

SILVERMEX RESOURCES LTD
(AN EXPLORATION STAGE COMPANY)
CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

October 31, 2008

NOTICE OF AUDITOR'S REVIEW OF
INTERIM CONSOLIDATED 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 an auditor has not reviewed the financial statements.

The accompanying unaudited 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.

Silvermex Resources Ltd.
(An Exploration Stage Company)
Interim Consolidated Balance Sheets

<u>ASSETS</u>	<u>October 31, 2008 (Unaudited)</u>	<u>April 30, 2008 (Audited)</u>
Current		
Cash	\$ 200,315	\$ 1,455,130
Amounts receivable	263,716	409,449
Prepaid expenses	57,884	94,770
	<u>521,915</u>	<u>1,959,349</u>
Equipment (Note 3)	97,853	121,869
Resource properties (Note 4)	<u>7,250,999</u>	<u>6,069,370</u>
	\$ 7,870,767	\$ 8,150,588

LIABILITIES AND SHAREHOLDERS' EQUITY

Current		
Accounts payable and accrued liabilities	\$ 494,073	\$ 184,065
Due to related parties (Note 5)	135,103	5,250
	<u>629,176</u>	<u>189,315</u>
Shareholders' equity		
Share capital (Note 6)	10,483,635	10,108,838
Contributed surplus (Note 6)	1,514,055	1,549,282
Deficit, per accompanying statement	<u>(4,756,099)</u>	<u>(3,696,847)</u>
	<u>7,241,591</u>	<u>7,961,273</u>
	\$ 7,870,767	\$ 8,150,588

Nature and continuance of operations (Note 1)

Commitments (Note 8)

Contingencies (Note 9)

Subsequent events (Note 12)

Approved by the Board:

 "Bruce Bragagnolo"
 Director

 "Darcy Krohman"
 Director

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

Silvermex Resources Ltd.
(An Exploration Stage Company)
Interim Consolidated Statements of Operations, Comprehensive Loss and Deficit
(Unaudited)

	For the three months ended October 31,		For the six months ended October 31,	
	2008	2007	2008	2007
General and administrative expenses				
Accounting and audit (Note 5)	\$ 30,389	\$ 54,868	\$ 46,389	\$ 92,648
Amortization	5,666	7,899	17,456	15,616
Bank charges and interest	270	25,240	1,209	25,240
Consulting	47,443	50,154	84,929	120,600
Foreign exchange loss	93,699	89,505	63,409	42,275
Investor relations	56,003	90,275	132,715	161,245
Legal	31,785	13,032	40,321	29,551
Office and miscellaneous	24,808	26,099	47,237	57,494
Property investigation	2,428	-	2,428	-
Rent	15,155	9,821	22,532	20,337
Regulatory and filing fees	15,623	30,417	17,671	34,773
Salaries and wages	145,834	68,671	432,032	146,847
Stock-based compensation (Note 6)	-	128,122	117,522	291,673
Telephone	8,791	3,115	14,535	5,029
Travel	3,961	25,457	31,934	47,641
	(481,855)	(622,675)	(1,072,319)	(1,090,969)
Other items				
Interest income	1,030	832	13,067	5,518
Net loss and comprehensive loss for the period	(480,825)	(621,843)	(1,059,252)	(1,085,451)
Deficit, beginning of period	(4,275,274)	(1,796,119)	(3,696,847)	(1,332,511)
Deficit, end of period	\$ (4,756,099)	\$ (2,417,962)	\$ (4,756,099)	\$ (2,417,962)
Loss per share – basic and diluted	\$ (0.02)	\$ (0.03)	\$ (0.04)	\$ (0.05)
Weighted average number of shares outstanding	29,917,539	22,806,102	29,775,085	22,726,535

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

Sivermex Resources Ltd.
(An Exploration Stage Company)
Interim Consolidated Statements of Cash Flows
(Unaudited)

	For the three months ended October 31,		For the six months ended October 31,	
	2008	2007	2008	2007
Cash flows from (to) operating activities				
Loss for the period	\$ (480,825)	\$ (621,843)	\$ (1,059,252)	\$ (1,085,451)
Items not affecting cash:				
Amortization	5,666	7,899	17,456	15,616
Stock-based compensation	-	128,122	117,522	291,673
	(475,159)	(485,822)	(924,274)	(778,162)
Changes in non-cash working capital items:				
Amounts receivable	241,037	(32,600)	145,733	(110,779)
Prepaid expenses	10,126	493	36,886	2,425
Accounts payable and accrued liabilities	392,558	548,886	310,008	654,591
Due to related parties	103,432	86,779	129,853	60,737
Cash flows used in operating activities	271,994	117,736	(301,794)	(171,188)
Cash flows from (to) investing activities				
Purchase/(disposition) of equipment	8,189	3,328	6,560	(21,833)
Expenditures on resource properties	(565,858)	(521,972)	(1,168,504)	(1,113,408)
Cash flows to investing activities	(557,669)	(518,644)	(1,161,944)	(1,135,241)
Cash flows from (to) financing activities				
Proceeds from promissory notes	-	195,000	-	195,000
Issuance of common shares	-	162,750	211,350	163,950
Deferred financing charges	-	(10,602)	-	(10,602)
Share issue costs	-	-	(2,427)	-
Cash flows from financing activities	-	347,148	208,923	348,348
Decrease in cash and cash equivalents during the period	(285,675)	(53,760)	(1,254,815)	(958,081)
Cash, beginning of period	485,990	318,961	1,455,130	1,223,282
Cash, end of period	\$ 200,315	\$ 265,201	\$ 200,315	\$ 265,201
Cash paid during the period for income taxes and interest	\$ -	\$ -	\$ -	\$ -
Non – cash activities				
Fair value of securities granted	\$ 13,125	\$ 27,250	\$ 13,125	\$ 27,250
Fair value of securities exercised	\$ 152,749	\$ 495	\$ 152,749	\$ 495

