, 2001 between the Company and Minera regarding the acquisition of mineral concessions. The Company filed a Statement of Defence, in which it denied any liability, as well as a counterclaim (the “Counterclaim”) against the Plaintiffs. Pursuant to an agreement dated October 17, 2007 (“Settlement Agreement”) among the Plaintiffs, the Company and all other parties to the various actions, all actions (including the Action and the Counterclaim) have been settled. As its part of the settlement, the Company has agreed to issue an aggregate of 500,000 shares to WTR and to grant to WTR a 1.5% net smelter return royalty over its existing and future acquired Baja California properties, of which the Company can acquire one-half (0.75%) for the price of \$2,000,000. Fulfillment by the Company of its obligations under the Settlement Agreement was subject to the acceptance for filing thereof by the TSX (received on November 20, 2007) and AMEX (received on November 13, 2007). Effective May 23, 2008, the transaction closed and the 500,000 shares were released to WTR.

vi. Franco Project, San Luis Potosi State, Mexico

Pursuant to an agreement dated August 29, 2003, as accepted on September 3, 2003, and amended by agreements dated October 1, 2004 and September 13, 2005, between the Company and a private Mexican company, the Company can acquire a 100% interest (subject to a 2% net smelter return (“NSR”) retained by the vendor) in the Franco Project, San Luis Potosi State, Mexico, upon completion of the following:

Payments aggregating USD 1,145,000, as follows:

- USD 15,000 on or before September 18, 2003 (paid);
- USD 20,000 on or before March 24, 2004 (paid);
- USD 30,000 on or before January 13, 2005 (paid);
- USD 30,000 on or before October 3, 2005 (postponed due to *force majeure*);
- USD 100,000 on or before October 3, 2006 (postponed due to *force majeure*);
- USD 150,000 on or before October 3, 2007 (see below); and
- USD 800,000 on or before October 3, 2008 (see below).

Exploration expenditures on the property aggregating USD 1,050,000, as follows:

- USD 50,000 on or before October 3, 2005 (postponed due to *force majeure*);
- USD 200,000 on or before October 3, 2006 (postponed due to *force majeure*);
- USD 300,000 on or before October 3, 2007 (see below); and
- USD 500,000 on or before October 3, 2008 (see below).

6. RESOURCE PROPERTIES (Continued)

If the Company terminates the agreement before incurring USD 250,000 of exploration expenditures, then the Company is required to pay to the vendor the difference between USD 250,000 and the amount of exploration expenditures actually incurred. The Company can buy one-half (being 1%) of the NSR retained by the vendor at any time for USD 2,000,000.

On November 5, 2003, the Company optioned the property to a public B.C. company (the "Optionee") whereby the Optionee could acquire a 50% interest by paying the Company the sum of USD 50,000, making the underlying USD 20,000 and USD 60,000 payments and incurring cumulative exploration expenditures of USD 250,000. On November 2, 2004, the Optionee returned the property to the Company and all funds advanced by the Optionee to the Company (which was the operator) to incur exploration expenditures were returned to the Optionee.

On November 18, 2005, as a result of the inability of the Company to obtain safe and unrestricted access to the Franco property in order to carry out exploration work, the Company declared an event of *force majeure*, effective as and from September 19, 2005, thereby suspending all ongoing obligations to make payments to the vendor or to incur any exploration expenditures. The Company is attempting to resolve the issues giving rise to the *force majeure* but has, as of July 31, 2008, been unable to do so.

As of October 31, 2007, the Company wrote off its remaining investment in the property in the amount of \$361,698.

viii. Corrales Property, Chihuahua State, Mexico

The Corrales property consists of one exploitation concession (100 hectares) located in the Municipality of Lopez, Chihuahua State plus an additional 8,400 hectares of exploration concessions held 100% by the Company.

Pursuant to an agreement dated October 23, 2007 between the Company and three Mexican individuals, the Company has been granted a five year lease of the concession, with the right to purchase a 100% interest by making aggregate payments of USD 657,000 over five years to October 23, 2012, as follows:

- USD 24,000 on execution (paid);
- USD 18,000 on or before January 23, 2008 (paid);
- USD 15,000 on or before October 23, 2008;
- USD 60,000 on or before October 23, 2009;
- USD 90,000 on or before October 23, 2010;
- USD 100,000 on or before October 23, 2011; and
- USD 350,000 on or before October 23, 2012.

The Company has granted to a public company the option to acquire up to a 70% interest in the Corrales property (see note 6(a)(xi)).

6. RESOURCE PROPERTIES (Continued)

ix. Santa Teresa Property, Coahuila State

The Santa Teresa property consists of 8,140 hectares of exploration concessions (plus an additional 153 hectares of exploration concessions applied for but not yet granted) held 100% by the Company.

The Company has granted to a public company the option to acquire up to a 70% interest in the Santa Teresa property (see note 6(a)(xi)).

x. Calera Property, Chihuahua State

The Calera property consists of 425 hectares of exploration concessions held by the Company under option from third parties plus an additional 9,700 hectares of exploration concessions held 100% by the Company.

The option agreements with third parties require the following payments in order for the Company to acquire a 100% interest:

- 270 hectares – aggregate payments of USD 785,000 over 5 years to June 3, 2013 (USD 50,000 paid to date)
- 130 hectares – aggregate payments of USD 1,350,000 over 3 years to May 9, 2011 USD 75,000 paid to date)
- 25 hectares – aggregate payments of USD 1,310,000 over 5 years to June 3, 2013 (USD 7,000 paid to date)

The Company has granted to a public company the option to acquire up to a 70% interest in the Calera property (see note 6(a)(xi)).

xi Ethos Capital Corp Option/Joint Venture, Mexico

Cardero has signed a letter of intent dated June 12, 2008 (“LOI”) with Ethos Capital Corp. (“Ethos”), a Capital Pool Company listed on the TSX Venture Exchange (“TSXV”), pursuant to which Ethos has been granted an option to earn an interest in the Company’s Santa Teresa, Calera and Corrales Silver-Lead-Zinc projects in Mexico (notes 6(a)(viii), (ix) and (x)).

Pursuant to the LOI, Ethos has an exclusive option to earn an undivided seventy (70%) percent interest in the Corrales, Calera and Santa Teresa properties by:

(a) Paying to Cardero the sum of \$750,000, as follows:

- (i) \$250,000 by the day (the “Acceptance Date”) which is five (5) days after the Letter of Intent is accepted for filing by the TSXV;
- (ii) an additional \$250,000 by the day which is one (1) year after the Acceptance Date;
- (iii) an additional \$250,000 by the day which is two (2) years after the Acceptance Date;

(b) Delivering to Cardero 2,000,000 Ethos common shares, as follows:

- (i) 400,000 shares by the day which is one (1) year after the Acceptance Date;
- (ii) an additional 700,000 shares by the day which is two (2) years after the Acceptance Date;
and
- (iii) an additional 900,000 shares by the day which is three (3) years after the Acceptance Date;
and

6. RESOURCE PROPERTIES (Continued)

- (c) Maintaining the properties (including making all required payments pursuant to the underlying option agreements) in good standing during the option period.

Following the exercise of the option by Ethos, the Mexican subsidiaries of Ethos and Cardero will enter into a joint venture, with each party being responsible for its ongoing share of further expenditures. If the interest of a participant is diluted to 10% or less, the interest of that participant will be converted to a 10% net profits interest royalty.

The option to Ethos is subject to the acceptance for filing of the LOI by the TSXV on behalf of Ethos, including fulfillment of the requirements for the completion of a qualifying transaction by Ethos under applicable TSXV policies.

(b) Argentina

- i. Olaroz Silver Project, Jujuy Province, Argentina, consisting of the following concessions:

- Olaroz Chico and Tola Concessions, Jujuy Province, Argentina

Pursuant to an agreement dated May 8, 2002 (as amended on August 8, 2002) between the Company and two Argentinean individuals, the Company had the right to earn a 100% interest (subject to a 2% NSR payable to the vendors) in two concessions upon making an aggregate of USD 475,000 in payments. During the fiscal year ended October 31, 2004, the Olaroz Chico and Tola Concessions were abandoned and \$97,370 in associated acquisition and exploration costs were written off. During the year ended October 31, 2006, the balance of the property costs of \$155,015 were written off.

- ii. Chingolo Silver Project, Jujuy Province, Argentina, consisting of the following concessions:

- Cavok Property, Jujuy Province, Argentina

Pursuant to an agreement dated May 22, 2002 between the Company and a private Argentinean company, the Company has the right to acquire a 100% interest in three mineral concessions in Jujuy Province, Argentina, by making a payment of USD 10,000 on or before October 18, 2002 (paid) and issuing an aggregate of 250,000 common shares, as follows:

- 50,000 common shares on or before October 18, 2002 (issued);
- 100,000 common shares on or before October 18, 2003 (issued); and
- 100,000 common shares on or before October 18, 2006 (issued).

6. RESOURCE PROPERTIES (Continued)

Two of these concessions form part of the Olaroz Silver Project (Note 6(b)(i)) and, during the fiscal year ended October 31, 2004, these two concessions were written down by \$4,381,701 to a nominal value of \$1. The third concession forms part of the Chingolo Silver Project.

- Cozzi Property, Jujuy Province, Argentina

Pursuant to an agreement dated December 9, 2002 between the Company and an Argentinean individual, the Company purchased a 100% interest in three mineral concessions located in Jujuy Province, Argentina, in consideration of 100,000 common shares (issued) to such individual.

The Company considers the Chingolo Silver Project to be an active property although the Company is presently seeking a joint venture partner and no work by the Company is planned for 2008. As of October 31, 2007, the Company wrote off its remaining investment in the property in the amount of \$5,600.

- iii. Cerro Atajo Project, Catamarca Province, Argentina

In order to acquire an interest in the Cerro Atajo Project, consisting of 17 mineral concessions in Catamarca Province, Argentina, the Company entered into two agreements involving Sociedad Minera Catamarquena de Economia Mixta (“Somicadem”), a governmental corporation owned as to 51% by the Province of Catamarca and 49% by two private Argentinean companies (the “Shareholders”). Somicadem is the holder of the Cerro Atajo property. The first of these agreements was with respect to the acquisition by the Company of the interest of the Shareholders in Somicadem and the second was with respect to the acquisition by the Company from Somicadem of the rights to explore and exploit the property itself.

Pursuant to the first agreement, dated August 24, 2004 (as amended by an agreement dated December 10, 2004), among the Company and the Shareholders, the Company had the option to acquire the 49% of the issued capital stock of Somicadem from the Shareholders, together with all of the interest of the Shareholders in their existing exploration, exploitation and Mining Lease Agreements dated September 10, and 13, 1991 (collectively, the “Existing Lease”) with Somicadem relating to the Cerro Atajo property. In order to exercise the option, the Company was required to pay the Shareholders an aggregate of USD 11,650,000, and issue 1,750,000 common shares to the Shareholders, as follows:

Payments

- USD 300,000 upon the Company having completed its due diligence (as provided for below) following the Company having entered into a satisfactory amendment to the Existing Lease (which occurred, and the payment was made, on January 12, 2005);
- USD 350,000 on or before January 12, 2006 (paid);
- USD 1,000,000 on or before January 12, 2007;
- USD 2,000,000 on or before January 12, 2008;
- USD 3,000,000 on or before January 12, 2009; and
- USD 5,000,000 on or before January 12, 2010.

Share Issuances

- 100,000 common shares on or before January 12, 2006 (issued);
- 150,000 common shares on or before January 12, 2007;
- 500,000 common shares on or before January 12, 2008; and
- 1,000,000 common shares on or before January 12, 2009.

6. RESOURCE PROPERTIES (Continued)

At the election of the Company, it could settle the obligation to issue some or all of the foregoing common shares by making payments to the Shareholders equal to USD 5 per share (up to USD 8,750,000 in total).

Pursuant to the second agreement, which was a modification agreement dated January 12, 2005 among the Shareholders, Somicadem and the Company to amend the Existing Lease, the Company had the right to carry out prospecting, exploration, development and exploitation activities at Cerro Atajo, and the option to enter into a 40-year mining lease. In order to maintain the exploration rights and option to enter into a mining lease in good standing, the Company was required to complete the following:

Payments to the Province of Catamarca aggregating USD 550,000, as follows:

- USD 50,000 on execution of the modification agreement (paid);
- USD 100,000 on or before January 12, 2007;
- USD 100,000 on or before January 12, 2008;
- USD 100,000 on or before January 12, 2009;
- USD 100,000 on or before January 12, 2010; and
- USD 100,000 on or before January 12, 2011.

Exploration expenditures of not less than USD 1,525,000 on or before January 12, 2011 (to be incurred in carrying out a prescribed program of work).

If the Company exercised the mining lease option (which must be exercised on or before March 12, 2011), it would be required to make aggregate payments of USD 27,000,000 to the Province of Catamarca, as follows:

- USD 10,000,000 following a production decision and prior to the commencement of production; and
- USD 17,000,000 during the first two years of production.

In addition, the Company would be required to pay to the Province of Catamarca a royalty consisting of 15% of the net profits realized by the Company from the exploitation of the property.

During the year ended October 31, 2006, the Cerro Atajo Project was abandoned and \$1,137,656 in associated acquisition and exploration costs was written off.

iv. Cerro Juncal Property, Salta Province, Argentina

Pursuant to an agreement dated November 12, 2004 between the Company and a private Argentinean company, the Company had the right to acquire a 100% interest, subject to a 0.5% NSR to the vendor, in two mineral concessions (approximately 2,600 hectares) in Salta Province, Argentina, in consideration of payment to the vendor of USD 2,000,000 on or before the date that is three years after the Company commences exploration on the property. Prior to the exercise of the purchase option, the Company was required to pay the vendor an aggregate of USD 360,000 in order to keep the purchase option in good standing, as follows:

- USD 25,000 on signing (paid);
- USD 60,000 on or before November 12, 2005 (paid);
- USD 50,000 on or before May 12, 2006 (paid);
- USD 75,000 on or before November 12, 2006; and
- USD 150,000 on or before May 12, 2007.

6. RESOURCE PROPERTIES (Continued)

If the Company exercised the option to purchase the property prior to May 12, 2007, the requirement to make any remaining option payments outlined above ceased. Commencing with the fifth year after execution of the agreement if, in such year or any subsequent year prior to the exercise of the purchase option, the vendor has not received at least USD 100,000 pursuant to the NSR in such year, the Company is required to pay to the vendor the difference between USD 100,000 and the amount received by the vendor pursuant to the NSR. The Company had the option to purchase the 0.5% NSR at any time for the sum of USD 1,000,000.

As a result of the status of ongoing negotiations concerning the property, the Company did not make the November 12, 2006 payment. As a consequence, the property was returned to the vendor, and accordingly, \$394,172 was written off as at October 31, 2006.

v. Huachi Property, Argentina

Pursuant to an agreement dated June 13, 2005 between the Company and a private Argentinean company, the Company can acquire a 100% interest in 30 mining concessions referred to as the Huachi Property in the Province of San Juan, Argentina. In order to maintain the option in good standing and to be permitted to carry out exploration activities prior to such exercise, the Company is required to make payments and incur exploration expenditures as follows:

Payments of USD 5,500,000, as follows:

- USD 70,000 on June 13, 2005 (paid);
- USD 70,000 on or before April 13, 2006 (paid);
- USD 200,000 on or before June 13, 2007 (paid);
- USD 600,000 on or before April 13, 2008; (under renegotiation)
- USD 1,000,000 on or before June 13, 2009; and
- USD 3,560,000 on or before June 13, 2010.

Exploration expenditures of USD 2,000,000, as follows:

- USD 750,000 on or before December 13, 2007 (incurred); and
- USD 1,250,000 on or before June 13, 2010.

