

EXPATRIATE

R E S O U R C E S L T D .

Management Discussion & Analysis for the Quarter Ended September 30, 2004

This Management Discussion and Analysis for Expatriate Resources Ltd. incorporates information for the quarter ended September 30, 2004 and information subsequent to the end of the quarter up to November 23, 2004. This Management Discussion and Analysis should be read in conjunction with the Annual Audited Consolidated Financial Statements and related notes of the Company for the year ended December 31, 2003 and the unaudited financial statements for the quarter ended September 30, 2004, both filed on SEDAR (www.sedar.com).

Overall Performance

Expatriate Resources Ltd. ("the Company") was incorporated May 21, 1993 in Province of British Columbia and became a reporting issuer on June 9, 1994. Expatriate is in the business of exploration and development of mineral deposits in Canada, the United States and Chile. Expatriate, through its subsidiary Nitrosyl Technologies Corporation, also has interests in metal leaching and sulphur technologies that may provide strategic benefit to the development of its mineral properties.

Expatriate announced September 9, 2004 its intent to reorganize the Company with the transferring of most of its non-Finlayson District mineral properties to its wholly owned subsidiary Pacifica Resources Ltd. On completion of the reorganization, Expatriate will change its name to Yukon Zinc Corporation and the new exploration company will be taken public on the TSX Venture Exchange as Pacifica Resources Ltd. The purpose of the transaction is to allow Expatriate to focus on the development of the Wolverine deposit and exploration of its large land holdings in the Finlayson District of Yukon Territory. The formation of the new exploration company allows Pacifica to separately finance and advance the other non-core base and precious metals exploration properties in Canada, United States and Chile (see Subsequent Events).

During the quarter the Company continued its focus on its core Yukon Silver-Zinc Project and continuation of its summer 2004 exploration programs. The Yukon Silver-Zinc Project consists of the standalone development of the Wolverine deposit and exploration of the Company's large claim holdings in the surrounding area referred to as the Finlayson District. Exploration commenced on Expatriate's Finlayson District properties in early June and drilling in early September. The Company announced on May 31, 2004, the purchase of Atna Resources Ltd's 39.4% interest in the Wolverine Joint Venture. This transaction was completed in October 2004 resulting in Expatriate increasing its ownership of the Wolverine project to 100%.

The Company continued its financing efforts and completed an aggregate of \$16.6 million financing with Paradigm Capital Inc., First Associates Investments Inc., Dundee Securities Corporation and McFarlane Gordon Inc., significantly increasing its working capital position.

Financial Condition

The financial condition of the Company improved during the quarter, with working capital increasing by \$1,016,381 as at June 30, 2004 to \$2,403,516 as at September 30, 2004. Working capital as at September 30, 2004 consisted of \$2,952,112 in cash and \$102,232 in accounts receivable, \$102,367 in marketable securities and \$40,855 in prepaid expenses, less \$794,050 in accounts payable and accrued liabilities. The Company had no debt. In

addition, the Company had \$9,859,238 in deferred mineral properties, \$72,055 in property and equipment and \$500,000 in deferred technology costs.

The increase in working capital reflects the completion of \$3,370,000 of brokered and non-brokered equity financing during the period.

For the quarter ended September 30, 2004, the major cash source was \$3,370,000 from a share issue less \$228,925 of share issuance cost. Subsequently, in October, a major financing was completed (see Subsequent Events). Investing activities totaled \$1,590,301 comprised principally of \$1,502,168 of net deferred mineral property expenditures.

Future Financial Condition

The primary factors that can affect the future financial condition of the Company have not changed significantly from those at December 31, 2003.

Industry and Economic Factors Affecting Performance

For Expatriate, which is primarily a zinc-silver exploration company, the most important factors are zinc and silver prices and the availability of equity funds. Metal prices strengthened in the latter part of the quarter resulting in some improvement in share price of zinc-silver companies.

Risk Factors

The risk factors associated with mineral exploration and development have not changed significantly since December 31, 2003.

Environmental Risks and Other Regulatory Requirements

There have been no significant changes in the environmental or other regulatory requirements that affect the Company's operations, and the Company has had no difficulty obtaining its land use permits for its exploration activities.

Management and Corporate Matters

Expatriate is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on Expatriate. There were no changes to personnel during the period. Mr. James Jack resigned as a director of the Company in August 2004, and Mr. George Stevens became a director of the Company (see August 11, 2004 news release).