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

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

1. NATURE AND CONTINUANCE OF OPERATIONS

Silvermex Resources Ltd. (the “Company”) was incorporated on April 17, 2005 under the laws of the Province of British Columbia. The Company is in the business of acquiring, exploring and evaluating mineral resource properties in Mexico, through its wholly-owned subsidiary, Minera Terra Plata, S.A. de C.V (“Subsidiary”). The Company is listed for trading on the TSX Venture Exchange (“TSX-V”). The Company is in the exploration stage. The recovery of the Company's investment in its resource properties is dependent upon the discovery, development and sale of mineral products, and the ability to raise sufficient capital to finance these activities.

These consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management will need to target sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which could assure continuation of the Company's operations and exploration programs. The Company is dependent upon its ability to generate such financing in order for it to meet its liabilities as they come due, and to continue its operations. There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. The net realizable value of the Company's assets may be materially less than the amounts recorded in these financial statements should the Company be unable to realize its assets and discharge its liabilities in the normal course of business.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation

These unaudited interim financial statements have been prepared by the Company in accordance with Canadian generally accepted accounting principles (“GAAP”). The preparation of financial data is based on accounting principles and practices consistent with those used in the preparation of the audited annual financial statements. These unaudited interim financial statements do not include in all respects the annual disclosure requirements of GAAP and should be read in conjunction with the most recent audited annual statements. The accounting principles used include:

Principles of consolidation

These financial statements include the accounts of the Company and its wholly-owned subsidiary. All significant inter-company balances and transactions have been eliminated.

Cash and cash equivalents

Cash and cash equivalents are highly liquid investments, such as term deposits with major financial institutions, having a maturity of three months or less at acquisition, that are readily convertible to contracted amounts of cash.

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Equipment

Equipment is recorded at cost less accumulated amortization. Additions made during the year are amortized at one-half of the annual rate subsequent to being put into use. Amortization is provided annually over the estimated useful life using the following methods:

Computer equipment	45 - 55% declining balance method
Leasehold improvements	20% straight line method
Office furniture and equipment	10% - 20% declining balance method
Vehicles	25% declining balance method

Resource properties

The Company defers the cost of acquiring, maintaining, exploring and developing mineral properties until such time as the properties are placed into production, abandoned, sold or considered to be impaired in value. Costs of producing properties will be amortized on a unit of production basis and the costs of abandoned properties are written-off in the period in which the decision by management is made. Proceeds received on the sale of interests in mineral properties will be credited to the carrying value of the mineral properties, with any excess included in operations. Write-downs due to impairment in value will be charged to operations.

The Company is in the process of exploring and developing its mineral properties and has not yet determined the amount of reserves available. Management reviews the carrying value of mineral properties on a periodic basis and will recognize impairment in value based upon current exploration results, the prospect of further work being carried out by the Company, the assessment of future probability of profitable revenues from the property, or from the sale of the property. Amounts shown for properties represent costs incurred net of write-downs and recoveries.

Property investigation expenses and administrative expenses

Property investigation expenses are the costs of investigating prospective property acquisitions; administrative expenses are the costs required to maintain the Company and allow it to carry on its other activities. Both of these expenses include salaries and wages, travel, consulting, accounting and legal fees, office rent and utilities, among others, and are included in the consolidated statement of operations, comprehensive loss and deficit.

Income taxes

Future income taxes are recorded using the asset and liability method. Using this method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The Company provides a valuation allowance against the excess to the extent that it does not consider it more likely than not a future tax asset will be recovered. Future tax assets and liabilities are measured using the enacted or substantively enacted tax rates expected to apply when the asset is realized or the liability settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that substantive enactment occurs.

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Impairment of long-lived assets

An impairment loss is recognized for long-lived assets including resource properties and deferred expenditures, and equipment, when events or changes in circumstances cause its carrying value to exceed the total undiscounted future cash flows expected from its use and eventual disposition. The impairment loss is calculated by deducting the fair value, determined based on discounted cash flows, of the asset from its carrying value.

Commitments and contingencies

Liabilities for loss contingencies are recorded when it is probable that a liability has been incurred and the amount of the assessment and/or remediation can be reasonably estimated. When a reasonable estimation cannot be made, qualitative disclosure is provided in the notes to the financial statements. Contingent revenues, earnings or assets are not recognized until their realization is virtually assured.

Foreign currency translation

The Subsidiary's financial statements were prepared in Mexican pesos, and have been translated into Canadian dollars using the temporal method. Any conversion differences have been reported as exchange gains or losses in the statement of operations. The temporal method involves translating assets, liabilities, revenues and expenses in a manner that retains their basis of measurement in terms of the Canadian dollar, the parent company's measurement and reporting currency. Under this method:

- i) Monetary items are translated at the exchange rate in effect at the balance sheet date;
- ii) Non-monetary items, principally the resource properties, are translated at historical exchange rates; and
- iii) Revenue and expenses are translated at the average rates of exchange during the period, other than depletion and amortization which are translated at historical rates.