Pursuant to an agreement dated November 30, 2006 between the Company and an Argentinean individual, the Company can acquire a 50% interest in one mining concession (mina) adjacent to the 30 Huachi concessions noted above. In order to maintain the option in good standing, to be permitted to carry out exploration activities prior to such exercise, and to exercise the option, the Company is required to make aggregate payments of USD 965,000 to the vendor, as follows:

- USD 5,000 on signing (paid);
- USD 10,000 on November 30, 2007 (subsequently paid);
- USD 50,000 on November 30, 2008;
- USD 150,000 on November 30, 2009;
- USD 250,000 on November 30, 2010; and
- USD 500,000 on November 30, 2011.

The Company is currently seeking a joint venture partner for the Huachi property, and does not presently plan to carry out any further work.

6. RESOURCE PROPERTIES (Continued)

- vi. Sediment Hosted Vein (SHV) Project, north-western Argentina. The SHV project is an exploration program based on a specific geological model, and involves an initial reconnaissance program, followed by the acquisition of properties believed to be prospective for this type of deposit. During the year ended October 31, 2006, the Company acquired interests in, or the right to acquire an interest in, 11 separate properties that, together, make up the Company's SHV Project. Additional properties may be acquired, as reconnaissance and property evaluation is ongoing.

The Company has an exploration alliance agreement with Newmont Ventures Limited, a subsidiary of Newmont Mining Corporation, which has been in effect since September 1, 2007. The Cardero/Newmont exploration alliance operates within the northern portion of Cardero's Sediment Hosted Vein (SHV) project area ("Alliance Area"). The Alliance Area covers an area of approximately 36,000 square kilometres. Pursuant to the alliance agreement, in Phase I Newmont and Cardero will jointly fund USD 1,500,000 in exploration expenditures within the Alliance Area on or before September 1, 2010. If the parties elect to continue after Phase I, then Cardero will be responsible for incurring an additional USD 1,500,000 in Phase II expenditures in the Alliance Area. The funding for such expenditures will come from a private placement by Newmont in Cardero in that amount (at a price per unit equal to the 30 trading day closing average price of Cardero's common shares at that time). If the parties elect to continue after Phase II, then Cardero will be responsible for funding an additional USD 1,500,000 in Phase III expenditures in the Alliance Area. The funding for such expenditures will come from the exercise by Newmont of the warrants received in the Phase II private placement (which will have an exercise price of 150% of the unit subscription price in Phase II).

Cardero is the manager of the Alliance, and is entitled to charge a 10% management fee. Any properties acquired by the Alliance will be held, initially, 50:50 by Cardero and Newmont, subject to dilution for failure to contribute to ongoing exploration. No properties have been acquired by the Alliance to July 31, 2008.

Details of the existing SHV Project properties held by Cardero (none of which are included within the Newmont-Cardero Alliance) are as follows:

- a. Incahuasi Property, Catamarca Province, Argentina. The Incahuasi Property presently consists of two separate project areas – Incahuasi and San Antonio. The Incahuasi project consists of five minas (exploitation concession), four cateos (exploration concession) and one tailings concession (approximately 2,832 hectares) located in Catamarca Province, Argentina, and acquired by the Company as follows:

Pursuant to an agreement with an Argentinean individual dated April 29, 2006, the Company has the option to acquire a 100% interest in four minas (two of which form part of the Incahuasi project area and two of which form part of the San Antonio project area) and one tailings concession by making aggregate payments of USD 1,410,000 over five years, as follows:

- USD 20,000 on or before May 29, 2006 (paid);
- USD 30,000 on or before November 29, 2006 (paid);
- USD 60,000 on or before May 29, 2007 (paid);
- USD 100,000 on or before May 29, 2008; (see below)
- USD 200,000 on or before May 29, 2009;
- USD 400,000 on or before May 29, 2010; and
- USD 600,000 on or before May 29, 2011.

The property is subject to a 2% NSR to the vendor, which the Company can purchase at any time for USD 500,000.

Pursuant to an agreement dated April 29, 2006 between the Company and the vendor of the foregoing properties, the Company and the vendor have also applied for three abandoned minas

6. RESOURCE PROPERTIES (Continued)

originally held by a third party in which each of the Company and the vendor will have an initial 50% interest (subject to the grant thereof by the applicable mining tribunal). The Company will acquire the 50% interest of the vendor in such minas upon the exercise of the option with respect to the vendor's properties as set out above. The Company has the right to acquire the vendor's 50% interest by making aggregate payments of USD 1,410,000 over 5 years, as follows:

- USD 20,000 on or before September 19, 2006 (paid);
- USD 30,000 on or before March 29, 2007 (paid);
- USD 60,000 on or before September 19, 2007 (paid);
- USD 100,000 on or before September 19, 2008;
- USD 200,000 on or before September 19, 2009;
- USD 400,000 on or before September 19, 2010; and
- USD 600,000 on or before September 19, 2011.

The property is subject to a 2% NSR to the vendor, which the Company can purchase at any time for USD 500,000.

The San Antonio project area consists of two minas (being acquired subject to the first agreement noted above) plus two additional cateos surrounding such minas owned 100% by the Company. Based on results received to date, the Company plans to terminate the foregoing option agreements but retain the two surrounding cateos (368 hectares) that are 100% owned by the Company. Accordingly, the Company has written off its investment in this property during the period ended July 31, 2008, resulting in a charge to operations of \$1,505,837.

- b. Salar de Oro Property, Jujuy Province, Argentina. The Salar de Oro Property consists of three project areas – Salar de Oro, Salar de Oro North and Salar de Oro East. The Salar de Oro Project area consists of three continuous cateos and eleven minas (approximately 38,501 hectares) located in Jujuy Province, Argentina, and acquired by the Company as follows:

Pursuant to an agreement dated July 11, 2006 (as amended April 16, 2007 and September 5, 2007) between the Company and a private Argentinean company, the Company has the option to acquire a 100% interest (excluding surficial placer rights) in the 11 minas by making aggregate payments of USD 2,470,000 over four years to May 3, 2010, as follows:

- USD 35,000 on April 4, 2006 (paid);
- USD 67,500 on September 3, 2007 (paid)
- USD 67,500 on November 4, 2007 (paid);
- USD 300,000 on or before May 3, 2008; (see below)
- USD 300,000 on or before May 3, 2009; and
- USD 1,700,000 on or before May 3, 2010.

In addition to the foregoing, the Company has staked and applied for three cateos surrounding the foregoing property.

The Salar de Oro North project area consists of six minas and one cateo applied for by the Company (approximately 21,521 hectares). The Salar de Oro East project area consists of one cateo applied for by the Company (approximately 496 hectares).

During the nine months ended July 31, 2008, the property was abandoned and \$690,547 in associated acquisition and exploration costs was written off.

6. RESOURCE PROPERTIES (Continued)

- c. Il Torno Property, Jujuy Province, Argentina. The Il Torno Property consists of four minas (approximately 5,046 hectares) located in Jujuy Province, Argentina, and acquired by the Company as follows:

Pursuant to an agreement dated October 3, 2006 between the Company and an Argentinean individual, the Company has the option to acquire a 100% interest (excluding surficial placer rights to a portion of the property) in the four minas for USD 3,000,000. In order to maintain the option in good standing and to be able to explore the property prior to the exercise of the option (which must be exercised, if at all, on or before December 3, 2010), the Company is required to make the following payments:

- USD 30,000 on signing (paid);
- USD 30,000 on or before April 3, 2007;
- USD 50,000 on or before October 3, 2007;
- USD 50,000 on or before April 3, 2008;
- USD 100,000 on or before October 3, 2008;
- USD 100,000 on or before April 3, 2009;
- USD 100,000 on or before October 3, 2009;
- USD 100,000 on or before April 3, 2010;
- USD 150,000 on or before October 3, 2010; and
- USD 200,000 on or before December 3, 2010.

The property is subject to a 2% NSR to the vendor, which the Company can purchase at any time for USD 2,000,000. The Company is required (subject to receipt of approval of the required environmental impact statement) to commence prospecting work on or before January 3, 2007, and to formulate and implement a work program on the property on or before October 3, 2007. As of October 31, 2007, the Company wrote off its remaining investment in the property in the amount of \$161,008.

- d. Rinconada North Property, Jujuy Province, Argentina. The Rinconada North Property presently consists of three cateos (approximately 7,071 hectares) located in Jujuy Province, Argentina, and acquired by the Company as follows:

Pursuant to an agreement with a private Argentinean company dated May 2, 2006, the Company has the option to acquire a 100% interest in one cateo (excluding surficial placer rights for a period of five years) by making aggregate payments of USD 350,000 over five years, as follows:

- USD 7,000 on or before June 2, 2006 (paid);
- USD 14,000 on or before November 2, 2006 (paid);
- USD 14,000 on or before June 2, 2007 (paid);
- USD 28,000 on or before June 2, 2008;
- USD 56,000 on or before June 2, 2009;
- USD 91,000 on or before June 2, 2010; and
- USD 140,000 on or before June 2, 2011.

Pursuant to an agreement dated May 2, 2006 between the Company and four Argentinean individuals (as amended by an agreement dated May 17, 2006), the Company has the option to acquire a 100% interest in two minas and one cateo (excluding surficial placer rights for a period of five years) by making aggregate payments of USD 500,000 over five years, as follows:

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6. RESOURCE PROPERTIES (Continued)

- USD 10,000 on or before June 2, 2006 (paid);
- USD 20,000 on or before November 2, 2006 (paid);
- USD 20,000 on or before May 2, 2007;
- USD 40,000 on or before May 2, 2008;
- USD 80,000 on or before May 2, 2009;
- USD 130,000 on or before May 2, 2010; and
- USD 200,000 on or before May 2, 2011.

Effective April 20, 2007, the Company terminated the second agreement noted above and returned the property to the vendors. In addition to the one mina subject to the first option agreement noted above, the Company has staked and applied for two additional cateos. As of October 31, 2007, the Company wrote off its remaining investment in the property in the amount of \$165,257.

- e. Rinconada Property, Jujuy Province, Argentina. The Rinconada Property presently consists of three minas and five cateos (approximately 23,759 hectares) located in Jujuy Province, Argentina, and acquired by the Company as follows:

Pursuant to an agreement with a private Argentinean company dated September 19, 2006, the Company has the option to acquire a 100% interest in one mina by making aggregate payments of USD 380,000 over five years, as follows:

- USD 18,000 on or before September 19, 2006 (paid);
- USD 12,000 on or before February 19, 2007 (paid);
- USD 20,000 on or before September 19, 2007 (paid);
- USD 40,000 on or before September 19, 2008;
- USD 70,000 on or before September 19, 2009;
- USD 90,000 on or before September 19, 2010; and
- USD 130,000 on or before September 19, 2011.

Pursuant to an agreement dated May 2, 2006 between the Company and an Argentinean individual, the Company has the option to acquire a 100% interest in two minas for USD 940,000. In order to maintain the option in good standing and to be able to explore the property prior to the exercise of the option (which must be exercised, if at all, on or before September 2, 2010), the Company is required to make the following payments:

- USD 15,000 on or before June 2, 2006 (paid);
- USD 15,000 on or before July 2, 2006 (paid);
- USD 15,000 on or before August 2, 2006 (paid);
- USD 15,000 on or before November 2, 2006 (paid);
- USD 60,000 on or before August 2, 2007 (paid);
- USD 60,000 on or before April 2, 2008; (paid)
- USD 60,000 on or before November 2, 2008;
- USD 80,000 on or before November 2, 2009;
- USD 80,000 on or before February 2, 2010; and
- USD 600,000 on or before September 2, 2010.

In addition to the foregoing, the Company has staked and applied for five cateos adjoining the foregoing property (four of which were previously referred to as the “El Carmen” project).

- f. Oros Mayo Property, Jujuy Province, Argentina. The Oros Mayo Property presently consists of one cateo (approximately 4,010 hectares) located in Jujuy Province, Argentina, and acquired by the Company through the staking and application therefor.

6. RESOURCE PROPERTIES (Continued)

- g. 5C1 South Property, Jujuy Province, Argentina. The 5C1 South Property presently consists of one cateo (approximately 8,778 hectares) located in Jujuy Province, Argentina, and acquired by the Company through the staking and application therefor.
- h. Rosario Sur, Jujuy Province, Argentina. The Rosario Sur Property presently consists of two cateos (approximately 2,603 hectares) located in Jujuy Province, Argentina, and acquired by the Company through the staking and application therefor.
- i. Rosario Norte Property, Jujuy Province, Argentina. The Rosario Norte Property presently consists of two cateos (approximately 8,757 hectares) located in Jujuy Province, Argentina, and acquired by the Company through the staking and application therefor.
- j. Zenteno Property, Salta Province, Argentina. The Zenteno Property presently consists of one mina located in Salta Province (approximately 986 hectares) acquired by the Company from an Argentinean individual for aggregate payments of USD 22,750.
- k. Mina Azules Property, Jujuy Province, Argentina. The Mina Azules property presently consists of two minas (360 hectares) located in Jujuy Province. Pursuant to an agreement dated August 10, 2007 between the Company and an Argentinean individual, the Company may acquire a 100% interest in the minas for aggregate payments of USD 1,410,000 over 38 months, as follows:
- USD 20,000 on execution (paid);
 - USD 50,000 on or before August 10, 2008; (see below)
 - USD 110,000 on or before August 10, 2009;
 - USD 230,000 on or before February 10, 2010; and
 - USD 1,000,000 on or before October 10, 2010.
- The Company terminated the agreement and wrote off its investment of \$9,889 during the period ended July 31, 2008.
- l. La Poma Property, Salta Province, Argentina. The La Poma property presently consists of six minas (approximately 3,803 hectares) located in Salta Province. Pursuant to an agreement dated October 1, 2007 between the Company and two Argentinean individuals, the Company may acquire a 100% interest in the minas for aggregate payments of USD 1,170,000 over five years, as follows:
- USD 20,000 on or before October 11, 2007; (paid)
 - USD 100,000 on or before October 1, 2008;
 - USD 150,000 on or before October 1, 2009;
 - USD 200,000 on or before October 1, 2010;
 - USD 350,000 on or before October 1, 2011; and
 - USD 350,000 on or before October 1, 2012.
- m. Faja Eruptiva Norte, Jujuy Province, Argentina. The Faja Eruptiva Norte Property presently consists of two cateos (approximately 10,400 hectares) located in Jujuy Province, Argentina and acquired by the Company through staking and application therefor.
- n. Faja Eruptiva Sur, Jujuy Province, Argentina. The Faja Eruptiva Sur Property presently consists of two cateos (approximately 9,696 hectares) located in Jujuy Province, Argentina and acquired by the Company through staking and application therefor.

6. RESOURCE PROPERTIES (Continued)

vii. Other Argentinean Properties

a. Organullo Property, Salta Province, Argentina

Pursuant to an agreement dated October 1, 2004 between the Company and an Argentinean individual, the Company purchased a 100% interest in eight minas concessions in Salta Province, Argentina, in consideration of the issuance of 70,000 common shares. These common shares were issued during the fiscal year ended October 31, 2005.

The Company considers this an active project; however, no work programs are currently planned.

b. Los Manantiales Property (formerly, “Mina Angela”), Chubut Province, Argentina

Pursuant to an agreement dated April 25, 2004 between the Company and a private Argentinean company, the Company can acquire a 100% interest in 44 mineral concessions in Chubut Province, Argentina, subject to a 1% NSR to the vendor, in consideration of aggregate cash payments to the vendor of USD 400,000, as follows:

- USD 50,000 on or before April 25, 2005 (paid);
- USD 50,000 on or before April 25, 2006 (renegotiated, with \$10,000 paid on April 25, 2006 and the balance of US\$40,000 paid on October, 2006);
- USD 150,000 on or before April 25, 2007 (paid); and
- USD 150,000 on or before April 25, 2008. (paid)

The Company has the option to purchase the 1% NSR royalty from the vendor for the sum of USD 500,000 at any time.