Results of Operations

Expatriate's operations consist generally of mineral exploration and evaluation of new property acquisitions. This includes acquiring mineral properties, evaluating the merits of these properties using various techniques such as geophysical and geochemical methods as well as drilling, and the completion of engineering evaluation studies to advance them to feasibility study. Subsequent to the quarter, Expatriate completed the acquisition of an additional 39.4% joint venture interest in the Wolverine property to consolidate its 100% ownership in the Company's core asset.

Principal Properties and Focus

Expatriate has mineral properties in Canada, California and Chile. Its major properties are its base-precious metals properties in the Finlayson District in south central Yukon. Expatriate's core focus is its Yukon Silver-Zinc Project in the Yukon.

Expatriate's exploration expenditures and property and equipment purchases increased significantly in third quarter 2004 to \$1,502,168 compared to \$107,332 for the same period 2003. Much of the increase is due to the \$1,493,791 of exploration expenditures in the quarter related to start of drilling at Wolverine and in Finlayson District generally.

This section should be read in conjunction with the Management Discussion and Analysis of December 31, 2003.

Canadian Mineral Properties

Expatriate has mineral properties in Canada within Yukon, Nunavut and Ontario. The properties in Nunavut and Ontario have been inactive for several years; however, Expatriate resumed exploration on the Yava property during August-September 2004. See note in Subsequent Events regarding reorganization plans and transfer of certain mineral properties to Pacifica Resources Ltd.

Wolverine and Finlayson Projects, Yukon

Drilling of the Wolverine deposit continued into August and September, 2004 to provide additional assay information on the deposit and material for metallurgical test work. Expatriate announced that it also intends to resume permitting and financing activity related to an underground test mining program on the Wolverine property, to commence late in 2004 (see March 29, 2004 news release). Expatriate funded all of these expenditures in expectation that it would complete the purchase of Atna's 39.4 % interest in the Wolverine Joint Venture in the fourth quarter. Expatriate continues to evaluate exploration and development opportunities for its base-precious metals properties in the Finlayson District.

Expatriate announced May 31, 2004 its intent to acquire Atna's 39.4% interest in the Wolverine Joint Venture for cash payments of \$2 million, the issuance of 10 million common shares (the "Transaction Shares") and 5 million share purchase warrants (the "Warrants"), each Warrant entitling Atna to purchase one common share of Expatriate at a price of \$0.32 for two years from issuance, and the granting to Atna of a royalty on silver and gold production from the Wolverine property (the "Precious Metals Royalty"); see May 31, 2004 news release. An initial payment of \$1 million was paid on closing ("Closing") and the remaining \$1 million was paid on October 26, 2004 and the shares released from escrow.

The Transaction Shares are subject to a shareholder's agreement that provides for Atna to hold the shares for a period of one year from Closing, subject to certain exceptions, and provides Expatriate with a right, so long as Atna holds more than two million common shares of Expatriate, to find a purchaser for any of the Transaction Shares that Atna may wish to sell. In addition, for a period of one year from Closing, Atna will vote all of the shares of Expatriate held by it in favour of the management nominees for election as directors of Expatriate at all meetings of shareholders at which directors are to be elected. At the time of issuance of the Transaction Shares, Atna held an approximate 11.7% equity interest in Expatriate.

The Precious Metals Royalty provides for Atna to receive 4% of net proceeds from the sale of silver and gold when the silver price is greater than US\$ 5.00 and less than US\$7.50 per ounce. The Precious Metals Royalty increases to 10% of net proceeds from sale of silver and gold when the silver price is over US\$7.50 per ounce. No royalty is payable to Atna on zinc, copper and lead.

The initial development of Wolverine was hindered by marketing concerns related to the high levels of selenium. The recent rise in selenium prices and tightness in zinc concentrate

markets is creating a more positive environment for the sale of concentrates from Wolverine on more reasonable terms.

The large diameter drill program approved by the Wolverine Joint Venture in early 2004 is now complete with nine holes aggregating 1758 metres (see November 8, 2004 news release). The large diameter core provided additional geotechnical information, fresh samples for metallurgical testing and dense media separation studies. In late September, exploration drilling resumed following up previous encouraging drill results in the northern part of the Wolverine Property.

Expatriate completed \$3,370,000 of financing in July 2004, of which \$2 million was flowthrough allocated for additional exploration in the Finlayson District for summer and fall of 2004. In September, Expatriate commenced efforts for the raising of a minimum \$8 million for advancing the Wolverine Project (see September 7, 2004 news release).