Use of estimates

The preparation of financial statements in accordance with GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the year. Actual results could differ from these estimates. Significant areas that involve estimates by management include valuation of stock based compensation, impairment of long lived assets, amortization of charges and valuation allowance of future income tax costs.

Loss per share

Basic loss per share is calculated using the weighted average number of shares outstanding during the year. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method the dilutive effect on earnings per share is recognized on the use of the proceeds that could be obtained upon the exercise of options, warrants and similar instruments. It assumes that the proceeds would be used to purchase common shares at the average market price during the year.

Cost of maintaining resource properties

The Company does not accrue the estimated future costs of maintaining its resource properties in good standing.

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Asset retirement obligations

The Company will recognize contractual, statutory and legal obligations associated with the retirement of mining properties when those obligations result from the acquisition, construction, development or normal operation of the assets. Initially, a liability for asset retirement obligations will be recognized at its fair value in the period in which it is incurred. Upon initial recognition of the liability, the corresponding asset retirement cost will be added to the carrying amount of that asset and the cost will be amortized as an expense over the economic life of the related asset, once production of that asset commences. Following the initial recognition of the asset retirement obligation, the carrying amount of the liability could be increased for the passage of time and adjusted for changes to the amount or timing of the underlying cash flows to settle the obligation. As at October 31, 2008, the Company has made no provision for site restoration costs or potential environmental liabilities as the ultimate liability is not reasonably determinable and neither is it currently material.

Stock-based compensation

The Company accounts for options granted under its fixed stock option plan using the fair value based method of accounting for stock-based compensation. Accordingly, the fair value of the options at the date of the grant is charged to operations, with an offsetting credit to contributed surplus, on a straight-line basis over the vesting period. If and when the stock options are ultimately exercised, the applicable amounts of contributed surplus are transferred to share capital.

Accounting policy changes

On May 1, 2008, the Company adopted the following new presentation and disclosure standards issued by the Canadian Institute of Chartered Accountants ("CICA"). There was no material impact on the Company's financial condition or operating results as a result of the adoption of these new standards:

- (a) Section 3862 – Financial Instruments – Disclosures, which replaces Section 3861 and provides expanded disclosure requirements that provide additional detail by financial asset and liability categories.
- (b) Section 3863 – Financial Instruments – Presentation, to enhance financial statement users' understanding of the significance of financial instruments to an entity's financial position, performance and cash flows (Note 7).
- (c) Section 1535 – Capital Disclosures, which establishes standards for disclosing information about an entity's capital and how it is managed (Note 11). Under this standard, the Company will be required to disclose the following:
 - qualitative information about its objectives, policies and processes for managing capital;
 - summary quantitative data about what it manages as capital;
 - whether during the period it complied with any externally imposed capital requirement to which it is subject; and
 - when the Company has not complied with such externally imposed capital requirements, the consequences of such non-compliance.
- (d) Section 1400 – General Standards of Financial Statement Presentation, to include requirements for management to assess and disclose an entity's ability to continue as a going concern (Note 1).

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

2. SIGNIFICANT ACCOUNTING POLICIES - (continued)

Convergence with International Financial Reporting Standards

In February 2008, the Canadian Accounting Standards Board confirmed that publicly accountable enterprises will be required to adopt IFRS for fiscal years beginning on or after January 1, 2011, with earlier adoption permitted. Accordingly, the conversion to IFRS will be applicable to the Company's reporting no later than in the first quarter of 2011, with restatement of comparative information presented. The conversion to IFRS will impact the Company's accounting policies, information technology and data systems, internal control over financial reporting, and disclosure controls and procedures. The transition may also impact business activities, such as foreign currency activities, certain contractual arrangements, capital requirements and compensation arrangements. The Company is currently evaluating the future impact of IFRS on its financial statements and will continue to invest in training and additional resources to ensure a timely conversion.

3. EQUIPMENT

	Net Book Value, April 30, 2008	Additions/ (Dispositions)	Accumulated Amortization	Net Book Value, October 31, 2008
Computer equipment	\$ 10,606	\$ 3,094	\$ 3,015	\$ 10,685
Leasehold improvements	6,735	-	1,052	5,683
Office furniture and equipment	37,072	-	3,446	33,626
Vehicles	67,456	(9,654)	9,943	47,859
	<u>\$ 121,869</u>	<u>\$ (6,560)</u>	<u>\$ 17,456</u>	<u>\$ 97,853</u>

	Net Book Value April 30, 2007	Additions/ (Dispositions)	Accumulated Amortization	Net Book Value April 30, 2008
Computer equipment	\$ 17,401	\$ 853	\$ 12,566	\$ 10,606
Leasehold improvements	8,419	-	3,789	6,735
Office furniture and equipment	41,945	3,196	12,464	37,072
Vehicles	37,935	43,597	19,441	67,456
	<u>\$ 105,700</u>	<u>\$ 122,483</u>	<u>\$ 48,260</u>	<u>\$ 121,869</u>