Pursuant to a binding letter of intent dated March 12, 2007, the Company has granted to a public company the option to acquire up to a 70% interest in the property. Pursuant to the letter of intent, the optionee had a period of 60 days to carry out due diligence. The Company received a payment of USD 40,000 on the signing of the letter of intent, which was refundable to the optionee if it declined to proceed. The optionee elected to proceed. The optionee may earn an initial 60% interest in the property by incurring an aggregate of USD 3,500,000 in expenditures over four years (including making all payments required pursuant to the underlying agreement). Upon the optionee having earned an initial 60% interest, the Company may elect to either participate at its 40% interest level, or request the optionee to fund the preparation of a bankable feasibility study within four years of such request and thereby earn an additional 10% interest in the joint venture. Upon such request being made by the Company, the optionee may either elect to fund the bankable feasibility study or not. If it does so, it will earn the additional 10% interest upon completion of the bankable feasibility study. Following the formation of the joint venture and the completion of its earn-in requirements by the optionee, each participant is responsible for funding its share of joint venture expenditures. If it does not do so, its interest will be diluted. Upon the interest of a participant being diluted to less than 10%, such interest will be converted to a 2% net smelter return royalty.

In June, 2007, the optionee elected to make all remaining payments required under the underlying agreement, and thereby permit the Company to exercise the option and acquire the property (subject to the 1% NSR royalty). The property has been transferred to the Company, and is in the process of being transferred by the Company to a special purpose Argentinean joint venture company owned jointly by the Company and the optionee.

6. RESOURCE PROPERTIES (Continued)

- (c) Pirquitas Property, Jujuy Province, Argentina.

The Pirquitas Property consists of one cateo (approximately 4,382 hectares) near the town of Minas Pirquitas. The property was acquired by the Company through staking and application therefor.

The Company has reached an agreement with an Australian private company, whereby the optionee may earn a 55% interest in the Pirquitas Property by incurring exploration expenditures of USD 1,000,000 over four years, of which USD 50,000 must be incurred in the first year. Following the optionee having earned its interest, the parties will enter into a joint venture, and thereafter each party is required to contribute its proportional share of further expenditures or be diluted on a straight-line basis. The agreement is subject to the execution of formal documentation (currently being drafted);

(c) **Peru**

- i. Marcona Project, Lucanas, Nazca and Caraveli Provinces, Peru (Carbonera and Daniella Properties)

Pursuant to option agreements dated October 1, 2003 and October 23, 2003 between the Company and a private Peruvian company, the Company acquired mineral concessions covering approximately 30,000 hectares in Lucanas, Nazca and Caraveli Provinces, Peru. Approximately 10,500 hectares of these concessions are subject to an underlying agreement with Rio Tinto Mining and Exploration Limited (“Rio Tinto”). The private company holds the exclusive right and option to acquire a 100% interest from Rio Tinto, subject to a 0.5% NSR to Rio Tinto, by incurring USD 450,000 in exploration expenditures over three years ending August 22, 2006 and by paying Rio Tinto USD 500,000 (of which USD 50,000 has been paid) on or before January 27, 2008. The Company can earn a 100% interest in all 30,000 hectares by assuming and performing all commitments to Rio Tinto pursuant to the underlying agreement, paying the vendor an aggregate of USD 120,000 (paid) and issuing an aggregate of 650,000 common shares to the vendor, as follows:

- 150,000 common shares on TSXV acceptance (issued);
- 100,000 common shares on or before May 28, 2004 (issued);
- 200,000 common shares on or before November 28, 2004 (issued); and
- 200,000 common shares on or before November 28, 2005 (issued).

The Company considers this an active project; however, no work programs are currently planned. As of October 31, 2007, the Company wrote down its investment in the property by \$1,890,172.

- ii. Pampa de Pongo Property, Caraveli Province, Peru

Pursuant to an option agreement dated February 2, 2004 between the Company and a private Peruvian company, the Company can acquire a 100% interest in mineral concessions covering approximately 8,000 hectares in Caraveli Province, Peru. The private Peruvian company holds the exclusive right and option to acquire a 100% interest in these concessions from Rio Tinto in consideration of the payment to Rio Tinto of aggregate payments of USD 500,000 over four years as follows:

- USD 50,000 on or before January 27, 2005 (paid);
- USD 50,000 on or before January 27, 2006 (paid);
- USD 100,000 on or before January 27, 2007 (paid); and
- USD 300,000 on or before January 27, 2008 (paid).

6. RESOURCE PROPERTIES (Continued)

The Company can earn a 100% interest in the property by assuming all of the obligations of the private company pursuant to the underlying agreement with Rio Tinto, and making the following payments and share issuances:

Payments aggregating USD 130,900 as follows:

- USD 65,900 on or before March 12, 2004 (for back taxes on the property) (paid); and
- USD 65,000 on or before March 12, 2004 (paid).

Issuance of an aggregate of 70,000 common shares, as follows:

- 35,000 shares on or before March 12, 2004 (issued); and
- 35,000 shares on or before September 12, 2004 (issued).

In January, 2008, the Company gave notice to Rio Tinto that it was exercising the option, and made the final USD 300,000 payment to do so. Rio Tinto is in the process of transferring the property to a Peruvian subsidiary of the Company. The Company considers this an active project, and a scoping study is underway by SRK Consulting Engineers and Scientists. The Company also plans a drilling program in late 2008.

iii. Katanga Property, Chumbirilcas Province, Peru

Pursuant to an option agreement dated October 1, 2004 between the Company and a private Peruvian company, the Company can acquire a 100% interest in approximately 9,560 hectares of mineral concessions in Chumbirilcas Province, Peru.

The private Peruvian company holds the exclusive right and option to acquire a 100% interest in these concessions from a group of vendors comprised of three private Peruvian companies and two Peruvian individuals (“Underlying Vendors”). The private Peruvian company has the right to acquire a 100% interest in the subject concessions in consideration of aggregate payments of USD 1,900,000 over five years. The Company can acquire a 100% interest in the concessions by assuming the obligations of the private Peruvian company to the Underlying Vendors and making aggregate payments to the private Peruvian company of USD 501,000, as follows:

- USD 261,000 on or before the execution of the agreement (paid); and
- USD 240,000, as to USD 10,000 on or before November 1, 2004 and as to the balance on or before the first day of each succeeding month (paid).

The Company has returned a significant portion of the underlying claims to the vendor and, accordingly, has recognized a write-down of \$248,294 during the year ended October 31, 2006. As a consequence, the Underlying Vendor has agreed to renegotiate the USD 1,900,000 purchase price, and the Company has not been required to make further payments (including the USD 100,000 payment originally due June 30, 2006) while such renegotiations are ongoing. The balance of the property continues to be evaluated for further exploration potential. As of October 31, 2007, the Company wrote down its remaining investment in the property in the amount of \$385,013.

6. RESOURCE PROPERTIES (Continued)

iv. Iron Sands Project, Nazca Province, Peru

The Company's Iron Sands Project consists of approximately 32,000 hectares of unconsolidated and semi-consolidated mineral bearing sands, the rights to which are encompassed by the mineral claims comprising the Carbonera and Daniella properties (Note 6(c)(i)), and an additional 39 mineral claims acquired by staking at a cost of USD 77,000, in the Department of Arequipa, Peru. As a result of work to date, some of the foregoing concessions have been dropped, and the property owned 100% by the Company now consists of 23 mining concessions which total 17,400 hectares in two areas.

In addition to the foregoing, the Company has assumed, from a private Peruvian company, all rights and obligations under an agreement dated December 16, 2005 between a private Peruvian company and Minera Ataspacas S.A., an arm's length private Peruvian company, whereby the private Peruvian company has the option to acquire, from Minera Ataspacas, an initial 70% interest in five mineral sand concessions (3,500 hectares total) situated immediately adjacent to the Company's mineral tenures noted above. In order to exercise the option, the Company is required to pay a total of USD 2,500,000 over five years to December 15, 2010 (with an initial payment of USD 20,000 on or before December 16, 2005 (paid)) and incur exploration expenditures of not less than USD 250,000 over the same period. Upon the Company having acquired the 70% interest, a joint venture company will be formed with Minera Ataspacas, and each party will thereafter be required to contribute its share of ongoing expenditures or be diluted. If either party is diluted to less than 10%, such interest will be converted to a 2% NSR royalty. If Minera Ataspacas is reduced to the 2% NSR, the Company may purchase half the NSR (1%) for USD 2,000,000 within 24 months of the exercise of the option, and the remaining half (1%) for USD 8,000,000 within 36 months of the exercise of the option.

The Company has entered into an agreement dated October 20, 2005 with the Peruvian subsidiary of a public B.C. company (the "Optionee"), whereby the Company has granted the Optionee the right to earn a 70% interest in the "hard rock" mineral rights (thereby excluding the unconsolidated and semi-consolidated mineral sands on such claims) accruing to the mineral claims comprising the Iron Sands Project. In order to exercise the option, the Optionee is required to incur an aggregate of USD 3,000,000 in expenditures over four years to November 18, 2009 and perform all of the obligations of the Company under the underlying agreements with respect to the Carbonera and Daniella properties (Note 6(c)(i)), including making all payments and incurring all exploration expenditures required thereunder. Upon the Optionee having earned its 70% interest, the Optionee and the Company will incorporate a new Peruvian company to hold such rights, in which the Optionee and the Company will hold a 70% and a 30% interest therein, respectively. Each party will thereafter be required to contribute its *pro rata* share of future expenditures, and a party failing to contribute will have its interest in the joint venture company diluted. At such point as a party's interest in the joint venture company is reduced to 10%, such interest will be acquired by the joint venture company in exchange for the grant to the diluted party of a 1% NSR.

The Company is currently actively exploring this property with work programs planned for 2008.

v. Corongo Project, Huanuco Province, Peru

Pursuant to an option agreement between the Company and a private Peruvian company made as of May 15, 2005, the Company has the option to acquire a 100% interest in 10 mineral claims located in the Department of Ancash, Peru covering approximately 6,400 hectares by making a payment of USD 40,000 upon signing (paid) and issuing an aggregate of 300,000 common shares, as follows:

- 100,000 shares on or before 10 days after the date of regulatory acceptance (issued);
- 100,000 shares on or before November 15, 2006 (issued); and
- 100,000 shares on or before May 15, 2008.

6. RESOURCE PROPERTIES (Continued)

As of October 31, 2007, the Company wrote down its investment in the property by \$569,717.

vi. Bocana Property, Peru

Pursuant to an option agreement dated August 1, 2006, between the Company, a Peruvian individual and a private Panamanian corporation, the Company has the right to acquire a 75% interest in two mining concessions (approximately 1,795 hectares). In order to maintain the option in good standing and to be permitted to carry out exploration activities prior to such exercise, the Company is required to make payments and incur exploration expenditures as follows:

Payments of USD 500,000, as follows:

- USD 50,000 on signing (paid);
- USD 100,000 on or before August 1, 2007 (paid);
- USD 150,000 on or before August 1, 2008; and
- USD 200,000 on or before August 1, 2009.

In addition to the foregoing, the agreement requires aggregate payments of USD 120,000 (USD 5,000 per month) to a third party (a private Florida corporation) for a period of 24 months following the execution of the agreement (all of which have been paid for the fiscal year ending October 31, 2007 and for the subsequent period up to January 2008).

Cumulative exploration expenditures of USD 1,850,000, as follows:

- USD 350,000 on or before August 1, 2007 (postponed);
- USD 850,000 on or before August 1, 2008 (postponed); and
- USD 1,850,000 on or before August 1, 2009.

Upon the Company having exercised the option, the property will be transferred to a new private Peruvian company, in which the Company will have a 75% interest and the vendor will have a 25% interest. The Company is responsible for funding 100% of the expenditures incurred by the new company (the interest of the vendor therein being “carried”). The Company will have the option to acquire the 25% interest of the vendor in the new company for the sum of USD 2,500,000 at any time after the Company exercises the option to acquire the initial 75% interest.

The Company is currently reviewing the status of this property.

vii. Amable Maria Property, Peru. The Amable Maria Property consists of 37 mining concessions (approximately 29,620 hectares) located in the Provinces of Chanchamayo and Jauja, Department of Junin, Peru, and acquired by the Company through staking and application therefor. The Company does not presently plan any work programs on the property, and is seeking a joint venture partner.

(d) Chile

Pedernales Property, Chile. The Pedernales Property consists of two exploitation concessions. Pursuant to an agreement dated December 27, 2007, the Company has the right to acquire a 100% interest, subject to a 3% NSR royalty, for aggregate payments of USD 7,300,000 over five years, as follows:

6. RESOURCE PROPERTIES (Continued)

- USD 20,000 on execution (paid);
- USD 20,000 on or before January 4, 2008 (paid);
- USD 60,000 on or before January 27, 2008;
- USD 200,000 on or before July 31, 2008;
- USD 400,000 on or before July 31, 2009;
- USD 600,000 on or before July 31, 2010;
- USD 1,000,000 on or before July 31, 2011; and
- USD 5,000,000 on or before July 31, 2012.

The Company can exercise the option at any time upon payment of USD 5,000,000, following which no additional payments are required. The Company has the right to buy one-half (1.5%) of the 3% NSR royalty for a payment of USD 5,000,000. After the exercise of the option, the Company is required to pay advance minimum royalties of USD 1,000,000 per year for the first three years, which amounts are recoupable from the production royalties. The owner has the right to mine “non-metallic” ores.

As at July 31, 2008, the Company returned the property to its owner. All costs with respect to this property have been expensed as property evaluation.

(e) Title and environmental

Although the Company has taken steps to verify the title to mineral properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples. Environmental legislation is becoming increasingly stringent and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company’s operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral properties, the potential for production on the property may be diminished or negated.

(f) Asset retirement obligations (“ARO”):

The Company is not aware of any AROs as of July 31, 2008 and October 31, 2007.

7. CAPITAL STOCK

(a) Authorized

An unlimited number of common shares without par value

(b) Private placements

On January 12, 2007, the Company closed a non-brokered private placement of 1,500,000 units and on January 23, 2007 the Company closed a brokered private placement of 2,200,000 units. In each placement the units were sold at \$1.50 per unit, and a unit consisted of one common share and one-half of a warrant, with one whole warrant being exercisable to purchase an additional common share at a price of \$2.00 for a period of 18 months. The net proceeds from the private placements totalled \$5,268,170. The Company issued 89,000 units valued at \$1.50 per unit to the agent. The Company also granted 176,000 compensation options under the brokered private placement entitling the agent to purchase 176,000 common shares at a price of \$1.75 for a period of 18 months. The Company paid finders or agents’ fees of \$116,333 and \$134,620 for the non-brokered and brokered financings respectively, together with legal costs of \$30,877.

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7. CAPITAL STOCK (Continued)

Non-cash costs totalled \$254,580 comprised of \$133,500 in agent compensation shares and \$121,080 in stock-based compensation related to the warrants and compensation options.

On February 29, 2008, the Company closed a brokered private placement of 5,150,000 units and a non-brokered private placement of 2,351,000 units. In each placement, the units were sold at \$1.10 per unit, and each unit consisted of one common share and one-half of a warrant, and with one whole warrant being exercisable to purchase an additional common share at a price of \$1.50 for a period of 24 months. The net proceeds from the private placements totalled \$ 7,388,413. The Company paid a cash commission of \$735,088 and issued 50,000 units valued at \$1.10 per unit to the agent, together with legal costs of \$127,601. The Company also granted agent's warrants of for the brokered and non-brokered financing respectively, and each agent's warrant is exercisable to acquire one common share for a period of 24 months at a price of \$1.35.