Expatriate continued its evaluation of the development of Wolverine as an underground mine in the fall of 2003 and commissioned Hatch Associates Ltd. in November 2003 to undertake a scoping study evaluation of the joint development of Wolverine and the Logan deposit located in south central Yukon (see Logan Project). The engineering study was to review the 1250 tonne per day underground mine plan developed in 2001 by Hatch, and consider the transporting of these underground ores to the proposed Logan mine site for processing. When it became evident that zinc and selenium market conditions had changed to the point where Wolverine concentrates could be marketed on standalone basis, the Wolverine/Logan project was set aside in favour of a Wolverine standalone project.

In July 2004, Hatch Limited was commissioned to undertake a prefeasibility study for the development of Wolverine as a standalone 1250 tonne per day underground mine (see Subsequent Events). The resources at Wolverine are summarized in the following table:

Yukon Silver-Zinc Project Resource						
	Tonnes (million)	Zinc %	Lead %	Copper %	Silver g/t	Gold g/t
Wolverine¹	6.2	12.66	1.55	1.33	371	1.76
1. Wolverine Resource (measured, indicated and inferred) estimated by Westmin Resources Limited in 1998 Note that these resources pre-date the current NI 43-101 standards						

In late July 2004, Expatriate made application for a Class B Water License related to the test mining program proposed to commence in early 2005. The test mining program will include the sinking of a decline from surface to access the massive sulphide zone and undertake test mining of the massive sulphide mineralization to confirm mining assumptions and extract a bulk sample for additional metallurgical testing. In addition, development drifting is planned to provide an underground platform for definition drilling of the deposit, particularly the deeper parts of the deposit.

In November 2004, Expatriate made application for a Class A Water License related to the permitting of a mine for the development of Wolverine (see Subsequent Events). Expatriate also advanced its discussions with the Ross River Dena Council in the negotiation of a socioeconomic participation agreement that would provide for First Nations employment and providing of services in the development and operation of the Yukon Silver-Zinc Project

Logan Joint Venture

Getty Resources Limited and Total Energold Corporation, predecessors to Energold Minerals, spent approximately \$4.5 million exploring the Logan property in the period 1982

through 1989. A total of 103 diamond drill holes have been completed, defining a mineral resource of 12,300,000 tonnes grading 6.17% zinc and 26.4 g/tonne silver. The resource was calculated by Stammers, 1989, however it predates criteria of National Instrument 43-101. Utilizing the new criteria the resource should be considered as an Inferred Resource.

Hatch has, as part of a scoping study of the joint development of the Wolverine and Logan deposits, completed a re-estimation of resources in the Logan deposit. Hatch estimated an Inferred Resource of 13,080,000 tonnes grading 5.10% zinc and 23.7 g/t silver using a 3.5% zinc equivalent cutoff that is based upon metal prices of US\$0.43/lb zinc, US\$5.50/oz silver, and recoveries of 94% and 64% respectively (see March 29, 2004 news release). Expatriate abandoned the pursuit of the joint development of Logan and Wolverine in January of 2004, in favour of evaluation of Wolverine as a standalone mine.

Finlayson Emerald Joint Venture

Entourage Mining Ltd. continued exploration for gemstones on Expatriate's extensive mineral claims in the Finlayson District. Entourage previously indicated that it will undertake a minimum \$200,000 exploration program on the properties during 2004.

Yava Property, Nunavut

Expatriate resumed exploration on the Yava massive sulphide deposit located approximately 450 km northeast of Yellowknife in Nunavut between the Hackett and Back Rivers on NTS 76-G-12 at approximately 65°36'N and 107°56'W. The Yava property consists of one mining lease covering approximately 1280 hectares and is 100% owned by Expatriate Resources Ltd., subject to a 10% carried interest retained by the estate of S. M. Roscoe.

The Yava deposit was discovered in 1974 and defined by drilling the following year. The property has not seen active exploration since 1976, yet it remains one of a few well-regarded massive sulphide deposits in the Slave Province. The Yava Main Zone deposit has an inferred resource of 1.13 Mt grading 1.03% Cu, 1.60% Pb, 4.96% Zn, 117 g/t Ag, and 0.3 g/t Au that was defined by five drill holes in 1974. The resource estimate predates National Instrument 43-101; however, using the new criteria the previous estimate would likely be considered an inferred mineral resource.

The resource includes both high-grade massive sulphide and low-grade stringer zone mineralization. The deposit remains open along strike and down dip with excellent potential for expansion and contains considerable lower grade mineralization in conjunction with the high-grade massive sulphides. Intersections of massive sulphides include mineralisation grading 28.7% zinc, 0.48% copper, 360 g/t silver and 0.4 g/t gold over 1.8 metres.