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

4. RESOURCE PROPERTIES

	April 30, 2007	Additions	April 30, 2008	Additions	October 31, 2008
PEÑASCO QUEMADO PROJECT					
(Note 4a)					
Acquisition and holding costs					
Acquisition costs	\$ 678,635	\$ 196,178	\$ 874,813	\$ -	\$ 874,813
Claim staking	19,380	-	19,380	-	19,380
Mining taxes	22,270	20,948	43,218	15,704	58,922
Surface rights and rights of way	38,031	17,112	55,143	11,412	66,555
	<u>758,316</u>	<u>234,238</u>	<u>992,554</u>	<u>27,116</u>	<u>1,019,670</u>
Deferred exploration costs					
Assaying	106,769	39,659	146,428	54,586	201,014
Camp and accommodation	41,959	16,542	58,501	6,429	64,930
Communications	1,211	2,086	3,297	1,605	4,902
Drafting, reporting and reproduction	12,513	278	12,791	792	13,583
Drilling	321,015	372,218	693,233	-	693,233
Engineering and feasibility	5,053	-	5,053	-	5,053
Equipment rental	11,906	-	11,906	-	11,906
Geophysics	-	110,517	110,517	37,037	147,554
Legal cost	33,514	7,724	41,238	292	41,530
Miscellaneous exploration expenses	123,481	17,058	140,539	12,954	153,493
Salaries and consulting fees	339,057	370,337	709,394	53,786	763,180
Travel expenses	45,191	1,062	46,253	530	46,783
Trenching and road construction	40,108	13,620	53,728	3,484	57,212
	<u>1,081,777</u>	<u>951,101</u>	<u>2,032,878</u>	<u>171,495</u>	<u>2,204,373</u>
Total Peñasco Quemado Project	1,840,093	1,185,339	3,025,432	198,611	3,224,043
LOBOS PROJECT (Note 4b)					
Acquisition and holding costs					
Claim staking	7,257	-	7,257	1,618	8,875
Mining taxes	2,686	4,130	6,816	10,093	16,909
	<u>9,943</u>	<u>4,130</u>	<u>14,073</u>	<u>11,711</u>	<u>25,784</u>
Deferred exploration costs					
Assaying	-	7,055	7,055	2,598	9,653
Camp and accommodation	94	2,770	2,864	-	2,864
Communications	-	353	353	-	353
Miscellaneous exploration expenses	5,234	1,436	6,670	158	6,828
Salaries and consulting fees	-	1,594	1,594	1,501	3,095
Travel expenses	-	130	130	-	130
	<u>5,328</u>	<u>13,338</u>	<u>18,666</u>	<u>4,257</u>	<u>22,923</u>
Total Lobos Project	15,271	17,468	32,739	15,968	48,707

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

4. RESOURCE PROPERTIES – (continued)

	April 30, 2007	Additions	April 30, 2008	Additions	October 31, 2008
CERRO DE PLATA PROJECT (Note 4c)					
Acquisition and holding costs					
Acquisition costs	62,339	124,435	186,774	-	186,774
Claim staking	6,441	4,563	11,004	-	11,004
Mining taxes	149	18,525	18,674	6,862	25,536
	<u>68,929</u>	<u>147,523</u>	<u>216,452</u>	<u>6,862</u>	<u>223,314</u>
Deferred exploration costs					
Assaying	5,739	40,673	46,412	-	46,412
Camp and accommodation	8,432	15,140	23,572	-	23,572
Communications	46	3,910	3,956	-	3,956
Drafting, reporting and reproduction	1,561	2,008	3,569	-	3,569
Drilling	33,611	295,701	329,312	-	329,312
Equipment rental	-	438	438	-	438
Geophysics	-	106,497	106,497	-	106,497
Legal cost	1,830	22,112	23,942	-	23,942
Field work	-	11,650	11,650	4,501	16,151
Miscellaneous exploration expenses	17,999	60,222	78,221	-	78,221
Other	303	1,300	1,603	-	1,603
Salaries and consulting fees	63,833	246,407	310,240	-	310,240
Travel expenses	13,852	18,221	32,073	-	32,073
Trenching and road construction	-	117,116	117,116	-	117,116
	<u>147,206</u>	<u>941,395</u>	<u>1,088,601</u>	<u>4,501</u>	<u>1,093,102</u>
Total Cerro de Plata Project	216,135	1,088,918	1,305,053	11,363	1,316,416
LETY PROJECT (Note 4d)					
Acquisition costs and holding costs					
Acquisition costs	57,856	145,451	203,307	42,781	246,088
Claim staking	8,520	496	9,016	-	9,016
Mining taxes	-	3,989	3,989	2,396	6,385
	<u>66,376</u>	<u>149,936</u>	<u>216,312</u>	<u>45,177</u>	<u>261,489</u>
Deferred exploration costs					
Assaying	-	-	-	6,033	6,033
Camp and accommodation	-	2,646	2,646	2,141	4,787
Communications	-	264	264	201	465
Drafting, reporting and reproduction	-	166	166	-	166
Miscellaneous exploration expenses	-	7,977	7,977	2,232	10,209
Salaries and consulting fees	-	25,346	25,346	16,476	41,822
Travel expenses	-	335	335	-	335
	<u>-</u>	<u>36,734</u>	<u>36,734</u>	<u>27,083</u>	<u>63,817</u>
Total Lety Project	66,376	186,670	253,046	72,260	325,306