(c) Share purchase warrants

The following common share purchase warrants entitle the holders thereof the right to purchase one common share for each warrant. Warrants transactions are as follows:

	July 31, 2008		October 31, 2007 (audited)	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
Warrants exercisable, beginning of period	1,894,500	\$ 2.00	-	\$ -
Exercised	(1,361,908)	1.97		
Expired	(612,592)	2.00	-	-
Issued	4,525,600	1.47	1,894,500	2.00
Warrants exercisable, end of period	4,445,600	\$ 1.47	1,894,500	\$ 2.00

Details of warrants outstanding are as follows:

	July 31, 2008		October 31, 2007 (audited)	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
July 12, 2008	-	-	750,000	\$2.00
July 23, 2008	-	-	1,144,500	\$2.00
March 1, 2010	3,695,500	\$1.50	-	-
March 1, 2010	750,100	\$1.35	-	-
Warrants exercisable, end of period	4,445,600	\$1.47	1,894,500	\$2.00

(d) Stock options

The Company has a stock option plan whereby the Company may grant options to directors, officers, employees and consultants to purchase common shares, provided that the number of shares subject to such options may not exceed 10% of the common shares outstanding at the time of any grant (not including agent or broker options). The exercise price of each option is equal to or higher than the market price of the Company's common shares at the date of the grant. The option term and vesting period is determined by the board of directors within regulatory guidelines. All options are granted at fair value.

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7. CAPITAL STOCK (Continued)

A summary of the status of the stock option plan as of July 31, 2008 and October 31, 2007, and changes during the periods ended on those dates is presented below:

	July 31, 2008		October 31, 2007 (audited)	
	Number of Options	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
Options outstanding, opening	4,906,000	\$ 2.02	4,150,800	\$ 2.51
Expired and cancelled	(950,000)	2.80	(1,680,800)	(3.80)
Exercised	(948,500)	1.84	(190,000)	(1.73)
Granted	2,500,000	1.93	2,626,000	1.90
Options outstanding, ending	5,507,500	\$ 1.88	4,906,000	\$ 2.02

Stock options outstanding are as follows:

Expiry Date	July 31, 2008			October 31, 2007 (audited)		
	Exercise Price	Number of Options	Exercisable at Year End	Exercise Price	Number of Options	Exercisable at Year End
May 2, 2008	\$ 2.80	-	-	\$ 2.80	950,000	950,000
July 23, 2008	\$ 1.75	-	-	\$ 1.75	176,000	176,000
August 4, 2008	\$ 1.95	1,020,000	1,020,000	\$ 1.95	1,275,000	1,275,000
October 12, 2008	\$ 1.70	-	-	\$ 1.70	300,000	300,000
November 30, 2008	\$ 2.00	412,500	412,500	\$ 2.00	600,000	600,000
December 20, 2008	\$ 1.70	225,000	225,000	\$ 1.70	255,000	255,000
April 11, 2009	\$ 3.28	100,000	100,000	\$ 3.28	100,000	100,000
September 7, 2009	\$ 1.47	900,000	900,000	\$ 1.47	900,000	900,000
October 3, 2009	\$ 1.91	350,000	350,000	\$ 1.91	350,000	350,000
January 16, 2010	\$ 1.50	500,000	500,000	\$ -	-	-
July 21, 2010	\$ 2.04	2,000,000	2,000,000	\$ -	-	-
		5,507,500	5,507,500		4,906,000	4,906,000

The Company uses the fair value method for determining stock-based compensation for all options granted during the fiscal periods. The fair value was determined using the Black-Scholes option pricing model based on the following assumptions:

	Period Ended July 31, 2008	Year Ended October 31, 2007 (audited)	Year Ended October 31, 2006 (audited)
Expected life (years)	2.00	1.97	2.0
Interest rate	3.10%	4.06%	4.33%
Volatility (average)	73.07%	65.03%	60.96%
Dividend yield	0.00%	0.00%	0.00%

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7. CAPITAL STOCK (Continued)

Stock-based compensation charges for the nine month period ended July 31, 2008 totalled \$2,232,473, of which \$1,061,072 (2007 - \$742,156) was allocated to salary expenses, \$186,915 (2007 - \$147,438) was allocated to investor relations expense, \$984,486 (2007 - \$178,144) was allocated to consulting expense and \$320,634 (2007 - \$121,080) was allocated to share issue costs.

8. RELATED PARTY TRANSACTIONS

During the nine months ended July 31, 2008 and 2007, the Company incurred expenses paid to officers or directors of the Company or companies with common directors:

	2008	2007
Professional fees	\$ 66,206	\$ 75,569
Consulting fees	\$ 67,500	\$ 67,500

At July 31, 2008 there was \$7,700 (October 31, 2007 - \$7,769) included in accounts payable and accrued liabilities, and \$234,788 (October 31, 2007- \$220,646) included in accounts receivable owing to/from related parties. Professional fees include amounts paid to a law firm of which a director is a shareholder.

The Company recovered \$101,850 during the period ended July 31, 2008 (2007 - \$66,990) in rent and administration costs from Wealth Minerals Ltd., International Tower Hill Mines Ltd., Indico Technologies Ltd., Athlone Energy Ltd. and Lawrence W. Talbot Law Corporation (“LWTLC”), companies with common officers or directors.

These charges were measured by the exchange amount, which is the amount agreed upon by the transacting parties and are on terms and conditions similar to non-related entities.

Effective October 1, 2005, the Company retained Mr. Carlos Ballon of Lima, Peru, to provide management services on behalf of the Company in Peru through his private Peruvian company, Minera Koripampa del Peru S.A., for a fee of USD 10,000 per month (reduced to USD 7,500 per month starting from March, 2007), which has been expensed to consulting fees. Mr. Ballon became President of Cardero Peru in April 2006. Accordingly, Mr. Ballon is a related party with respect to the Company. Prior to Mr. Ballon becoming a related party, the Company entered into a number of mineral property acquisition/option agreements from either Minera Koripampa del Peru S.A. or Sudamericana de Metales Peru S.A., another private Peruvian company controlled by Mr. Ballon. Such property transactions include those with respect to the Carbonera and Daniella Properties (note 6(c)(i)), the Pampa de Pongo Property (note 6(c)(ii)), the Katanga Property (note 6(c)(iii)) and the Corongo Project (note 6(c)(v)).

The presidents of Minerales y Metales California, S.A. de C.V. and Cardero Argentina S.A. provide management services for USD 3,750 each per month, which is expensed to consulting fees or capitalized to property costs, depending upon the nature of the services.

The Company has entered into a retainer agreement dated May 1, 2007 with LWTLC, pursuant to which LWTLC agrees to provide legal services to the Company. Pursuant to the retainer agreement, the Company has agreed to pay LWTLC a minimum annual retainer of \$82,500 (plus applicable taxes and disbursements). The retainer agreement may be terminated by LWTLC on reasonable notice, and by the Company on one year’s notice (or payment of one year’s retainer in lieu of notice).

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9. GEOGRAPHIC SEGMENTED DATA

	July 31, 2008				
	Canada	Peru	Argentina	Mexico	Total
Resource properties	\$ -	\$10,292,436	\$ 5,351,891	\$ 7,400,192	\$ 23,044,519
Cash	5,364,221	135,605	112,757	2,606	5,615,189
Investments	6,947,240	-	-	-	6,947,240
Other	1,395,407	477,982	793,517	108,002	2,774,908
	\$ 13,706,868	\$ 10,906,023	\$ 6,258,165	\$ 7,510,800	\$ 38,381,856

	October 31, 2007 (audited)				
	Canada	Peru	Argentina	Mexico	Total
Resource properties	\$ -	\$ 8,338,729	\$ 6,508,333	\$ 5,702,274	\$ 20,549,336
Cash	806,460	5,263	2,865	9,896	824,484
Investments	10,100,000	-	-	-	10,100,000
Other	612,578	282,735	1,654,921	40,662	2,590,896
	\$ 11,519,038	\$ 8,626,727	\$ 8,166,119	\$ 5,752,832	\$ 34,064,716

10. INCOME TAX LOSSES

	Nine months ended July 31	
	2008	2007 (Restated – Note 3)
Income tax expense (benefits)	\$ (2,904,170)	\$ (700,482)
Permanent differences	1,227,638	(430,131)
Write-down of properties	630,972	18,059
Other temporary differences	(74,022)	(8,304)
Unrecognized tax losses	1,119,582	1,120,858
	\$ -	\$ -

The components of future income tax assets are as follows:

	July 31, 2008	October 31, 2007 (audited)
Future income tax assets		
Non-capital loss carry-forwards	\$ 20,243,166	\$ 16,337,238
Difference between undepreciated capital cost over net book value of property and equipment	94,603	76,770
Cumulative eligible capital deduction	54,712	54,712
Tax value of resource properties in excess of book values	7,877,749	6,175,091
	28,270,230	22,643,811
Tax rate	31%	34%
	8,763,771	7,698,896
Valuation allowance	(8,763,771)	(7,698,896)
	\$ -	\$ -

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10. INCOME TAX LOSSES (continued)

The valuation allowance reflects the Company's estimate that the tax assets, more likely than not, will not be realized.

The Company has available approximate non-capital losses that may be carried forward to apply against future years' income for income tax purposes in all jurisdictions. The losses expire as follows:

Available to	Canada	Foreign	Total
2008	\$ 145,300	\$ -	\$ 145,300
2009	362,200	-	362,200
2010	817,500	22,422	839,922
2011	1,446,600	1,182,790	2,629,390
2012	-	1,530,532	1,530,532
2013	-	185,905	185,905
2015	2,950,500	-	2,950,500
2016	-	1,580,780	1,580,780
2017	-	356,852	356,852
2018	-	590,451	590,451
2026	2,850,500	-	2,850,500
2027	3,086,700	69,800	3,156,500
2028	2,821,443	242,892	3,064,335
	\$ 14,480,743	\$ 5,762,423	\$ 20,243,166

11. COMMITMENT

The Company is committed to monthly lease payments of \$11,907 for its premises at 1901 – 1177 West Hastings Street, Vancouver under its current lease expiring August 31, 2010. The Company is presently seeking to sublease such premises, as it has entered into a sub-lease dated May 14, 2008 for new office space located at Suite 1920 – 1188 West Georgia Street, Vancouver. The new sublease commences August 1, 2008 and is for a term of 51 months. The initial lease payments are \$14,654 per month, commencing in September, 2008.

12. SUBSEQUENT EVENTS

Subsequent to July 31, 2008, the Company:

- a) Sold 44,700 shares of ITH for net proceeds of \$71,258.
- b) Exercised the two million common share purchase warrants of International Tower Hill Mines Ltd. (ITH) held by it and thereby acquired an additional two million common shares of ITH at a price of \$1 per share.
- c) Granted incentive stock options to certain directors, officers, employees and consultants to purchase up to a total of 1.2 million common shares in the capital stock of the Company. The options are exercisable at a price of \$2.18 for a period of two years ending Aug. 8, 2010.
- d) Exercised 50,000 share purchase options for gross proceeds of \$97,500, while 970,000 stock options expired unexercised.
- e) Announced that it has completed an option to lease agreement with an arm's length private mineral owner on the TiTac Iron-Titanium-Vanadium deposit in northeast Minnesota, USA.

The Company has a two year option to enter into a mining lease with the owner over an aggregate of 1,402 acres (567 hectares) of mineral rights located sections 2 and 3 of Township 54 North and sections 34 and 35 of Township 55 North, all Range 14 West, St. Louis County, Minnesota. The mining lease will grant a lease over any mineral substance of a metalliferous nature, including those intermingled or

12. SUBSEQUENT EVENTS (continued)

associated materials or substances, recovered from each tone of crude ore for the purpose of extracting iron (essentially, iron, titanium and vanadium).

Option Agreement: An initial payment of USD 5,000 on execution (paid) plus an extension payment of USD 25,000 due on the first anniversary of the agreement to extend the option for an additional year. There are no work commitments under the option, but the Company is required to comply with all laws and to maintain specified insurance in place during the option term. The Company can exercise the option to enter into a mineral lease at any time prior to June 29, 2010 upon notice to that effect to the owner.

Mining Lease: The initial term of the mining lease is for a period of 20 years, provided that the lease may be extended for an additional 5 year period if the Company gives notice at least 180 days prior to the end of such term, and has either paid to the owner at least USD 10,000,000 in royalties or pays to the owner the difference between the royalties actually paid and USD 10,000,000. In like manner, the lease can be extended for up to three additional 5 year terms, provided that the appropriate notice is given and that the Company has paid to the owner at least USD 5,000,000 in royalties during the previous 5 year term (or pays any deficiency in cash).

- f) Announced that it has entered into a memorandum of understanding with International Minerals and Mines Ltd., a private Gibraltar company headquartered in London (“IMM”), to earn an interest in a subsidiary of IMM which is presently engaged in reconnaissance exploration programs in the Caucasian Region. Cardero is the manager of the exploration programs. Project generation to date by Cardero indicates that the Caucasian Region is prospective for significant to world class base and precious metal porphyry and epithermal deposits.

Pursuant to a memorandum of understanding dated August 8, 2008 (but effective as and from April 25, 2008) between Cardero and IMM, Cardero has acquired the right to receive up to a 30% interest in IMM Gold Limited, a subsidiary of IMM incorporated under the laws of Gibraltar (“IMMG”). Stephan Fitch, a director of Cardero, is a director and significant shareholder of a private company which is the major shareholder (67%) of IMM. Cardero has agreed to acquire an initial 15% interest in IMMG by issuing to IMM up to 750,000 common shares, as follows:

- an initial 500,000 common shares upon acceptance for filing of the transaction by the Toronto Stock Exchange (“TSX”)

- if, on the date (“Adjustment Date”) which is one year after the date (“Issue Date”) of the issuance of the initial 500,000 shares to IMM, the volume weighted average trading price for Cardero common shares on the TSX for the five trading days immediately prior to such date (“Final VWAP”) is less than the volume weighted average trading price for Cardero Shares on the TSX for the five trading days immediately prior to the date of this news release (“Initial VWAP”), Cardero will issue to IMM such number of additional common shares of Cardero (up to a maximum of 250,000 additional shares) as is equal to the difference between the Initial VWAP and the Final VWAP, multiplied by 500,000 and divided by the Final VWAP. Cardero has the option to acquire an additional 15% of IMMG by issuing an additional 1,000,000 shares to IMM on or before December 31, 2009.

13. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support future business opportunities. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company’s management to sustain future development of the business.

13. CAPITAL MANAGEMENT (Continued)

The Company currently has no source of revenues; as such the Company is dependent upon external financings or the sale of assets (or an interest therein) to fund activities. In order to carry future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the period ended July 31, 2008. The Company is not subject to externally imposed capital requirements.

14. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP)

(a) Differences in accounting principles

i. Restatement

In addition to the restatement described in Note 3, the Company has restated net loss per US GAAP and comprehensive to account for the fair value of derivative financial instruments totalling \$560,000 not previously recognized in the three months ended January 31, 2007. An adjustment for the cost of mineral properties capitalized has also been reflected in that period.

ii. Exploration expenditures

Under Canadian GAAP, acquisition costs and exploration expenditures are capitalized. Under US GAAP, exploration costs incurred in locating areas of potential mineralization are expensed as incurred. Commercial feasibility is established in compliance with the Securities and Exchange Commission ("SEC") Industry Guide 7, which consists of identifying that part of mineral deposit that could be economically and legally extracted or produced at the time of the reserve determination. After an area of interest has been assessed as commercially feasible, expenditures specific to the area of interest for further development are capitalized. In deciding when an area of interest is likely to be commercially feasible, management may consider, among other factors, the results of pre-feasibility studies, detailed analysis of drilling results, the supply and cost of required labour and equipment, and whether necessary mining and environmental permits can be obtained.

Under US GAAP, mining projects, and oil and gas interests are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amounts of these assets may not be recoverable. If estimated future cash flows expected to result from the use of the mining project or property, and their eventual disposition are less than the carrying amount of the mining project, property, an impairment is recognized based upon the estimated fair value of the mining project, property. Fair value generally is based on the present value of estimated future net cash flows for each mining project, property, calculated using estimated mineable reserves, mineral resources, and oil and gas reserves based on engineering reports, projected rates of production over the estimated mine or well life, recovery rates, capital requirements, remediation costs and future prices considering the Company's hedging and marketing plans.

iii. Financial instruments

Under Canadian GAAP prior to October 31, 2006, investments were carried at the lower of aggregate cost or quoted market value. Subsequent to that date, investments in marketable securities classified as available for sale and derivative financial instruments classified as held for trading are all recognized at fair value for both Canadian and US GAAP. Unrealized gains and losses are included in other comprehensive income or operations for available for sale and held for trading investments respectively.