Fieldwork included geological mapping, prospecting and UTEM and HEM ground geophysical surveys over the deposit area and flanking favourable strata. Numerous new geophysical targets have been defined for subsequent drilling.

See note in Subsequent Events regarding reorganization plans and transfer of certain mineral properties to Pacifica Resources.

Selwyn Property

The Selwyn property is located in the Howard's Pass District. This District hosts three known deposits (XY, Anniv and OP) spread over a 40-kilometer long belt of favourable strata. The known zones on the Howard's Pass Property contain a reported historic indicated resource of 113 million tonnes grading 5.4% zinc and 2.1% lead with about 16 g/t silver (mostly in the XY Zone) plus an additional inferred resource in excess of 360 million tonnes with a similar grade which are projected for areas where only widely spaced drilling has been performed.

The Company owns 100% interest in the HP and Nod claims within the Howard's Pass District. Expatriate resumed exploration on these claims during the summer of 2004. The HP claims cover strong geochemical anomalies associated within the same sequence of Silurian shales that host the Howard's Pass Deposits. The claims are located on the east limb of a synclinal fold that hosts the XY deposit. Four holes on the HP Property yielded encouraging results including an intersection of 2.9% zinc and 0.8% lead over 6 m in the Active horizon that hosts the XY deposit down dip to the west. See note in Subsequent Events regarding reorganization plans and transfer of certain mineral properties to Pacifica Resources.

The Nod claims are situated in the valley bottom between the Anniv and XY deposits. The claims cover approximately 7 kilometers of the Active Horizon. The favourable strata are projected to occur at a shallow depth in the valley bottom and to represent an attractive untested target that may be amenable to open pit mining.

Expatriate undertook additional mapping and geochemical surveys during August 2004 on both the Nod and HP properties.

California, Blue Moon Property,

No new activity was undertaken at Blue Moon during the period. Expatriate plans to undertake a review of the previous resource and reserve estimates and engineering data and resume exploration. The review includes a re-evaluation of the production plan for the Blue Moon deposit and formulation of a new plan for its development. See note in Subsequent Events regarding reorganization plans and transfer of certain mineral properties to Pacifica Resources.

Compania Minera Latina Limitada, Chile

The Company's wholly owned subsidiary, Compania Minera Latina Limitada resumed exploration on its Islena Project near Taltal in northern Chile. See note in Subsequent Events regarding reorganization plans and transfer of certain mineral properties to Pacifica Resources.

The property is located within the graben of the Atacama Fault, a major regional structure associated with several very large copper deposits including Manto Verde with more than 100 million tonnes grading 0.80% copper, Manto Blancos with more than 500 million tonnes grading 0.70% copper and Candelaria with 430 million tonnes grading 0.88% copper and byproduct gold.

The Islena area has been the focus of small-scale gold and copper mining for many years. The largest of these mines is Mina Union with recorded production during the period 1966 to

1982 of 84,097 tonnes of shallow oxide ores with a recovered grade of 2.50% copper and 287 g/t silver.

In February and March 2004, a total of 4488 meters of reverse circulation drilling in 27 holes was completed on numerous targets. Intersections of 6 metres grading 4.3% copper and 92.3g/t silver, and 8 metres grading 3.62% copper and 288.7g/t silver were intersected in limey clastic strata in the Union Mine area and represent an attractive target for exploration and development (see news releases of March 22, 2004 and April 6, 2004). Additional exploration work is being planned.

Summary of Quarterly Results

Expatriate is an exploration company and has no operations from which to derive revenues. It raises capital through the sale of its shares. It receives minor income from interest on cash balances and option payments on properties that it has farmed out.

A summary of results of the third quarter of calendar 2003 and 2004 is as follows:

	Quarter Ended September 30, 2004	Quarter Ended September 30, 2003
Shares Outstanding	98,754,276	65,194,913
Warrants Outstanding	17,505,431	12,000,000
Options Outstanding	7,155,000	4,458,500
Fully Diluted Shares Outstanding	123,414,707	81,653,413
Total Revenues	Nil	Nil
Net Loss before Discontinued Items	\$235,973	\$135,525
Net Loss before Discontinued Items per share*	\$(0.00)	\$(0.00)
Net Loss before Discontinued Items per share diluted	\$(0.00)	\$(0.00)
Net Loss	\$235,973	\$135,525
Net Loss per shares issued*	\$(0.00)	\$(0.00)
Net Loss per share diluted	\$(0.00)	\$(0.00)
Weighted average shares outstanding	85,798,189	57,417,559
Cash Dividends Declared per common share	Nil	Nil
Total Long Term Financial Liabilities	Nil	Nil
Total Assets	13,693,080	19,913,253