SILVERMEX RESOURCES LTD.
(An Exploration Stage Company)
Notes to the Consolidated Financial Statements
October 31, 2008

4. RESOURCE PROPERTIES – (continued)

	April 30, 2007	Additions	April 30, 2008	Additions	October 31, 2008
EI RAYO PROJECT (Note 4e)					
Acquisition and holding costs					
Acquisition costs	17,177	20,156	37,333	-	37,333
Claim staking	5,606	-	5,606	-	5,606
Mining taxes	-	2,563	2,563	1,145	3,708
	<u>22,783</u>	<u>22,719</u>	<u>45,502</u>	<u>1,145</u>	<u>46,647</u>
Deferred exploration costs					
Assaying	-	1,720	1,720	16,529	18,249
Camp and accommodation	-	153	153	2,772	2,925
Communications	-	140	140	283	423
Drafting, reporting and reproduction	-	-	-	4	4
Drilling	-	-	-	61,094	61,094
Miscellaneous exploration expenses	-	1,971	1,971	2,255	4,226
Legal cost	-	181	181	-	181
Salaries and consulting fees	-	1,315	1,315	17,987	19,302
Trenching and road construction	-	11,672	11,672	6,518	18,190
	<u>-</u>	<u>17,152</u>	<u>17,152</u>	<u>107,442</u>	<u>124,594</u>
Total El Rayo Project	<u>22,783</u>	<u>39,871</u>	<u>62,654</u>	<u>108,587</u>	<u>171,241</u>
SAN MARCIAL PROJECT (Note 4f)					
Acquisition and holding costs					
Acquisition costs	-	1,280,000	1,280,000	-	1,280,000
Mining taxes	-	7,041	7,041	7,790	14,831
	<u>-</u>	<u>1,287,041</u>	<u>1,287,041</u>	<u>7,790</u>	<u>1,294,831</u>
Deferred exploration costs					
Assaying	-	119	119	13,735	13,854
Camp and accommodation	-	3,276	3,276	8,272	11,548
Communications	-	191	191	899	1,090
Drafting, reporting and reproduction	-	-	-	1,309	1,309
Drilling	-	-	-	374,886	374,886
Geological	-	11,494	11,494	-	11,494
Miscellaneous exploration expenses	-	40,219	40,219	58,990	99,209
Field work	-	7,422	7,422	4,501	11,923
Salaries and consulting fees	-	5,000	5,000	162,026	167,026
Travel expenses	-	1,498	1,498	2,269	3,767
Trenching and road construction	-	15,426	15,426	48,443	63,869
	<u>-</u>	<u>84,645</u>	<u>84,645</u>	<u>675,330</u>	<u>759,975</u>
Total San Marcial Project	<u>-</u>	<u>1,371,686</u>	<u>1,371,686</u>	<u>683,120</u>	<u>2,054,806</u>

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4. RESOURCE PROPERTIES – (continued)

	April 30, 2007	Additions	April 30, 2008	Additions	October 31, 2008
LA FRAZADA PROJECT (Note 4g)					
Acquisition and holding costs					
Acquisition costs	-	-	-	21,157	21,157
Mining taxes	-	-	-	140	140
				<u>21,297</u>	<u>21,297</u>
Deferred exploration costs					
Assaying	-	-	-	8,790	8,790
Camp and accommodation	-	-	-	7,818	7,818
Communications	-	-	-	545	545
Drafting, reporting and reproduction	-	-	-	183	183
Miscellaneous exploration expenses	-	-	-	11,171	11,171
Salaries and consulting fees	-	1,671	1,671	41,182	42,853
Travel expenses	-	-	-	734	734
	-	-	-	<u>70,423</u>	<u>72,094</u>
Total La Frazada Project	-	1,671	1,671	91,720	93,391
OTHER PROJECTS (Note 4g)					
Deferred exploration costs					
Geophysics	-	16,137	16,137	-	16,137
Field work	-	232	232	-	232
Reports and maps	-	720	720	-	720
Total Other Projects	-	17,089	17,089	-	17,089
Total Property Expenditures	\$ 2,160,658	\$ 3,908,712	\$ 6,069,370	\$ 1,181,630	\$ 7,250,999

(a) **Peñasco Quemado Project, Tubutama, Sonora, Mexico**

In May 26, 2005, the Company was assigned the contractual rights, obligations and commitments under an option agreement. In consideration for this transfer, the Company paid US\$50,000 and issued 500,000 common shares. The Company will pay the following for its interest:

i)	US\$	5,000	on letter of intent agreement (paid);
ii)	US\$	10,000	on closing (paid);
iii)	US\$	20,000	on April 29, 2005 (paid);
iv)	US\$	30,000	on October 29, 2005 (paid);
v)	US\$	30,000	on April 29, 2006 (paid);
vi)	US\$	70,000	on October 29, 2006 (paid);
vii)	US\$	70,000	on April 29, 2007 (paid);
viii)	US\$	100,000	on October 29, 2007 (paid);
ix)	US\$	100,000	on April 29, 2008 (paid);
x)	US\$	165,000	on October 29, 2008 (extended)*
	US\$	<u>600,000</u>	

* The optionor of the Peñasco Quemado Project agreed to reduce the last option payment by US\$20,000 and to extend the date of the last option payment to May 15, 2009, subject to an annual interest rate of 6.5 % until December 15, 2008 and 10% thereafter.