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14. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP) (Continued)

iv. Reconciliation of total assets, liabilities and shareholders' equity:

	July 31, 2008	October 31, 2007 (audited)
Total assets per Canadian GAAP	\$ 38,381,856	\$ 34,064,716
Expenditures on resource properties expensed under US GAAP	(15,908,603)	(13,924,493)
Fair value adjustment to investment	-	-
Total assets per US GAAP as previously reported	22,473,253	20,140,223
Fair value adjustment to derivative financial instruments	-	-
Adjustment to acquisition of mineral properties capitalized	-	-
Total assets per US GAAP (restated)	\$ 22,473,253	\$ 20,140,223
Total liabilities per Canadian and US GAAP	\$ 473,054	\$ 594,056
Total shareholders' equity per Canadian GAAP	37,908,802	33,470,660
Expenditures on resource properties expensed under US GAAP	(15,908,603)	(13,924,493)
Accumulated other comprehensive income	-	-
Total shareholders' equity per US GAAP as previously reported	22,000,199	19,546,167
Fair value adjustment to derivative financial instruments	-	-
Adjustment to acquisition of mineral properties capitalized	-	-
Total equity per US GAAP (restated)	22,000,199	19,546,167
Total liabilities and shareholders' equity per US GAAP (restated)	\$ 22,473,253	\$ 20,140,223

v. Reconciliation of net loss and comprehensive loss reported in Canadian GAAP and US GAAP:

Statement of operations for the nine months ended July 31:

	2008	2007 (restated)
Reconciliation of net income (loss) from Canadian GAAP to US GAAP		
Net loss per Canadian GAAP	\$ (9,368,290)	\$ (2,054,200)
Acquisition of mineral properties	-	(1,019,408)
Exploration and development costs, net	(2,424,439)	(3,173,934)
Reverse amounts written-off	440,329	52,958
Total difference	(1,984,110)	(4,140,384)
Net loss per US GAAP (2007 - as previously reported)	(11,352,400)	(6,194,584)
Unrealized gain on derivative investments	-	-
Acquisition of mineral properties capitalized	-	991,597
Total net loss per US GAAP (2007- restated)	\$ (11,352,400)	\$ (5,202,987)
Weighted average number of common shares outstanding	52,691,828	46,136,450
Loss per share in accordance with Canadian GAAP	\$ (0.18)	\$ (0.04)
Total differences	(0.04)	(0.07)
Loss per share in accordance with US GAAP	\$ (0.22)	\$ (0.11)

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14. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP) (Continued)

Statement of comprehensive loss for nine months ended July 31:

	2008	2007 (restated)
Comprehensive loss in accordance with Canadian GAAP	\$ (10,604,330)	\$ (2,054,200)
Unrealized gain on investment	-	-
Total difference in net loss between Canadian GAAP and US GAAP	(1,984,110)	(4,140,384)
Total comprehensive loss per US GAAP as previously reported	(12,588,440)	(6,194,584)
Unrealized gain on derivative investments	-	-
Acquisition of mineral properties capitalized	-	991,597
Total comprehensive loss in accordance with US GAAP (restated)	\$ (12,588,440)	\$ (5,202,987)

vi. Reconciliation of cash flows in accordance with Canadian GAAP and US GAAP:

Statement of cash flow for nine months ended July 31:

	2008	2007 (restated)
Net cash used in operating activities of continuing operations in accordance with Canadian GAAP	\$ (3,425,628)	\$ (5,338,848)
Adjustments to net loss involving use of cash		
Write-off of capitalized resource property costs	(2,532,592)	(3,599,792)
Net cash used in operating activities of continuing operations in accordance with US GAAP as previously reported	(5,958,220)	(8,938,640)
Acquisition of mineral properties capitalized	-	639,408
Net cash used in operating activities of continuing operations in accordance with US GAAP (restated)	(5,958,220)	(8,299,232)
Net cash used in investing activities of continuing operations in accordance with Canadian GAAP	(3,593,667)	(1,350,993)
Reclassification of capitalized resource property expenditures	2,532,592	3,599,792
Net cash provided by (used in) investing activities of continuing operations in accordance with US GAAP as previously reported	(1,061,075)	2,248,799
Acquisition of mineral properties capitalized	-	(639,408)
Net cash provided by (used in) investing activities of continuing operations in accordance with US GAAP (restated)	(1,061,075)	1,609,391
Net cash flows provided by financing activities of continuing operations in accordance with Canadian and US GAAP	11,810,000	5,593,003
Net increase (decrease) in cash and cash equivalents in accordance with Canadian and US GAAP	4,790,705	(1,096,838)
Cash and cash equivalents, beginning of period in accordance with Canadian and US GAAP	824,484	4,506,165
Cash and cash equivalents, end of period in accordance with Canadian and US GAAP	\$ 5,615,189	\$ 3,409,327

14. DIFFERENCES BETWEEN CANADIAN AND UNITED STATES GENERALLY ACCEPTED ACCOUNTING PRINCIPLES (GAAP) (Continued)

(b) Recent US accounting pronouncements

- i. On July 13, 2006, FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes—an interpretation of FASB Statement No. 109*. Interpretation 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with Statement 109 and prescribes a recognition threshold and measurement attribute for financial statement disclosure of tax positions taken or expected to be taken on a tax return. Additionally, Interpretation 48 provides guidance on de-recognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Interpretation 48 is effective for fiscal years beginning after December 15, 2006, with early adoption permitted. The Company is currently evaluating whether the adoption of Interpretation 48 will have a material effect on its consolidated financial position, results of operations or cash flows.
- ii. In September 2006, the U.S. Securities and Exchange Commission issued Staff Accounting Bulletin 108 ("SAB 108"). The interpretations in this bulletin express the staff's views regarding the process of quantifying financial statement misstatements and are being issued to address diversity in practice in quantifying financial statement misstatements and the potential under current practice for the build up of improper amounts on the balance sheet. SAB 108 is not expected to have a material impact on the Company's consolidated financial statements.
- iii. In September 2006, the FASB issued SFAS No. 157, "*Fair Value Measurements*" ("SFAS No. 157"). The SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This statement does not require any new fair value measurements; however, for some entities the application of this statement will change current practice. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years, although early adoption is permitted. SFAS 157 is not expected to have a material impact on the Company's consolidated financial statements.
- iv. In February 2007, the FASB issued SFAS No.159, "The Fair Value Option for Financial Assets and Financial Liabilities". SFAS 159 permits companies to choose to measure many financial instruments and certain other items at fair value. This statement expands the use of fair value measurement and applies to companies that elect the fair value option. The fair value option established by this statement permits all entities to choose to measure eligible items at fair value at specified election dates. This statement is effective as of the beginning of fiscal years that begin after November 15, 2007. SFAS 159 is not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.
- v. In December 2007, the FASB issued SFAS No. 141(R), Business Combinations (SFAS 141(R)), which replaces SFAS 141. SFAS 141(R) requires assets and liabilities acquired in a business combination, contingent consideration, and certain acquired contingencies to be measured at their fair values as of the date of acquisition. SFAS 141(R) also requires that acquisition-related costs and restructuring costs be recognized separately from the business combination. SFAS 141(R) is effective for fiscal years beginning after December 15, 2008 and will be effective for business combinations entered into after January 1, 2009.
- vi. In December 2007, the FASB issued SFAS No. 160, Non-controlling Interests in Consolidated Financial Statements, an Amendment of ARB No.51 (SFAS 160). SFAS 160 clarifies the accounting for non-controlling interests and establishes accounting and reporting standards for the non-controlling interest in a subsidiary, including classification as a component of equity. SFAS 160 is effective for fiscal years beginning after December 15, 2008. The Company does not currently have any minority interests.

CARDERO RESOURCE CORP.
Form 51-102F1
Management's Discussion and Analysis
For nine months ended July 31, 2008

INTRODUCTION

This Management Discussion and Analysis (“MD&A”) of Cardero Resource Corp. (“Cardero” or the “Company”) for the nine months ended July 31, 2008 has been prepared by management, in accordance with the requirements of National Instrument 51-102, as of September 10, 2008, and compares its financial results for the nine months ended July 31, 2008 to the previous year’s same period. This MD&A provides a detailed analysis of the business of Cardero and should be read in conjunction with the Company’s audited consolidated financial statements for the year ended October 31, 2007 and unaudited consolidated financial statements for the nine months ended July 31, 2008. The Company’s reporting currency is the Canadian dollar and all amounts in this MD&A are expressed in Canadian dollars. The Company reports its financial position, results of operations and cash-flows in accordance with Canadian generally accepted accounting principles.

This MD&A contains certain statements that may constitute “forward-looking statements”. Forward-looking statements include but are not limited to, statements regarding future anticipated property acquisitions, the timing, cost and nature of future anticipated exploration programs and the results thereof, discovery and delineation of mineral resources/reserves, business and financing plans, business trends and future operating revenues. Information concerning mineral resource estimates also may be deemed to be forward-looking statements in that it reflects a prediction of the mineralization that would be encountered if a mineral deposit were developed and mined. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company’s ability to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, the Company’s ability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from the discussion and analysis HEREIN may not necessarily indicate future results from operations.

This MD&A contains information with respect to adjacent or similar mineral properties in respect of which the Company has no interest or rights to explore or mine. The Company advises US investors that the US Securities and Exchange Commission's mining guidelines strictly prohibit information of this type in documents filed with the SEC. Readers are cautioned that the Company has no interest in or right to acquire any interest in any such properties, and that mineral deposits on adjacent or similar properties are not indicative of mineral deposits on the Company's properties.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedar.com and readers are urged to review these materials, including the technical reports filed with respect to the Company’s mineral properties.

DATE

This Management Discussion and Analysis reflects information available as at September 10, 2008.

THE BUSINESS OF THE COMPANY

Background

Cardero Resource Corp. is a junior resource mineral exploration company. Its assets consist of mineral properties, common shares and warrants of other junior natural resource exploration companies and cash. The Company funds its operations primarily through the sale of its equity securities. The mineral exploration business is very high risk. Major risks applicable to the Company include:

1. The chance of finding an economic ore body is extremely small, and the vast majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.
2. The market for junior resource equities, where the Company raises funds, is extremely volatile. Even though the Company believes that it has sufficient funds on hand to meet its current requirements, there is no guarantee that it will be able to raise additional funds as it requires them.
3. The establishment of undisputed title to mineral properties is often a time consuming process and even though the Company has diligently investigated title to all its mineral properties there is no guarantee of title.
4. Currency fluctuations may affect the Company as its transactions are often conducted in US dollars, Mexican and Argentinean pesos, and Peruvian Nuevo Soles.
5. The Company's properties are located in Mexico, Argentina and Peru and will be affected by the political stability and laws of those countries.
6. There is no guarantee that the Company can obtain the necessary governmental permits, consents, approvals and licenses for its proposed operations as and when required.
7. Environmental concerns and the fluctuation of metal prices, both of which are beyond the Company's control, may significantly alter the economics of the exploitation of any mineral deposits that it may discover or acquire.

(See "Risk Factors")

Exploration Activities

Cardero is actively assessing, acquiring interests in and exploring a number of mineral exploration properties, primarily those it considers to be prospective for gold, copper and iron. At the present time, it is focusing its activities in Mexico, Argentina, Peru and the state of Minnesota in the United States, where it has established subsidiaries and the infrastructure to enable it to actively work in such countries. The Company, through its subsidiaries, holds, or has the right to acquire interests in, a large number of properties in these countries. However, at the present time it does not consider all of these to be material as, in many cases, the properties are in the early stages of evaluation, or have not had sufficient work done on them by the Company to determine if they are material. Cardero presently considers its material properties to be the Iron Sands Project (Peru), and the Pampa de Pongo Iron Project (Peru).

Property	Total Costs as of October 31, 2007	Total Costs to July 31, 2008	Estimated Fiscal 2008 Expenditures⁽¹⁾
Iron Sands, Peru	\$4,223,535	\$5,533,112	1,000,000
Pampa de Pongo, Peru	\$2,683,199	\$3,200,230	2,500,000

Note: 1. This amount represents the estimated exploration expenditures for 2008 fiscal year ending October 31, 2008 only, and to July 31, 2008. Estimated expenditures are contingent upon ongoing successful results justifying further expenditures.

During the three months ended July 31, 2008 and to September 10, 2008, the Company carried out the following exploration activities:

Material Properties

Peru

Pampa De Pongo Iron Project

The Company exercised the option and acquired the property on 27 January 2008, making the final payment of USD 300,000. Transfer of title from Rio Tinto to a Peruvian subsidiary of Cardero is in progress.

SRK Consulting Engineers and Scientists (“SRK”) has been retained to complete a mine scoping study, which commenced in February, 2008 and is scheduled to be completed in late September, 2008. The scoping study will focus on determining the optimum mining methods, a new resource estimate, pilot-scale metallurgy and a preliminary economic assessment.

The Company has received a drill permit and has secured a drill contract which is scheduled to commence in early October, 2008. This drilling will focus on definition drilling in the Central Zone, as part of a prefeasibility study.

Drilling will also address exploration needs by testing a large 3D magnetic anomaly (referred to as the East Zone). The magnetic anomaly has previously been tested by drillhole PPD-004, which intersected 282 metres @ 31.3% iron, including 191 metres of massive magnetite, where composite grades range from 43.57% to 48.52% iron. This considerably decreases the technical risk and increases confidence that the high priority anomaly represents a significant body of massive magnetite mineralization. Previous drilling of 3D geophysical models in 2004 resulted in an excellent correlation between the dimensions of the model and ore-grade mineralization.

Cardero is moving quickly to complete pilot-scale metallurgical test work for inclusion in the SRK scoping study. Metallurgical test work is being undertaken by Natural Resources Research Institute’s (“NRRI”) Coleraine Minerals Research Labs (“CMRL”) in Minnesota. Bench-scale mini-pot pellets returned a preliminary grade of 65.1% iron. Pilot-scale pelletizing and fired-pellet production has also been completed and, as planned, 98 kilograms (216 pounds) of pellets were produced with three full pot-grate tests. Pilot-scale pelletizing is being undertaken (using a large 1,090 kilogram representative sample) to confirm that the physical and metallurgical characteristics of the Pampa de Pongo pellets are commercially-scalable. A total of five bench-scale (mini-pot) grate tests were conducted to select the firing parameters for the pilot-scale pot grate test. Pilot-scale pelletizing and fired-pellet production has been completed.

The physical and metallurgical evaluation of the pellets is also complete, and NRRI has indicated that the pellet reducibility, porosity, and swelling are “very good”. Chemical analysis of the pellets is in progress

at an independent, external laboratory. A representative sample of the pilot-scale pellets is currently being analyzed for reducibility, low temperature breakdown (LTB), and swelling to determine their quality as a commercial-scale blast furnace pellet feed. Once the results of all tests are complete, NRRI will deliver their final report.

A representative sample of pellets has been shipped for further evaluation by MIDREX Technologies, Inc., the world leader in gas-based Direct Reduced Iron (DRI) technology. DRI grade pellets are premium products and typically attract higher value contracts than Blast Furnace grade pellets.

Iron Sands Project

The Iron Sands project comprises 23 mining concessions which total 17,400 hectares located near the city of Nazca in the desert coastal region of southern Peru approximately 45 kilometres northeast of the port of San Juan and close to the large Marcona iron mine (approximate resource of 1.4Bt @ 54% iron), and to Cardero's Pampa de Pongo iron deposit.