* based on weighted average shares outstanding

Administration costs decreased from \$369,565 in Q3 2003 to \$199,189 for the current quarter. This was due to a higher portion of salaries and benefits allocated to Deferred Property Costs in 2004 compared to 2003, which had less project activity than the current quarter. Compared to the comparable quarter of 2003, the third quarter 2004 net loss increased by \$100,448 to \$235,973. This was due to several adjustment items relating to the spin-off of StrataGold Corporation in 2003 that lowered the comparable loss for the third quarter of 2003.

Summary of Historical Quarterly Financial Information

Period	Revenues	Net Earnings (Loss)	Net Earnings (Loss) per Share
3 rd Quarter 2004	Nil	(\$235,973)	(\$0.00)
2 nd Quarter 2004	Nil	(\$555,295)	(\$0.01)
1 st Quarter 2004	Nil	(\$339,579)	(\$0.00)
4 th Quarter 2003	Nil	(\$10,526,536)	(\$0.155)
3 rd Quarter 2003	Nil	(\$135,525)	(\$0.002)
2 nd Quarter 2003	Nil	(\$92,401) ⁽¹⁾	(\$0.002)
1 st Quarter 2003	Nil	\$260,630	\$0.01
4 th Quarter 2002	Nil	\$41,592	\$0.000
3 rd Quarter 2002	Nil	(\$105,635)	(\$0.002)
2 nd Quarter 2002	Nil	(\$179,564)	(\$0.005)
1 st Quarter 2002	Nil	(\$128,887)	(\$0.003)

⁽¹⁾ restated

The variation in loss per quarter reflects expenses related to non-deferred exploration activity that is seasonal in nature, a loss related to discontinued operations and writedowns of deferred property expenditures. The large loss in fourth quarter 2003 is mainly due to the large writedown of deferred exploration expenditures and to a lesser degree is due to a loss related to discontinued operations.

Liquidity

As at September 30, 2004, on a consolidated basis, the Company had cash of \$2,952,112 compared to \$1,142,009 as at June 30, 2004. The Company had \$794,050 in accounts payable, \$102,232 in accounts receivable, \$102,367 in marketable securities and no long-term liabilities as at September 30, 2004. As at September 30, 2004 the Company had \$2,403,516 in working capital. See Subsequent Events for details of completion of \$16,630,040 financing in October 2004.

The Company relies on its existing and future cash resources to fund its mineral exploration and development activities. With no internal sources of available cash flow at this stage of its development, the Company is dependent on external sources of funds, primarily the public equity markets and joint venture partners. Circumstances that could affect the availability of equity funds to the Company (both positively and negatively), include: significant exploration successes or lack thereof; new acquisitions; changes in metal prices; significant world events; exchange rate movements and the general state of the equity markets for junior gold companies. A requirement for additional sources of funding could be triggered by acquisitions, and there is no certainty of raising these funds if required.

The Company has sufficient funds on hand to meet its current 2004 and 2005 exploration plans and administration expenses (see Subsequent Events).

Capital Resources

Expatriate had approximately \$2,952,112 of cash as at September 30, 2004. Of this, approximately \$1,237,000 of "flow through" share obligations remain as at September 30, 2004. The Canadian tax deductions derived from Expatriate's qualified Canadian

Exploration Expenditures (“CEE”) are renounced to the individual flow through share investors.

The Company has interests in several mineral properties, some of which require ongoing exploration or cash payments in lieu of work, in order to maintain title.

The Company completed an \$3,370,000 of equity financing in July 2004 and an additional \$16.63 million in October 2004 (see Subsequent Events). For the foreseeable future, the Company will rely on capital from equity issuances and contributions from joint venture partners to meet its additional capital requirements. There can be no assurance that these current sources of capital will continue to be available to the Company.

Off-Balance Sheet Arrangements

Not applicable.

Transactions with Related Parties

Expatriate shares corporate offices and has cost sharing arrangements with StrataGold Corporation relating to office and certain overhead expenses, and certain management personnel that act as officers, or office staff, and perform work for both companies on a cost and time reimbursement basis. The intention of these arrangements is for cost efficiency and shared expertise. As at September 30, 2004 Expatriate is owed \$6,207 by StrataGold under these cost sharing arrangements.