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4. RESOURCE PROPERTIES – (continued)

(a) Peñasco Quemado Project (continued)

On April 28, 2005, the Company entered into a funding agreement (“Funding Agreement”) with Silver Standard Resources Inc. (“Silver Standard”), which granted Silver Standard an option to enter into a joint venture with respect to the project upon notification by the Company that it has prepared a resource estimate that meets or exceeds an aggregate of 30 million ounces of silver in the measured, indicated and inferred mineral resource categories. Upon such notification, Silver Standard may elect to enter into a joint venture by expending the greater of double the expenditures incurred to that date by the Company or US\$1,000,000. Upon the formation of the joint venture, Silver Standard would acquire a 51% interest and would be the operator of the project. Silver Standard would also be responsible for reimbursing the Company for all property payments made to that date. Silver Standard may increase its interest to 70% by paying all costs required to complete a feasibility study.

The Funding Agreement contains a right of first offer provision whereby Silver Standard has a right of first refusal on the Company’s interest in the project. The Funding Agreement also contains a dilution provision which provides that in the event either party’s interest is diluted below 10%, it shall relinquish its participating interest to the other party in return for a 1% Net Smelter Return.

During the year ended April 30, 2006, the Company staked another three exploration concessions (9,180 hectares) and received property titles issued by the Mexican General Mining Bureau. These concessions are located in Tubutama and Atil in Sonora, Mexico and have been included in the Peñasco Quemado Project. These concessions are not part of the Funding Agreement with Silver Standard.

(b) Lobos Project, Caborca/Pitiquito, Sonora, Mexico.

In January 2006, the Company staked one concession (2,830 hectares) and received a property title issued by the Mexican General Mining Bureau.

(c) Cerro de Plata Project, Sonora, Mexico

On October 20, 2006, the Company entered into an option agreement to acquire up to a 100% interest in the 10,000 hectare mining concession. In consideration for this interest, the Company will pay a total of US\$400,000 and issue 500,000 common shares as follows:

- i) US\$ 20,000 and 50,000 common shares on Exchange acceptance (paid and issued);
- ii) US\$ 20,000 six months from Exchange acceptance (paid);
- iii) US\$ 25,000 and 100,000 common shares on or before January 3, 2008 (paid and issued) (Note 6c);
- iv) US\$ 30,000 and 100,000 common shares on or before January 3, 2009;
- v) US\$ 30,000 on or before January 3, 2010;
- vi) US\$ 275,000 and 250,000 common shares (provided that the feasibility study is acceptable) on or before January 3, 2011.

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4. RESOURCE PROPERTIES - (continued)

(d) Lety Project, Santa Maria del Oro, Durango, Mexico

In May 2007, the Company signed an option agreement to acquire a 100% interest in the Lety Project. In consideration for this interest, the Company will pay a total of US\$250,000 (US\$130,000 paid) and issue 250,000 shares over a two year option period:

- i) US\$ 50,000 on signing (paid);
- ii) US\$ 50,000 by November 17, 2007 (paid);
- iii) US\$ 50,000 by May 17, 2008 (paid);
- iv) US\$ 50,000 by November 17, 2008;
- v) US\$ 50,000 on or before January 3, 2010;
- vi) US\$ 50,000 and 250,000 common shares (37,500 shares issued).

During the current period the option agreement was amended to eliminate the Company's requirement to spend a minimum of US\$500,000 during the first year of the option, and a further US\$500,000 during the second year. The vendor will also receive an additional 250,000 shares or US\$1,000,000, at the owner's option, on or before the earlier of commencement of production of the project, or five years as of the date of signing of the option agreement, whichever comes first.

The Company will pay a finder's fee of 250,000 shares to an arm's length third party. 25,000 shares were issued on August 21, 2007 (Note 6c), and six future releases of 37,500 shares (75,000 shares issued, Notes 6c and g) each are to be made every six months thereafter.

During the year ended April 30, 2007, the Company staked a 5,000 hectare claim fully surrounding the Lety property and has included it in the project.

(e) El Rayo Project, Magdalena de Keno, Sonora, Mexico

On May 28, 2007, the Company entered into an option agreement for the El Rayo Project. In consideration for its interest, the Company will pay US\$315,000 over four years as follows:

- i) US\$ 15,000 on signing (paid);
- ii) US\$ 20,000 by November 28, 2007 (paid);
- iii) US\$ 25,000 by May 28, 2008*
- iv) US\$ 30,000 by November 28, 2008;
- v) US\$ 35,000 by May 28, 2009
- vi) US\$ 40,000 by November 28, 2009
- vii) US\$ 45,000 by May 28, 2010
- viii) US\$ 50,000 by November 28, 2010
- ix) US\$ 55,000 by May 28, 2011

* This payment has been deferred to December 31, 2008

The Company will also issue 250,000 shares for every 10,000,000 ounces of measured and indicated silver mineral resources (estimated in accordance with Canadian Institute of Mines definitions). An extension has been granted on those payments not yet made.

During the year ended April 30, 2007, the Company staked a 2,203 hectare claim surrounding the El Rayo and El Viento properties.