During the quarter, the Company completed the installation and commissioning of the pilot plant. A 40-tonne magnetic concentrate was subsequently processed ahead of schedule. Further optimization during the concentrate production resulted in dramatically increased throughputs, from 2.8 to 18 tonnes per hour, up to a maximum of 27 tonnes per hour. This performance has important implications for proposed mining at the Iron Sands project -- greater throughput means that a smaller magnetic separation plant would be required for commercial production and this, in turn, would require a smaller capital expenditure for the plant, thereby enhancing the positive economics envisaged by the Company.

Cardero has been using an X-ray fluorescence (XRF) portable analyzer at the pilot plant site to provide preliminary analyses - this allows the affect of pilot plant adjustments to be quickly assessed with respect to concentrate grade, without the need to await prolonged laboratory analysis. However, the instrument used (Innov-X XRF Alpha 6000 Analyzer) does not provide the accuracy required to report assays.

The results from the use of the handheld XRF technology suggest that concentrate grade has now been increased to 52-55% iron. The handheld XRF was utilized during commissioning and subsequent laboratory results demonstrated that it was under-reading by approximately 2%. The readings of 52-55% iron are therefore only considered to be a reasonable indication of grade and laboratory analysis will be required to ascertain the true iron grade. Accordingly, the Company cautions that undue reliance should not be placed on the XRF derived grade. This interpreted improvement in grade is attributed to the increased sand throughput and associated improved pilot-plant configuration.

It is anticipated that a sample of the concentrate from the pilot plant will be shipped from Lima to a laboratory in the US in mid-September. The laboratory will undertake extensive commercial-scale melting tests aimed at producing a premium-quality pig iron product (96-98% Fe, 2-4% C, <0.05% deleterious elements), along with a vanadium and titanium enriched slag. Previous bench-scale testing of samples from the Iron Sands project has successfully produced high-grade pig iron on three separate occasions and Cardero is therefore very confident about demonstrating viability at the industrial level.

In tandem with the above work, SRK have been retained to complete a 43-101 compliant resource estimate and scoping study with preliminary economic assessment for the Pampa El Toro Iron Sands Project. It is anticipated that an initial draft of the SRK report will be available to the Company in late January, 2009

Other Mineral Projects

Mexico

Baja IOCG

The Company is currently seeking a joint venture partner to fund ongoing exploration on the Baja IOCG project. If the Company is unable to secure a joint venture partner, or if a deal outlining significant drill expenditure cannot be finalised, the Company will, subject to financing, consider carrying out further work on its own on the Baja IOCG Project in the 2009 fiscal year beginning November 1, 2008. Such work would include an initial 3,000 metre drill program to test priority targets at San Fernando and San Jose. In preparation for possible drilling at San Fernando, the Company retained an experienced structural geologist, who visited the property in late August. The purpose of the fieldwork was to determine the main controlling structures and to further refine priority drill targets. The field work has been completed and the Company is awaiting final recommendations from the consulting geologist. From verbal communication to date from the consultant it appears that there are numerous high-priority targets which will require drill testing.

Corrales Project

The Corrales project is located to the south of the Chihuahua state, 60 kilometres east from Parral, 28 kilometres south-southwest from the city of Jiménez and 110 kilometres south-southeast from Naica mine. Corrales is a grass-roots carbonate replacement deposit (“CRD”) exploration project with significant mineralization exposed at surface. The extent of surface alteration and geochemical anomalism is comparable to major CRD deposits in the regions. The property has been exploited on a small scale by informal miners, exposing mineralization in shallow surface pits. The property has not seen any modern exploration of any kind.

Cardero has entered into a 5 year lease with an option to purchase a 100% interest in one mining concession covering a small scale barite extraction operation. Cardero also holds a significant land position surrounding this concession through a 100% owned 8,500 hectare exploration concession.

Cardero exploration to date has included 203 soil samples (100 x 50 metre sample grid) and 60 rock chip samples. Multi-element soil anomalies demonstrate excellent coincidence with mapped alteration. Limestone and brown calcite samples collected within the main area of alteration are anomalous in zinc, lead and manganese. Mineralized samples average approximately 6% zinc and 3% lead but, critically, also carry 3-6 ounces of silver.

On June 12, 2008, the Company entered into a letter of intent for an option/joint venture on the Corrales property with Ethos Capital Corp. (“ECC”) (see “Mexico Property Option/Joint venture) below.

Santa Teresa Project

The Santa Teresa property, which consists of 8,140 hectares of exploration concessions (plus an additional 153 hectares of exploration concessions applied for by the Company) held 100% by the Company, is located approximately 120 kilometres north-northwest of the city of Saltillo, capital of the state of Coahuila, Mexico. The property has seen extensive mining activity, as more than 40 sets of historical workings are found along one or more mineralized horizons over a strike length of approximately 10 kilometres. The workings are thought to date from at least the 1930’s and there is no evidence of any modern exploration or drilling.

Zinc-lead-copper-silver mineralization occurs (primarily as oxides) in replacements of favourable horizons as well as multiple, parallel, shear zones (up to 10 metres wide). The property hosts CRD type mineralization as well as sedimentary copper (Kupferschiefer-type) mineralization. Six characterization rock samples (taken by a third party in 2003) returned results ranging between 18.2g/t to 213g/t silver, 0.37% to 49.1% copper (from selective chalcocite-rich samples), 0.37% to 6.69% lead, and 0.33% to 11.45% zinc.

On June 12, 2008, the Company entered into a letter of intent for an option/joint venture on the Santa Teresa property with ECC (see "Mexico Property Option/Joint venture) below.

Mexico Property Option/Joint Venture (Corrales and Santa Teresa Projects)

On June 12, 2008, the Company signed a letter of intent (as amended on September 11, 2008) ("LOI") with ECC, a Capital Pool Company listed on the TSX Venture Exchange ("TSXV"), pursuant to which ECC has been granted an option to earn an interest in the Santa Teresa and Corrales silver-lead-zinc projects in Mexico. The Company understands that this transaction is intended to constitute the qualifying transaction for Ethos, and the transaction is subject to the acceptance for filing thereof by the TSXV and completion of all TSXV requirements for a CPC qualifying transaction.

Pursuant to the LOI, Ethos may earn a 70% interest in each of the properties by making cash payments of CAD 750,000 (DAD 250,000 on TSXV acceptance), and issuing an aggregate of 1,434,000 common shares of ECC to Cardero over a three-year period (366,800 shares on TSXV acceptance).

Ethos has advised that, subject to completion of the qualifying transaction, it intends to complete an initial exploration program of trenching, sampling, geological mapping and geophysics in order to prioritize targets for drilling.

Calera Project

The Calera project is located in the state of Chihuahua, Mexico, 160 kilometres west of Chihuahua City. Calera was first discovered in 1652, with medium-scale mining beginning in 1903 and in 1906 it was the first producer of zinc in Mexico.

The Calera property was mined following the discovery of the outcropping La Prieta chimney and later from underground, with the discovery of a single manto dipping southwest from the chimney. Calera's historical reported production was greater than 650,000 tons with grade of 50-100 g/t silver, 5-7% lead and 10-25% zinc. Concentrates graded 2kg/t silver, 75% lead and 55% zinc. The deposit was last mined between 1967 and 1983 using a small 60 tons/day metallurgical plant. However, mining ceased once the depth extents of that system had been exhausted and no other exploration was undertaken from surface or underground. The property has not seen any modern exploration drilling and with a demonstrably extensive alteration system, the potential for further discoveries is considered high. Several targets are essentially drill-ready with no further geochemistry or geophysics required.

The Company has completed option agreements with three concession holders, securing rights to 425 hectares on five claims. The Company is presently planning an initial reconnaissance exploration program, but has, as yet, no firm timetable for the implementation or completion of such program.

Argentina

Sediment Hosted Vein (SHV) Project

The SHV project is an exploration program, based on a specific geological model, targeting the prospective 61,000 square kilometre Santa Victoria basin in north-western Argentina. To date, the Company has acquired interests in, or the right to acquire an interest in, 18 separate properties (1,028.60 square kilometres in total), of which one has been dropped following further investigation. The remainder make up the properties currently comprising the Company's SHV Project. Additional properties may be acquired, and existing properties may be abandoned or returned to their respective vendors, as reconnaissance and property evaluation is ongoing. The Company did not carry out any work on its SHV properties during the quarter, as its personnel were primarily focussed on work under the Newmont Joint venture (see below).

Newmont Exploration Alliance

The exploration alliance with Newmont, which has been in effect since September 1, 2007, operates within the northern portion of Cardero's Sediment Hosted Vein (SHV) project area (the "Alliance Area"). The Alliance Area covers an area of approximately 36,000 square kilometres. Any properties acquired by the Alliance will be held, initially, 50:50 by Cardero and Newmont, subject to dilution for failure to contribute to ongoing exploration.

Newmont will not, by virtue of its participation in the Alliance, earn any interest in any existing Cardero properties in the Alliance Area. However, it will have the right to elect to earn an interest in certain Cardero properties through separate option agreements. Existing Cardero properties located within the Alliance area have been designated as either Option Properties or Excluded Properties. Cardero has excluded four properties from the Alliance (Organullo, Piriquitas, Chingolo/Providencia and La Poma/Concordia). All other Cardero properties within the Alliance Area have been designated as Option Properties. Newmont has the right to elect to enter into an option to acquire an interest in any (or all) of the Option Properties at any time during the term of the Alliance upon prescribed terms. To date, Newmont has not elected to enter into any such option agreements.

Sampling, using Newmont's proprietary Bulk Leach Extractable Gold (BLEG) methodology, began in mid-September 2007. Sampling has been continuous since that time, with 3 or 4 dedicated BLEG sampling teams employed at all times. To date, 1,356 samples have been collected, screening an area of approximately 6,102 square kilometres. Newmont completed interpretation of Aster satellite imagery of the Alliance Area in October 2007 and this interpretation helped prioritise areas for BLEG sampling.

Partial analytical results from the BLEG sampling campaign have been returned and interpretation of these results in progress by the Company in conjunction with Newmont geologists and geochemists. Targets identified will be prioritised for field follow-up. This work will ideally place the Alliance to rapidly advance identified targets. To date, the Alliance has not acquired any properties in the Alliance Area.

Incahuasi Gold Project

No work was carried out during the quarter and no further work is planned on this property during 2008 as the Company continues to focus its efforts on its Peruvian Iron Ore assets. However, the Company believes that the Incahuasi project area still has significant future potential as a bulk-tonnage style target. Accordingly, the Company plans to relinquish its option to acquire the seven minas over the historic

Incahuasi Mine, but retain the two surrounding cateos (368 hectares) that are 100% owned by the Company.

La Poma Silver-Lead Epithermal Project

The La Poma property lies within the Alliance area (see above) but is an Excluded Property and has been advanced by the Company on its own. The property consists of 6 minas (exploitation concessions), covering approximately 3,752 hectares, including the former La Poma Silver-Lead Mine. The property is located 24 kilometres from the town of San Antonio De Los Cobres and less than three hours drive from Salta.

In total, the Company has now collected 54 surface rock samples, with silver values ranging from 0.4 g/t to 1370 g/t, lead ranging from below detection to 15.45%, and copper ranging from below detection to 2.47%. Mean values from all 54 rock samples to date is 250 g/t silver, 5.73% lead, and 0.32% copper.

In late February 2008, the Company completed further detailed surface mapping and a short drilling program to demonstrate the depth-continuity of mineralization mapped at surface. The drillhole program consisted of two drillholes for a total of 335 metres. The drilling demonstrated that surface mineralization, extending over more than 2,000 metres strike length, can be used as an indicator of real potential at depth. Mineralization has been tested at only two structural levels and remains open, even beyond the known surface exposures. Six IP anomalies on the property remain untested and the potential for discovery of additional sub-parallel mineralized structures requires further drill testing.

The Company believes that the project has significant future potential but no further work is planned during 2008 as the Company continues to focus on its Peruvian Iron Ore assets. The project is currently at an advanced stage of exploration, with mapping, sampling, geophysics and two drillholes complete. In order to progress drill testing to the next stage, the Company is seeking a silver-focussed joint venture partner who can commit to drill testing of the numerous high priority targets which are drill ready.

Mina Pirquitas Silver Project

The Company understand from the optionee/operator of the property, Davcha Resources Pty. Limited, that no work has yet been carried out on the property, as the required permits have not yet been received.

Huachi Project

The Huachi copper-gold property is located in San Juan Province in north-western Argentina. The property has good access and exploration can be carried out on a year-round basis. Mapping by the Company indicates that copper-gold mineralization is part of a large and well developed porphyry style hydrothermal system.

The Company will not be undertaking any further exploration at Huachi and is currently seeking a joint venture partner to advance the Huachi project. Terms of the proposed JV will include significant drilling commitments to ensure that the targets are adequately tested in the upcoming field season. Several companies have signed confidentiality agreements and have received data for internal review. However no negotiations have yet been commenced with, nor have any proposals been received from, potential partners.

Los Manantiales Project

The Company understand from the optionee/operator of the property, Hochschild Mining Holdings Limited, that no work has yet been carried out on the property, as the required permits have not yet been received.

Peru

Amable Maria Uranium Project

No work was carried out on the Amable Maria project during the quarter. The Company is currently looking for a joint venture partner to advance this uranium project.

United States

TiTac Project

The Company has completed an option to lease agreement (see below) with an arm's length private mineral owner on the TiTac Iron-Titanium-Vanadium deposit in northeast Minnesota, USA. The TiTac property (previously known as the "Section 34 deposit") was originally explored with airborne geophysical surveys, which identified coincident magnetic and electromagnetic anomalies. These anomalies were further investigated with follow-up ground geophysical surveys, including Induced Polarization (IP), Resistivity and Electromagnetic (EM) methods.

The TiTac Iron-Titanium-Vanadium Deposit is located on the margins of the Duluth Complex in northeastern Minnesota. The Duluth Complex is a 1.1 billion-year old, large, multiphase, layered gabbroic intrusive complex. The TiTac Deposit is associated with late, cross-cutting Oxide-bearing Ultramafic Intrusives (OUI's) which intrude the Western Margin Intrusion of the Duluth Complex. Within the Duluth Complex, the OUI's typically form along linear trends, and exhibit strong fault control. The TiTac Deposit occurs at the junction of a northeast-trending, linear magnetic and gravimetric discontinuity in the Duluth complex and a northwest-trending magnetic and conductive linear anomaly. Oxides in the intrusions typically comprise 15-100% of the rock, comprising coarse-grained ilmenite (iron-titanium oxide) and titanium-bearing magnetite.

The deposit was discovered in 1968 by US Steel, which completed six diamond drillholes on the property to test the magnetic anomalies. Drilling intersected abundant magnetite and ilmenite mineralization that ranged from disseminated to massive mineralization. All drillholes intersected "ore-grade" mineralization. As an example of the grades encountered, US Steel reported the following results from drillhole 26002: 254.8 metres @ 35.0% iron, 18.68% TiO₂ and 0.47% V₂O₅, including 158.5 metres @ 42.7% iron, 22.47% TiO₂ and 0.57% V₂O₅.

US Steel also conducted limited metallurgical work. Drill core material was crushed and separated using heavy-liquid separation. The residual heavy mineral concentrate subsequently underwent magnetic separation to produce a second magnetic (magnetite) concentrate, leaving a residual non-magnetic (ilmenite) concentrate. Metallurgical test work on the deposit produced a magnetic concentrate grading 57.32% iron, 14.02% titanium dioxide (V₂O₅), and 1.30% vanadium pentoxide (V₂O₅). The residual non-magnetic concentrate graded 29.14% iron, 37.22% TiO₂ and 0.18% V₂O₅.