Expatriate owns 4,000,000 share purchase warrants of StrataGold that it received under the Plan of Arrangement. Expatriate also received 758,284 shares of StrataGold as a result of conversion of a loan Expatriate advanced to StrataGold to assist it in advancing towards becoming a public company. These shares were escrowed, and as of November 23, 2004 189.562 of them remain in escrow. Dr. Harlan Meade, President and CEO of the Company, is also Chairman and Director of StrataGold. Upon completion of the Plan of Arrangement, the StrataGold shares and warrants will be transferred to Pacifica.

During the nine months ending September 30, 2004, professional fees of \$31,700 were incurred in respect of services provided by a legal firm in which Mr. Glenn Yeadon, Secretary of the Company, is a partner.

Third Quarter

The major events in the third quarter of 2004 for Expatriate were the commencement of drilling in the Finlayson district and Wolverine. Also, the Company completed the acquisition of Atna’s interest in Wolverine and commenced the financing of the test mining program, which financing was closed in November 2004.

Proposed Transactions

In the normal course of business, the Company evaluates property acquisition transactions and, in some cases, makes proposals to acquire such properties. These proposals, which are usually subject to Board, regulatory and, sometimes, shareholder approvals, may involve future payments, share issuances and property work commitments. These future obligations are usually contingent in nature and generally the Company is only required to incur the obligation if it wishes to continue with the transaction. As of this date, the Company has a number of possible transactions that it is pursuing.

Critical Accounting Estimates

Under the new accounting rules used for Expatriate, the “fair value” of stock based compensation (i.e. stock option grants) must be expensed for operations statement purposes. In addition, agents’ warrants issued as stock-based compensation to brokers must be similarly accounted for on a fair value basis and recorded as a share issue cost. The determination of fair value of options and warrants for this purpose is generally done using the “Black-Scholes” formula. Some of the parameters used in this formula are highly subjective, in particular the assumption of future share price volatility, and therefore the amounts expensed are highly subjective and may not be reflective of the true cost of the option granted. If none of the options and agents’ warrants are exercised, the amounts previously expensed are not adjusted and will have permanently increased Expatriate’s balance sheet Deficit and Contributed Surplus accounts, respectively. During the third quarter, \$25,375 was expensed for stock-based compensation (option grants). These are non-cash transactions, which have no effect on the Company’s cash position.

Changes in Accounting Policies including Initial Adoption

Expatriate’s accounts are stated using Canadian Generally Accepted Accounting Principles (GAAP). The Company’s accounting policies have not changed since incorporation and no future changes are currently contemplated.

Financial Instruments and Other Instruments

Expatriate currently does not own, hold or have any material interest in, or liability associated with, any financial or other instruments. As at September 30, 2004, Expatriate had accounts payable and accrued liabilities of \$794,050.

Other MD&A Requirements

Additional information relating to Expatriate is available on the SEDAR website: www.sedar.com under “Expatriate”.

Deferred Property Expenditures

The required detailed schedule of Deferred Property Costs, including deferred mineral property costs, is included in the Company’s financial statements. During the nine months ended September 30, 2004, Expatriate spent \$2,086,285 on exploration, before cost recoveries and credits of \$45,951, with the majority of expenditures on the Wolverine property. Acquisition costs during the same period were \$1,158,654, primarily related to the acquisition of Atna’s interest in Wolverine. Net exploration costs during the period totaled \$2,040,334.

Aggregate Deferred Property Costs increased to \$9,859,238 as of September 30, 2004 up from \$8,399,033 as at June 30, 2004. There was a small writedown of \$4,770 of exploration expenditures during the period.

Disclosure of Outstanding Share Data

As of September 30, 2004, the Company had 98,754,276 common shares issued and outstanding (see Subsequent Events). There are no other classes of shares outstanding. As of September 30, 2004, Expatriate also had 17,505,000 warrants and 7,155,000 share purchase options outstanding at various exercise prices and future dates (see Subsequent Events). If all these securities were exercised, a total of 123,414,707 shares would be issued and outstanding. Since June 30, 2004 there have been 13,480,000 shares, 2,990,000 warrants issued and 500,000 options granted.

During third quarter 2004 the following shares were issued:	Common Shares Issued
Issued at June 30, 2004	85,274,276
Warrant exercise	0
Private Placement	13,480,000
Exercise of stock options	0
Shares Issued as September 30, 2004	98,754,276

Share Purchase Warrants

As at September 30, 2004 the Company had 17,505,431 common share purchase warrants outstanding with various expiry dates ranging from January 16, 2005 to June 16, 2006. Exercise prices range from \$0.12 to \$0.70 per share. In the third quarter the Company issued 2,990,000 warrants as part of financing increasing outstanding warrants to 17,505,431. Information related to warrants outstanding as at September 30, 2004 is summarized in the Company's financial statements.