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4. RESOURCE PROPERTIES - (continued)

(f) San Marcial Project, Sinaloa, Mexico

In October 2007, the Company executed a term sheet with Silver Standard to earn a 100% interest in the San Marcial Project.

In consideration for this interest, the Company (i) issued 1,000,000 common shares (Note 6c) upon Exchange acceptance; (ii) a further 1,000,000 shares will be issued on each of the first and second anniversaries; and (iii) a lump sum payment in either cash or shares at the election of Silver Standard, on the third anniversary. The lump sum payment will be calculated by deducting the deemed value of the above share issuances from either US\$15,000,000 if the price of silver is \$15.00 per ounce or less, or US\$18,000,000 if the price of silver is above US\$15.00 per ounce. The Company must also expend US\$3.5 million on exploration over three years and provide Silver Standard with an updated resource estimate based on such expenditures. The Company is also obligated to pay Silver Standard an additional US\$0.50 per ounce of silver in any resource category in excess of 14.26 million ounces. Further, if the resource increases to 100 million ounces of silver equivalent (silver and gold), Silver Standard has the option to back-in for 50% of the property by spending an additional \$10.5 million on exploration. Silver Standard will then become the operator of the project. This right does not expire.

* Subsequent to the period end, the agreement with Silver Standard is being renegotiated.

(g) La Frazada Project, Nayarit, Mexico

On August 20, 2008, the Company entered into a purchase agreement with Timmins Goldcorp Mexico S.A. de C.V. ("Timmins Mexico") to acquire the La Frazada Project for US\$20,000. Timmins Mexico staked the project as agent on the Company's behalf, and was reimbursed for costs incurred.

5. RELATED PARTY TRANSACTIONS

During the six months ended October 31, 2008, the Company entered into the following transactions with related parties:

- (a) The Company incurred \$47,535 for services related to resource property development (2007 - \$99,181 of consulting fees) to the president and director of the Company. As of October 31, 2008, \$230 was advanced to the president and director.
- (b) During the six months ended October 31, 2008, \$Nil of consulting fees (2007 - \$10,000) were paid to a director and an officer of the Company.
- (c) During the six months ended October 31, 2008, \$107,248 (2007 - \$20,337) was charged by a company related by common directors and common officers for shared office premises. As of October 31, 2008, \$107,248 (April 30, 2008 - \$Nil) was owed to this company.
- (d) The Company paid \$30,500 (2007 - \$29,000) for accounting services provided by a private company of which a director of the Company was a vice-president. As of October 31, 2008, \$3,675 (April 30, 2008 - \$5,520) was owed to this company.
- (e) On August 20, 2008, the Company acquired the La Frazada Project for US\$20,000 from a company related by common directors and common officers (Note 4g). The company had staked the project as the Company's agent.

The transactions with related parties were in the normal course of operations and were measured at the exchange value which represented the amount of consideration established and agreed to by the parties.

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6. SHARE CAPITAL AND CONTRIBUTED SURPLUS

	<u>Number</u>	<u>Amount</u>	<u>Contributed Surplus</u>
Balance, April 30, 2007	22,651,501	\$ 4,645,643	\$ 196,716
Issued:			
Private placement (Note 6a)	2,197,500	1,777,470	420,030
Private placement (Note 6b)	2,906,000	2,598,782	307,218
Property acquisition (Note 6c)	1,162,500	1,433,625	-
Warrants exercised (Note 6d)	162,750	162,750	-
Agent's warrants exercised (Note 6d)	157,000	47,100	-
Options exercised (Note 6e)	150,000	84,000	-
Share issue costs (Notes 6a and b)	-	(738,319)	170,375
Fair value on stock options and agent's warrants exercised (Notes 6d and e)	-	97,787	(97,787)
Stock-based compensation	-	-	552,730
Balance, April 30, 2008	29,387,251	10,108,838	1,549,282
Issued:			
Options exercised (Note 6f)	225,000	126,000	-
Agent's warrants exercised (Note 6g)	284,500	85,350	-
Property acquisition (Note 6h)	37,500	13,125	-
Share issue costs	-	(2,427)	-
Fair value on stock options and agent's warrants exercised (Notes 6f and g)	-	152,749	(152,749)
Stock-based compensation	-	-	117,522
Balance, October 31, 2008	29,934,251	\$ 10,483,635	\$ 1,514,055

- a) On November 15, 2007, the Company closed a brokered private placement of 2,000,000 units at a price of \$1.00 per unit for gross proceeds of \$2,000,000. Each unit consists of one common share and one half non-transferable share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at a price of \$1.25 per share until November 15, 2008. The agent's compensation consisted of a total of 197,500 units (160,000 agent's commission units and 37,500 corporate finance units) under the same terms as the units, and 160,000 agent's warrants exercisable into one common share at a price of \$1.00 up to November 15, 2008. The fair value of \$87,490 was recognized on the agent's warrants and \$420,030 was assigned to the warrants.
- b) On April 4, 2008, the Company closed a brokered private placement of 2,411,000 units at a price of \$1.00 per unit for gross proceeds of \$2,411,000 and its non-brokered private placement of 495,000 units for gross proceeds of \$495,000. Each unit consists of one common share and one half non-transferable share purchase warrant. Each whole warrant is exercisable into one common share at a price of \$1.25 until April 4, 2009.
- The Company paid an agents' fee of \$192,880 and corporate finance fee of \$25,000 in cash and issued 192,880 brokers' options. Each brokers' option is exercisable into a unit with the same terms as the private placement units until April 4, 2009. The fair value of \$82,885 was recognized on the broker's options and \$307,218 was assigned to the warrants. The assumptions used to determine the fair value of the warrants are consistent with those disclosed under "Stock-based Compensation" below.
- c) During the year ended April 30, 2008, the Company issued 62,500 common shares valued at \$75,625 as a finder's fee for the acquisition of the Lety project, 1,000,000 common shares with a fair value of \$1,280,000 were issued for the San Marcial property acquisition, and 100,000 shares with a fair value of \$78,000 were issued for the Cerro de Plata property acquisition (Note 4).
- d) During fiscal 2008, 162,750 warrants and 157,000 agent's warrants were exercised for total proceeds of \$47,100 and fair value of \$19,439 was recognized on these exercised warrants.