Cardero is moving quickly to complete independent metallurgical work on a composite sample from the deposit, with the aim of producing pig iron, titanium and vanadium from magnetic and non-magnetic concentrates. The drill core was selected to be representative of the mineralized body and weighted

averages for the head grade from all metallurgical samples was reported as 32.8% iron, 19.76% TiO₂, and 0.44% V₂O₅. Following gravitational and magnetic separation, the US Steel laboratory reported grades for magnetic and non-magnetic concentrates as follows:

Magnetic Concentrate					Non-Magnetic Concentrate				
Iron %	TiO ₂ %	TiO ₂ lbs/tonne	V ₂ O ₅ %	V ₂ O ₅ lbs/tonne	Iron %	TiO ₂ %	TiO ₂ lbs/tonne	V ₂ O ₅ %	V ₂ O ₅ lbs/tonne
57.32	14.02	309.1	1.30	28.7	29.14	37.22	820.6	0.18	4.0

Recent pricing for ferro-titanium metal has been around the USD 3.90 per pound level, while titanium dioxide (TiO₂) has recently been priced around the USD 1.10 per pound level. Vanadium pentoxide (V₂O₅) has recently traded in the USD 13.00-18.00 per pound range.

Assuming that the metallurgical test results confirm the US Steel results, Cardero plans an initial drill program designed to verify the US Steel results and expand the information available regarding the deposit in order to permit the preparation of an initial resource estimate. The surface of the TiTac deposit is owned by the State of Minnesota and managed by St. Louis County. The Company has entered into a surface use agreement with the County which will permit the initial drilling program to proceed.

Pursuant to an option agreement dated July 1, 2008 (as amended on July 24, 2008), between Cardero Iron Ore (USA) Inc., a wholly owned subsidiary of Cardero Iron Ore Company Ltd., and an arm's length private mineral owner ("owner"), the Company has a two year option to enter into a mining lease with the owner over an aggregate of 1,402 acres (567 hectares) of mineral rights located sections 2 and 3 of Township 54 North and sections 34 and 35 of Township 55 North, all Range 14 West, St. Louis County, Minnesota. The mining lease will grant a lease over any mineral substance of a metalliferous nature, including those intermingled or associated materials or substances, recovered from each tone of crude ore for the purpose of extracting iron (essentially, iron, titanium and vanadium). All other minerals are reserved to the owner. The key terms of the option agreement (and the subsequent mining lease) are as follows:

Option Agreement: An initial payment of USD 5,000 on execution (paid) plus an extension payment of USD 25,000 due on the first anniversary of the agreement to extend the option for an additional year. There are no work commitments under the option, but the Company is required to comply with all laws and to maintain specified insurance in place during the option term. The Company can exercise the option to enter into a mineral lease at any time prior to June 29, 2010 upon notice to that effect to the owner.

Mining Lease: The initial term of the mining lease is for a period of 20 years, provided that the lease may be extended for an additional 5 year period if the Company gives notice at least 180 days prior to the end of such term, and has either paid to the owner at least USD 10,000,000 in royalties or pays to the owner the difference between the royalties actually paid and USD 10,000,000. In like manner, the lease can be extended for up to three additional 5 year terms, provided that the appropriate notice is given and that the Company has paid to the owner at least USD 5,000,000 in royalties during the previous 5 year term (or pays any deficiency in cash). The Company can terminate the lease at any time on sixty days' notice. The Company is required to make a bonus payment of USD 2,500 upon entering into the lease, plus yearly rental payments under the lease of the greater of USD 2,500 and USD 2/acre in years one and two, the greater of USD 5,000 and USD 5/acre in years three through five, the greater of USD 7,500 or USD 10/acre in years six through ten, the greater of USD 10,000 or USD 25/acre in years eleven through fifteen and the greater of USD 50,000 or USD 50/acre in years sixteen through twenty. These rental payments cease upon the commencement of commercial production, following which yearly minimum royalty payments of USD 200,000 apply. Following the commencement of commercial production, the

Company is required to pay a royalty of USD 0.85 per ton of crude iron ore (adjusted quarterly based on variation in the quoted price of certain iron ore products) and 5% of the net return values for any other products produced (subject to a minimum royalty of USD 0.02 per pound of titanium). The Company is required to incur minimum work expenditures of USD 50,000 prior to the second anniversary of the lease, and USD 50,000 per year thereafter (any deficiency being payable in cash to the owner).

The Company has agreed, subject to regulatory acceptance, to pay a finder's fee to an arm's length individual in connection with the completion of the option agreement. The fee will consist of an initial 25,000 common shares, issuable following regulatory acceptance, plus an additional common 50,000 shares issuable upon the exercise by the Company of the option to enter into the mining lease.

Caucasian Region

MOU with International Minerals and Mines Ltd.

Cardero has entered into a memorandum of understanding with International Minerals and Mines Ltd., a private Gibraltar company headquartered in London ("IMM"), to earn an equity interest in a subsidiary of IMM which is presently engaged in reconnaissance exploration programs in the Caucasian Region. Cardero is the manager of the exploration programs. Project generation to date by Cardero indicates that the Caucasian Region is prospective for significant to world class base and precious metal porphyry and epithermal deposits.

Pursuant to a memorandum of understanding dated August 8, 2008 (but effective as and from April 25, 2008) between Cardero and IMM, Cardero has acquired the right to receive up to a 30% equity interest in IMM Gold Limited, a subsidiary of IMM incorporated under the laws of Gibraltar ("IMMG"). Stephan Fitch, a director of Cardero, is a director and significant shareholder of a private company which is the major shareholder (67%) of IMM. Cardero has agreed to acquire an initial 15% equity interest in IMMG by issuing to IMM up to 750,000 common shares, as follows:

- (a) an initial 500,000 common shares upon acceptance for filing of the transaction by the Toronto Stock Exchange ("TSX"); and
- (b) if, on the date ("Adjustment Date") which is one year after the date ("Issue Date") of the issuance of the initial 500,000 shares to IMM, the volume weighted average trading price for Cardero common shares on the TSX for the five trading days immediately prior to such date ("Final VWAP") is less than the volume weighted average trading price for Cardero Shares on the TSX for the five trading days immediately prior to the date of this news release ("Initial VWAP"), Cardero will issue to IMM such number of additional common shares of Cardero (up to a maximum of 250,000 additional shares) as is equal to the difference between the Initial VWAP and the Final VWAP, multiplied by 500,000 and divided by the Final VWAP.

Cardero has the option to acquire an additional 15% equity interest in IMMG by issuing an additional 1,000,000 shares to IMM on or before December 31, 2009.

Cardero is responsible for formulating and managing, on behalf of IMMG, an exploration program designed to identify prospective mineral properties located in the Caucasian Region, for acquisition by IMMG. As manager, Cardero is entitled to charge a 15% management fee. The costs of the exploration program are to be paid by IMMG, which is in the process of raising an initial GBP 2.0 million financing for such purpose. The initial funding will be without dilution to Cardero's initial 15% (and, if acquired, subsequent 15%) equity interest. Any additional funding by IMMG thereafter will dilute all existing shareholders, but Cardero has the right to participate in any such financing and thereby maintain its then

percentage equity interest in IMMIG. The reconnaissance exploration program has commenced, but no properties have yet been acquired.

Qualified Person(s) and Quality Control/Quality Assurance

EurGeol Keith Henderson, Cardero's Vice President-Exploration and a qualified person as defined by National Instrument 43-101, has supervised the preparation of the scientific and technical information that forms the basis for the mineral property disclosure in this MD&A.

The work programs at Pampa de Pongo and Pampa el Toro are designed by, and are supervised by, Keith J. Henderson, Cardero's Vice President-Exploration, and Dr. S. Jayson Ripke, Cardero Iron Ore Management (USA) Inc.'s Vice President - Technical, who together are responsible for all aspects of the work, including the quality control/quality assurance program. Metallurgical test work is being undertaken by Natural Resources Research Institute's Coleraine Minerals Research Labs, Minnesota, and the work is designed and supervised by Dr. Ripke. NRRI follow international (ISO) and North American (ASTM) procedures where such procedures exist for highly specialized pelletizing test work. NRRI are generally considered to be industry leaders in this type of test work. ICP analysis reported in this release has been completed internally at NRRI. Representative samples have been forwarded to ALS Chemex in Nevada and Vancouver for independent ISO-certified analysis.

The work programs on the Company's properties other than Pampa de Pongo and Pampa el Toro are designed and are supervised by Keith Henderson, Vice President, Exploration, of Cardero, either alone or in conjunction with independent consultants. Mr. Henderson and such consultants, as applicable, are responsible for all aspects of the work, including the quality control/quality assurance program. On-site personnel at the various project rigorously collect and track samples which are then sealed and shipped to ALS Chemex for assay. ALS Chemex's quality system complies with the requirements for the International Standards ISO 9001:2000 and ISO 17025: 1999. Analytical accuracy and precision are monitored by the analysis of reagent blanks, reference material and replicate samples. Quality control is further assured by the use of international and in-house standards. Blind certified reference material is inserted at regular intervals into the sample sequence by Cardero personnel in order to independently assess analytical accuracy. Finally, representative blind duplicate samples are forwarded to ALS Chemex and an ISO compliant third party laboratory for additional quality control.

Risk Factors

The Company is in the business of acquiring, exploring and, if warranted, developing and exploiting natural resource properties, initially in Mexico, Argentina and Peru. Due to the nature of the Company's proposed business and the present stage of exploration of its mineral properties (which are primarily early to advanced stage exploration properties with no known resources or reserves), the following risk factors, among others, will apply:

Mining Industry is Intensely Competitive: The Company's business is the acquisition, exploration and development of mineral properties. The mining industry is intensely competitive and the Company will compete with other companies that have far greater resources.

Resource Exploration and Development is Generally a Speculative Business: Resource exploration and development is a speculative business and involves a high degree of risk, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in size to return a profit from production. The marketability of natural resources that may be acquired or discovered by the Company will be affected by numerous factors beyond the control of the Company. These factors include market fluctuations, the

proximity and capacity of natural resource markets, government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital. The vast majority of exploration projects do not result in the discovery of commercially mineable deposits of ore.

Fluctuation of Metal Prices: Even if commercial quantities of mineral deposits are discovered by the Company, there is no guarantee that a profitable market will exist for the sale of the metals produced. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of various metals have experienced significant movement over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of and demand for metals are affected by various factors, including political events, economic conditions and production costs in major producing regions. There can be no assurance that the price of any commodities will be such that any of the properties in which the Company has, or has the right to acquire, an interest may be mined at a profit.

Permits and Licenses: The operations of the Company will require consents, approvals, licenses and/or permits from various governmental authorities. There can be no assurance that the Company will be able to obtain all necessary consents, approvals, licenses and permits that may be required to carry out exploration, development and mining operations at its projects.

No Assurance of Profitability: The Company has no history of earnings and, due to the nature of its business, there can be no assurance that the Company will ever be profitable. The Company has not paid dividends on its shares since incorporation and does not anticipate doing so in the foreseeable future. The only present source of funds available to the Company is from the sale of its common shares or, possibly, from the sale or optioning of a portion of its interest in its mineral properties. Even if the results of exploration are encouraging, the Company may not have sufficient funds to conduct the further exploration that may be necessary to determine whether or not a commercially mineable deposit exists. While the Company may generate additional working capital through further equity offerings or through the sale or possible syndication of its properties, there can be no assurance that any such funds will be available on favourable terms, or at all. At present, it is impossible to determine what amounts of additional funds, if any, may be required. Failure to raise such additional capital could put the continued viability of the Company at risk.

Uninsured or Uninsurable Risks: The Company may become subject to liability for pollution or hazards against which it cannot insure or against which it may elect not to insure where premium costs are disproportionate to the Company's perception of the relevant risks. The payment of such insurance premiums and of such liabilities would reduce the funds available for exploration and production activities.

Government Regulation: Any exploration, development or mining operations carried on by the Company will be subject to government legislation, policies and controls relating to prospecting, development, production, environmental protection, mining taxes and labour standards. In addition, the profitability of any mining prospect is affected by the market for precious and/or base metals which is influenced by many factors including changing production costs, the supply and demand for metals, the rate of inflation, the inventory of metal producing corporations, the political environment and changes in international investment patterns.

Environmental Matters: Existing and possible future environmental legislation, regulations and actions could cause significant expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted and which may well be beyond the capacity of the Company to fund. The Company's right to exploit any mining properties is and will continue to be subject to various reporting requirements and to obtaining certain government approvals and there can be no assurance that such approvals, including environment approvals, will be obtained without inordinate delay or at all.

Insufficient Financial Resources: The Company does not presently have sufficient financial resources to undertake by itself the exploration and development of all of its planned exploration and development programs. The development of the Company's properties will therefore depend upon the Company's ability to obtain financing through the joint venturing of projects, private placement financing, public financing or other means. There can be no assurance that the Company will be successful in obtaining the required financing. Failure to raise the required funds could result in the Company losing, or being required to dispose of, its interest in its properties. In particular, failure by the Company to raise the funding necessary to maintain in good standing the various option agreements it has entered into could result in the loss of the rights of the Company to such properties.

Foreign Countries and Regulatory Requirements: Substantially all of the mineral properties held by the Company are located in Mexico, Argentina or Peru, where mineral exploration and mining activities may be affected in varying degrees by political instability, expropriation of property and changes in government regulations such as tax laws, business laws, environmental laws and mining laws, affecting the Company's business in that country. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect its business, or if significant enough, may make it impossible to continue to operate in the country. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, foreign exchange restrictions, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

Dependence Upon Others and Key Personnel: The success of the Company's operations will depend upon numerous factors, many of which are beyond the Company's control, including (i) the ability to design and carry out appropriate exploration programs on its mineral properties; (ii) the ability to produce minerals from any mineral deposits that may be located; (iii) the ability to attract and retain additional key personnel in exploration, marketing, mine development and finance; and (iv) the ability and the operating resources to develop and maintain the properties held by the Company. These and other factors will require the use of outside suppliers as well as the talents and efforts of the Company and its consultants and employees. There can be no assurance of success with any or all of these factors on which the Company's operations will depend, or that the Company will be successful in finding and retaining the necessary employees, personnel and/or consultants in order to be able to successfully carry out such activities. This is especially true as the competition for qualified geological, technical and mining personnel and consultants is particularly intense in the current marketplace.

Currency Fluctuations: The Company presently maintains its accounts in Canadian dollars. Due to the nature of its operations in such countries, the Company also maintains accounts in U.S. dollars, Mexican and Argentine pesos and Peruvian nuevo soles. The Company's operations in the United States, Mexico, Argentina and Peru and its proposed payment commitments and exploration expenditures under many of the agreements pursuant to which it holds, or has a right to acquire, an interest in its mineral properties are denominated in U.S. dollars, making it subject to foreign currency fluctuations. Such fluctuations are out of its control and may materially adversely affect the Company's financial position and results.

Price Fluctuations and Share Price Volatility: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly those considered exploration stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual and extreme fluctuations in price will not occur.

Surface Rights and Access: Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mining activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are no existing surface rights holders, this does not usually cause a problem, as there are no impediments to surface access. However, in areas where there are local populations or land owners, it is necessary, as a practical matter, to negotiate surface access. There can be no guarantee that, despite having the right at law to access the surface and carry on mining activities, the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out mining activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction

Uncertainty of Resource Estimates/Reserves: Unless otherwise indicated, mineralization figures presented in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time are based upon estimates made by Company personnel and independent geologists. These estimates are imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. There can be no assurance that:

- these estimates will be accurate;
- reserves, resource or other mineralization figures will be accurate; or
- this mineralization could be mined or processed profitably.

Because the Company has not commenced production at any of its properties, and has not defined or delineated any proven or probable reserves on any of its properties, mineralization estimates for the Company's properties may require adjustments or downward revisions based upon further exploration or development work or actual production experience. In addition, the grade of ore ultimately mined, if any, may differ from that indicated by drilling results. There can be no assurance that minerals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The resource estimates contained in the Company's filings with securities regulatory authorities, press releases and other public statements that may be made from time to time have been determined and valued based on assumed future prices, cut-off grades and operating costs that may prove to be inaccurate. Extended declines in market prices for gold, silver, copper, iron or other metals may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization. Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization, could have a material adverse effect on the Company's results of operations or financial condition. The Company has not established the presence of any proven and probable reserves at any of its mineral properties. There can be no assurance that subsequent testing or future studies will establish proven and probable reserves at the Company's properties. The failure to establish proven and probable reserves could restrict the Company's ability to successfully implement its strategies for long-term growth.