Share Purchase Warrants Issued	Number	Exercise Price	Expiry Date
Total Warrants Outstanding as at June 30, 2004	14,515,431		
Dundee Agents Wts	590,000	\$0.25	July 21, 2005
Warrants on Dundee and other Financing	2,400,000	\$0.35	July 21, 2005
Warrants outstanding September 30, 2004	17,505,431		

Subsequent to September 30, 2004, the Company has issued an additional 15,359,439 warrants at an exercise price of \$0.40 in the first year and \$0.45 in the second year, and 3,750,000 agents options at \$0.32, both with an expiry date of October 26, 2006. A total of 1,000,000 warrants were exercised October 21, 2004 for proceeds of \$120,000. Exercise of all outstanding warrants would result in cash proceeds to the Company of \$13,434,619.

Share Purchase Options

As at September 30, 2004 the Company had 7,155,000 common share purchase options outstanding at various exercise expiry prices and expiry dates. These were granted to various directors, employees and consultants during the period 1999 through 2004. Details of options and the exercise prices and expiry dates for the period ending September 30, 2004 are summarized in the Company's financial statements. During the third quarter 2004, 500,000 new options were granted and no options were exercised.

	# of Options	Exercise Price	Expiry Date
Stock Options Outstanding as at June 30, 2004	6,655,000		
Options Exercised	nil		
Granted to Employees and Officers	50,000	\$0.27	Sept. 13, 2009
Granted to Director	450,000	\$0.27	Aug. 11, 2009
Stock Options Outstanding as at Sept. 30, 2004	7,155,000		

No additional options have been granted subsequent to September 30, 2004. If all of the 7,155,000 options were fully exercised, the Company would realize cash proceeds of \$1,927,500. Subsequent to September 30, 2004 and as at November 19, 2004, 113,500

options have been exercised for proceeds of \$11,350 and 1 million warrants were exercised for shares at a price of \$0.12 per share.

Share Capital Summary as at November 19, 2004

	Common Shares Issued	Options	Warrants	Fully Diluted Shares
Balance: June 30, 2004	85,274,276	6,655,000	14,515,431	106,444,707
Issued during the Quarter	13,480,000	0	2,990,000	16,470,000
Granted	-	500,000	-	500,000
Balance: Sept 30, 2004	98,754,276	7,155,000	17,505,431	123,414,707
Issued subsequent to Quarter	53,082,375	0	19,109,439	72,191,814
Expired or Exercised subsequent to Quarter	0	113,500	1,000,000	1,113,500
Balance: November 19, 2004	151,836,651	7,041,500	35,614,870	194,493,021

Other Subsequent Events

Completion of Wolverine Acquisition

The Company made the final \$1 million payment due to Atna Resources Ltd. on October 26, 2004 completing the purchase of Atna's 39.4% interest in the Wolverine Joint Venture (see May 31, 2004 news release). Upon the making of this payment the 10 million common shares of Expatriate and a warrant certificate for the purchase of an additional 5 million common shares of Expatriate were released from escrow and provided to Atna and the title documents were released to Expatriate (see Results of Operations; Wolverine and Finlayson Projects, Yukon).

Wolverine Project Class A Water License Application

In November 2004, Expatriate made application for a Class A Water License related to the permitting of a mine for the development of Wolverine

Paradigm-First Associates Brokered Financing

Expatriate completed a \$16,630,040 brokered private placement with its agents Paradigm Capital Inc., First Associates Investments Inc., Dundee Securities Corp. and McFarlane Gordon Inc. in late October 2004 (see October 22, 2004 news release). This financing consists of the sale of:

- a) 25,000,000 Flow-Through common shares at a price of \$ 0.32 per share for proceeds of \$8,000,000; and
- b) 26,968,875 Units priced at \$ 0.32 per unit for proceeds of \$8,630,040. Each Unit consists of one common share and one half (1/2) share purchase warrant. Each full warrant will entitle the holder to purchase one common share for 12 months from closing, at a price of \$0.40 per share, or at \$0.45 per share during the period 13 to 24 months from closing.

A total of \$11 million of the proceeds of this financing are to be used for the exploration, feasibility study work and test mining of the Wolverine Project in the Finlayson District in south-central Yukon. The balance of the financing is to be used for other project and general corporate purposes.

The Agents received a cash commission of \$1,164,103 equal to 7% of the gross proceeds of the Offering. In addition, Expatriate has granted the Agents at closing, Compensation Options entitling the Agents, for a period of 24 months from the closing date, to acquire up to 3,750,000 Units of Expatriate, at the issue price of \$0.32 per unit.

Reorganization

An Extraordinary General Meeting of the Expatriate shareholders has been set for December 14, 2004 to approve a Plan of Arrangement that provides for the transfer of the majority of Expatriate's non-Finlayson District exploration properties to a new exploration company for 14,000,000 shares of the new company, that will then be distributed to Expatriate shareholders through the Plan of Arrangement. Shareholders will also vote on the change of Expatriate's name to Yukon Zinc Corporation and the new exploration company will be named Pacifica Resources Ltd. (see November 17, 2004 news release).

Under the Arrangement, Expatriate shareholders will ultimately exchange their current shares of Expatriate for one New Share of Expatriate, which will be renamed Yukon Zinc Corporation, such that shareholders will have the same number of Yukon Zinc shares as Expatriate shares held prior to the reorganization. In addition, they will receive their pro rata share of the 14,000,000 Pacifica shares that are to be distributed to the Expatriate shareholders under the Arrangement. Expatriate shareholders of record on December 8, 2004 (the "Share Distribution Record Date") will be entitled to receive Pacifica shares under the Arrangement. Expatriate shares acquired after the Share Distribution Record Date will not entitle the holder of the shares to receive Pacifica shares under the Arrangement. Based on the issued shares of Expatriate as at November 15, 2004 of 151,836,651, each Expatriate share held on the Share Distribution Record Date will represent the right to receive approximately 0.092 (the "Exchange Ratio") of a Pacifica share.

Pacifica will acquire all of Expatriate's interest in its Blue Moon base-precious metal property in California, the Yava polymetallic massive sulphide property in Nunavut, its zinc-lead-silver properties in the Selwyn Basin area of the Yukon, the Tillex copper prospect in Ontario, the various copper projects in Chile held by Expatriate's subsidiary Latina Resources Ltd., Expatriate's subsidiaries, and Keystone Mines Inc, and Expatriate's holdings of shares and warrants in StrataGold Corporation.

The Arrangement also provides for Expatriate to transfer \$1,200,000 to Pacifica in exchange for 4,800,000 shares of Pacifica and 2,400,000 share purchase warrants of Pacifica, where each warrant will allow Expatriate to acquire one share of Pacifica over a 2 year period for \$0.40. Initially, Expatriate will retain a 24.55% interest in Pacifica. These funds, together with \$60,000 of seed capital provided to Pacifica by insiders, will provide Pacifica with working capital to cover administration expense and proposed exploration programs on the Yava property in Nunavut and the Isleña property in Chile.

Swift Property and Additional Claims

On November 18, 2004, Expatriate announced the acquisition of 100% interest in the Swift Property in the south central Yukon. The property consists of 116 Quartz Mining Claims in the Watson Lake Mining District and is road accessible from the Alaska Highway. The property is situated in the Swift River area near Rancheria within the southern extension of the Yukon Tanana Terrane; noting that the Yukon Tanana Terrane is well known for

precious metal rich base metal deposits such as Expatriate's Wolverine deposit in the Finlayson Lake area. The Rancheria District is well known for the abundance of zinc-lead-silver occurrences and has yielded two significant discoveries during the past 30 years. The property was originally discovered and explored by Hudson Bay Exploration and Development Co. Ltd. between 1946 and 1954 when it conducted extensive prospecting in the area during the construction of the Alaska Highway. Initial discoveries of massive sulphide mineralization were explored through numerous trenches that were followed up by electromagnetic and magnetic ground geophysical surveys and diamond drilling. Work by First Yukon Silver (1986–present), Boswell River Mines Ltd (1967–1971), Cominco Ltd (1993), and Birch Mountain Resources Ltd (1996–1997) further defined numerous massive sulphide boulders in till, and a large area of zinc mineralization within metamorphosed and deformed clastic sedimentary rocks. The favourable strata have been defined over a strike length of at least 20 kilometres that correspond to the claims area comprising the Swift property.

Forward Looking Statements

This discussion includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address future production, reserve potential, exploration drilling, exploration activities and events or developments that the Company expects, are forward looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include market prices, exploitation and exploration successes, continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

EXPATRIATE RESOURCES LTD.

"Harlan Meade"

Harlan Meade
President and CEO, Director
November 23, 2004