Title: Although the Company has taken steps to verify the title to the mineral properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title (whether of the Company or of any underlying vendor(s) from whom the Company may be acquiring its interest). Title to mineral properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

Investments

International Tower Hill Mines Ltd.

During the nine months ended July 31, 2008, the Company sold 137,000 shares of ITH for gross proceeds of CAD 224,696. As at July 31, 2008, the Company held 2,863,000 common shares of ITH and common share purchase warrants to purchase an additional 2,000,000 common shares at a price of \$1.00 until August 4, 2008. Subsequent to July 31, 2008, the Company:

- (a) exercised the two million common share purchase warrants of ITH and acquired an additional two million common shares of ITH at a price of CAD 1.00 per share; and
- (b) sold an additional 47,700 ITH shares for gross proceeds of CAD 71,258.

As a result of these transactions, the Company now holds a total of 4,815,300 shares of ITH, representing approximately 10.98% of the issued and outstanding common shares of ITH.

Trevali Resources Corp.

On April 24, 2007, the Company acquired 1,000,000 shares of Trevali Resources Corp. ("Trevali"), a former related party, at a gross cost of \$100,000. As there was no quoted market value for the shares of Trevali as at October 31, 2007, the Company considers its cost to be a reasonable estimate of fair value as of that date. Trevali commenced trading on the CNQ effective December 21, 2007. At July 31, 2008, the quoted market value of the Trevali common shares was \$1.75, or a total market value for the Company's shares of \$1,750,000. Fair value adjustments for the nine months ended July 31, 2008 amounted to unrealized gains of \$1,650,000 recorded as comprehensive income. The Company held 2.4% of the Trevali issued and outstanding common shares as of July 31, 2008.

SUMMARY OF QUARTERLY RESULTS

The table below sets out the quarterly results expressed in Canadian dollars, for the fiscal years 2006, 2007 and 2008:

Fiscal 2008

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenue	\$ 3,593	\$ 17,427	\$ 14,721	
Gain on sale of investment	-	66,963	81,014	
Net income (loss)	(1,788,629)	(3,834,843)	(3,744,818)	
Net loss per share	(0.04)	(0.07)	(0.07)	
Comprehensive income (loss)	(1,058,629)	(7,285,919)	(2,259,782)	

Fiscal 2007

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenue	\$ 82,190	\$88,649	\$ 59,079	\$ 1,104
Gain on sale of investment	1,818,236	-	-	-
Net income (loss)	6,903	(2,001,964)	(1,479,139)	(5,667,290)
Net income per share	0.00	(0.04)	(0.03)	(0.13)
Comprehensive income (loss)	(303,097)	(1,001,964)	(329,139)	(8,827,290)

Fiscal 2006

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Total revenue	\$ 93,787	103,878	102,400	51,313
Net loss	(951,779)	(1,113,123)	(3,530,664)	(2,594,576)
Net loss per share	(0.02)	(0.03)	(0.08)	(0.06)

- Notes: 1) There were no discontinued operations or extraordinary items in the periods under review.
2) The basic and diluted losses per share were the same in each of the periods.

The variation seen over such quarters is primarily dependent upon the success of the Company's ongoing property evaluation and acquisition program and the timing and results of the Company's exploration activities on its current properties, none of which are possible to predict with any accuracy. The variation in income is related to the interest earned on funds held by the Company, which is dependent upon the success of the Company in raising the required financing for its activities, and is therefore also difficult to predict.

RESULTS OF OPERATIONS

During the nine months ended July 31, 2008, the Company had a net loss of \$9,368,290 or \$0.18 per share as compared to a net loss of \$2,054,200 or \$0.04 per share for 2007 (restated). The following discussion explains the variations in the key components of these numbers but, as with most junior mineral exploration companies, the results of operations are not the main factor in establishing the financial health of the Company. Of far greater significance are the mineral properties in which the Company has, or may earn, an interest, its working capital and how many shares it has outstanding. Quarterly results can vary significantly depending on whether the Company has abandoned any properties or granted any stock options.

	Nine months ended July 31	
	2008	2007 (restated)
Net loss	\$ 9,368,290	\$ 2,054,200
Interest income	35,741	229,918
General and administrative costs	5,847,501	5,286,430
Stock-based compensation component	2,232,473	1,188,818
Write-down of resource properties	2,206,273	52,958

Nine months ended July 31, 2008 compared to nine months ended July 31, 2007

In the nine months ended July 31, 2008 the Company had a net loss of \$9,368,290 or \$0.18 per share as compared to a net loss of \$2,054,200 or \$0.04 per share for the nine months ended July 31, 2007. During the previous year's period, the Company had a realized gain of \$1,818,236 on the sale of 1,000,000 shares of ITH and an unrealized gain of \$1,420,000 due to the fair value adjustments of the ITH warrants which are considered to be a derivative financial instrument. In the current period, the Company sold 137,000 shares of ITH, realizing a gain of \$147,976 and an unrealized loss of \$1,840,000 due to the fair value adjustments on the ITH warrants. Property write-offs increased to \$2,206,273 (properties in Argentina) compared to write-offs in the same period in 2007 of \$52,958. The following discussion explains the variations in the key components of these numbers.

The Company's general and administrative costs totalled \$5,847,501 compared to \$5,286,430 in 2007. The major expense categories involved in this increase are the salaries (2008 - \$1,985,600; 2007 - \$1,732,429 and consulting fees (2008 - \$1,345,810, 2007 - \$473,061). This total increase is offset by the decreased expenses for property evaluations (2008 - \$344,328, 2007- \$1,057,324). Subsidiary administrative costs amounted to \$1,012,064 (2007 - \$1,134,514), which decreased slightly due to lesser exploration activity and costs containment measures. (Also refer to the stock-based compensation component of the related expense categories below.)

The Company's interest income of \$35,741 (2007 - \$229,918) reflects lower average cash balances. The foreign exchange gain (loss) of \$341,767 (2007 - \$(182,966)) arose principally as a result of strengthening in the Argentine and Peruvian currencies compared to the Canadian dollar.

Stock-based compensation has been included in the following expense categories:

	2008	2007
Salary	\$ 1,061,072	\$ 742,156
Consulting	984,486	178,144
Investor relations	186,915	147,438
Share issue costs	320,634	121,080
	<u>\$ 2,553,107</u>	<u>\$ 1,188,818</u>

All other administrative expenses are commensurate with the general level of exploration or regulatory activity on a period over period basis.

Three months ended July 31, 2008 compared to three months ended July 31, 2007

For the three months ended July 31, 2008, the Company incurred net losses of \$3,744,818 as compared to net losses of \$1,019,139 for the period ending July 31, 2007. The largest variances between the two quarters are the write-off of resource properties \$1,522,908 (2007 - \$Nil) and stock-based compensation, resulting in a charge to operations of \$1,920,948 (2007 - Nil).

LIQUIDITY AND CAPITAL RESOURCES

The Company has no revenue generating operations from which it can internally generate funds. To date, the Company's ongoing operations have been predominantly financed by the sale of its equity securities by way of private placements and the subsequent exercise of share purchase warrants issued in connection with such private placements. However, the exercise of warrants is dependent primarily on the market price of the Company's securities at or near the expiry date of such warrants (over which the Company has no control) and therefore there can be no guarantee that any existing warrants will be exercised. In

addition, the Company can raise funding through the sale of interests in its mineral properties. This situation is unlikely to change until such time as the Company can develop a bankable feasibility study on one of its projects. When acquiring interest in mineral properties through purchase or option the Company will sometimes issue common shares to the vendor or optionee of the property as partial or full consideration for the property interest in order to conserve its cash.

As at September 10, 2008, the Company had working capital of approximately \$1.9 million (unaudited), which it anticipates will likely not be sufficient to cover its anticipated administrative and property payment expenses for the next 12 months. The Company does not presently have sufficient funds to carry out all of its planned exploration programs for the next 12 months, and therefore additional funding will be required during the next year. If the Company is unable to obtain any such additional funding as and when necessary, it would likely be required to scale back its property acquisition and/or exploration programs, sell, option or abandon some of its mineral properties or dispose of some or all of its investment in ITH or Trevali.

OFF BALANCE-SHEET ARRANGMENTS

The Company has no off-balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

During the nine months ended July 31, 2008 and 2007, the Company incurred expenses paid to officers or directors of the Company or companies with common directors:

	2008	2007
Professional fees	\$ 66,206	\$ 75,569
Consulting fees	\$ 67,500	\$ 67,500

At July 31, 2008 there was \$7,700 (October 31, 2007 - \$7,769) included in accounts payable and accrued liabilities, and \$234,788 (October 31, 2007- \$220,646) included in accounts receivable owing to/from related parties. Professional fees include amounts paid to a law firm of which a director is a shareholder.

The Company recovered \$159,255 during the period ended July 31, 2008 (2007 - \$100,485) in rent and administration costs from Wealth Minerals Ltd., International Tower Hill Mines Ltd., Indico Resources Ltd., Athlone Energy Ltd. and Lawrence W. Talbot Law Corporation ("LWTLC"), companies with common officers or directors.

These charges were measured by the exchange amount, which is the amount agreed upon by the transacting parties and are on terms and conditions similar to non-related entities.

Effective October 1, 2005, the Company retained Mr. Carlos Ballon of Lima, Peru, to provide management services on behalf of the Company in Peru through his private Peruvian company, Minera Koripampa del Peru S.A., for a fee of USD 10,000 per month (reduced to USD 7,500 per month starting from March, 2007), which has been expensed to consulting fees. Mr. Ballon became President of Cardero Peru in April 2006. Accordingly, Mr. Ballon is a related party with respect to the Company. Prior to Mr. Ballon becoming a related party, the Company entered into a number of mineral property acquisition/option agreements from either Minera Koripampa del Peru S.A. or Sudamericana de Metales Peru S.A., another private Peruvian company controlled by Mr. Ballon. Such property transactions include those with respect to the Carbonera and Daniella Properties (financial statement note 6(c)(i)), the Pampa de Pongo Property (financial statement note 6(c)(ii)), the Katanga Property (financial statement note 6(c)(iii)) and the Corongo Project (financial statement note 6(c)(v)).

The presidents of Minerales y Metales California, S.A. de C.V. and Cardero Argentina S.A. provide management services for USD 3,750 each per month, which is expensed to consulting fees or capitalized to property costs, depending upon the nature of the services.

The Company has entered into a retainer agreement dated May 1, 2007 with LWTLIC, pursuant to which LWTLIC agrees to provide legal services to the Company. Pursuant to the retainer agreement, the Company has agreed to pay LWTLIC a minimum annual retainer of \$82,500 (plus applicable taxes and disbursements). The retainer agreement may be terminated by LWTLIC on reasonable notice, and by the Company on one year's notice (or payment of one year's retainer in lieu of notice).

PROPOSED TRANSACTIONS

Although the Company is currently investigating a number of additional property acquisitions, and is entertaining proposals for the sale or option/joint venture of one or more of its properties, as at the date of this MD&A there are no proposed transactions where the board of directors, or senior management who believe that confirmation of the decision by the board is probable, have decided to proceed with.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Areas requiring the use of estimates in the preparation of the Company's financial statements include the rates of amortization for equipment, the potential recovery of resource property interests, the assumptions used in the determination of the fair value of stock-based compensation and the determination of the valuation allowance for future income tax assets. Management believes the estimates used are reasonable; however, actual results could differ materially from those estimates and, if so, would impact future results of operations and cash flows.

CHANGES IN ACCOUNTING POLICIES

There have been no changes in accounting policies since November 1, 2007, being the start of the Company's most recently completed fiscal year.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, receivables, investments and payables. The carrying values of the Company's financial instruments approximate their respective fair values due to their short-term maturity. Due to the short term of all such instruments, the Company does not believe that it is exposed to any material risk with respect thereto.

The Company's cash at July 31, 2008 was \$5,615,189 of which \$250,968 was held in Mexican, Argentinean and Peruvian currencies.

The Company's receivables and payables at July 31, 2008 were normal course business items that are settled on a regular basis. The Company's investments in ITH and Trevali are carried at quoted market value or an estimate thereof, and are classified as "available for sale" for accounting purposes. The intrinsic value represented by the share purchase warrants of ITH (prior to the exercise thereof) was carried at quoted market value (or an estimate thereof). This investment is classified as a derivative

financial instrument, changes to the fair value of which are included in net income. The Company has no current plans to dispose of any significant portion of its investments in either ITH or Trevali, but may determine to do so if necessary to raise funds for its ongoing operations. Subsequent to the quarter, the Company exercised the two million common share purchase warrants of ITH at a price of CAD 1.00 per share and no longer holds any warrants.

MATERIAL PROCEEDINGS

Pursuant to an agreement dated October 17, 2007, the legal action among Western Telluric Resources Inc. (“WTR”) and Minera Olympic, S. de R.L. de C.V. (“Minera”) (the “Plaintiffs”) and the Company was settled. As its part of the settlement, the Company has agreed to issue an aggregate of 500,000 shares to WTR and to grant to WTR a 1.5% net smelter return royalty over its existing and future acquired Baja California properties, of which the Company can acquire one-half (0.75%) for the price of \$2,000,000. Fulfillment by the Company of its obligations under the Settlement Agreement was subject to the acceptance for filing thereof by the TSX (received on November 20, 2007) and AMEX (received on November 13, 2007) and certain other conditions precedent. The settlement transaction closed on May 23, 2008, with interests in all affected resource properties being transferred to the Company’s Mexican subsidiary.

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to senior management, including the Company’s Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure. Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company’s disclosure controls and procedures as at July 31, 2008 as required by Canadian securities laws. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer, have concluded that, as of July 31, 2008, the disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the Company’s annual filings and interim filings (as such terms are defined under Multilateral Instrument 52-109 “Certification of Disclosure in Issuer’s Annual and Interim Filings”) and other reports filed or submitted under Canadian securities laws is recorded, processed, summarized and reported within the time periods specified by those laws and that material information is accumulated and communicated to management of the Company, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow for accurate disclosure to be made on a timely basis.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Canadian GAAP. The Chief Executive Officer and Chief Financial Officer have concluded that there has been no change in the Company’s internal control over financial reporting during the nine months ended July 31, 2008 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

RESTATEMENT

The Company restated the fair value adjustment to investments for the nine month period ended July 31, 2007 to reflect the unrealized gain on derivatives of \$1,420,000 as other income instead of comprehensive income. In addition, the Company has restated net loss per US GAAP and comprehensive income to account for the fair value of derivative financial instruments totalling \$1,420,000 not previously

recognized in the nine months ended July 31, 2007. An adjustment for the cost of mineral properties capitalized has also been reflected in that period.

DISCLOSURE OF OUTSTANDING SHARE DATA (as at September 10, 2008)

1. Authorized and Issued capital stock:

Authorized	Issued	Value
An unlimited number of common shares without par value	57,732,847	\$68,713,975

2. Options Outstanding:

Number	Exercise Price	Expiry Date
412,500	\$2.00	November 30, 2008
225,000	\$1.70	December 20, 2008
100,000	\$3.28	April 11, 2009
900,000	\$1.47	September 7, 2009
350,000	\$1.91	October 3, 2009
500,000	\$1.50	January 16, 2010
2,000,000	\$2.04	July 21, 2010
1,200,000	\$2.18	August 8, 2010
5,687,500		

3. Warrants/Agent's Options Outstanding:

Number	Exercise Price	Expiry Date
3,695,500	\$1.50	March 1, 2010
750,100	\$1.35	March 1, 2010
4,445,600		

ADDITIONAL SOURCES OF INFORMATION

Additional disclosures pertaining to the Company, including its most recent Annual Information Form, financial statements, management information circular, material change reports, press releases and other information, are available on the SEDAR website at www.sedar.com or on the Company's website at www.cardero.com. Readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.