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6. SHARE CAPITAL AND CONTRIBUTED SURPLUS - (continued)

- e) During the year ended April 30, 2008, 150,000 stock options at a price of \$0.56 were exercised for gross proceeds of \$84,000. The fair value of the options at the date of the grant of \$78,348 was transferred from contributed surplus on the exercise of these options.
- f) During the period ended October 31, 2008, 225,000 stock options at a price of \$0.56 were exercised for gross proceeds of \$126,000. The fair value of the options at the date of the grant of \$117,522 was recognized and transferred from contributed surplus on the exercise of these options.
- g) During the period ended October 31, 2008, 284,500 agent's warrants were exercised for total proceeds of \$85,350 and fair value of \$35,227 was recognized on these exercised warrants.
- h) During the period ended October 31, 2008, the Company issued 37,500 common shares valued at \$13,125 as a finder's fee for the acquisition of the Lety project (Note 4).

Warrants

Warrant transactions and the number of warrants outstanding are summarized as follows:

	Number of Warrants	Weighted Average Exercise Price
Outstanding, April 30, 2007	1,696,500	\$ 0.80
Granted	2,711,750	1.24
Exercised	(319,750)	0.66
Outstanding, April 30, 2008	4,088,500	1.10
Exercised	(284,500)	0.30
Outstanding, October 31, 2008	3,804,000	\$ 1.16

Warrants outstanding at October 31, 2008 are as follows:

Number of Warrants	Exercise Price	Expiry Date
1,098,750	\$ 1.25	November 15, 2008*
160,000	\$ 1.00	November 15, 2008*
160,000	\$ 0.80	April 4, 2009
932,250	\$ 1.00	April 4, 2009
1,453,000	\$ 1.25	April 4, 2009
3,804,000		

* Subsequently expired.

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6. SHARE CAPITAL AND CONTRIBUTED SURPLUS - (continued)

Brokers' options

	Number of Options	Exercise price	Expiry Date
Outstanding, April 30, 2007	-	\$ -	-
Issued (Note 6b)	192,880	1.00	April 4, 2009
Outstanding, April 30, 2008 and October 31, 2008	192,880	\$ 1.00	

Options

The Company has an incentive stock option plan in place under which it is authorized to grant options to executive officers, directors, employees and consultants. The Company at no time may have more than 10% of the outstanding issued common shares reserved for incentive stock options granted to any one individual. Options granted under the plan will have a term not to exceed five years, have an exercise price not less than the Discounted Market Price as defined by the TSX Corporate Finance Manual and may be subject to vesting terms as determined by the board of directors. Options granted to consultants performing investor relations activities vest over a period of twelve months.

Stock option transactions and the number of stock options outstanding are summarized as follows:

	Shares	Weighted Average Exercise Price
Outstanding, April 30, 2007	2,025,000	\$ 0.60
Exercised	(150,000)	0.56
Outstanding, April 30, 2008	1,875,000	0.60
Exercised	(225,000)	0.56
Outstanding, October 31, 2008	1,650,000	\$ 0.61

Stock options outstanding at October 31, 2008 are as follows:

Number of Options	Number of Options Exercisable	Exercise Price	Expiry Date
1,000,000	1,000,000	\$ 0.30	October 31, 2011
550,000	550,000	\$ 1.11	April 12, 2012
100,000	100,000	\$ 0.90	April 12, 2012
1,650,000	1,650,000		

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6. SHARE CAPITAL AND CONTRIBUTED SURPLUS - (continued)

Stock-based Compensation

The Company recognizes compensation expense for all stock options granted using the fair value based method of accounting. The fair value of stock options granted is recognized in income on a straight line basis over the vesting period. The total fair value of stock options vested during the fiscal 2008 was \$117,522 (2007 - \$291,673).

The following assumptions were used for the Black-Scholes valuation of stock options and agents' compensation options granted during 2008 and 2007:

	2008	2007
Risk-free interest rate	2.73 - 3.76	3.88-4.16%
Expected life of options	1-5 years	2 - 5 years
Annualized volatility	79-81%	71-84%
Dividend rate	0.00%	0.00%

Escrow

6,000,000 shares were placed in escrow in accordance with the escrow agreement dated February 17, 2006. 4,200,000 shares had been released from escrow as at October 31, 2008, leaving a balance of 1,800,000 common shares held in escrow. The remaining shares held in escrow are to be released over semi-annual installments to October 31, 2009.

7. FINANCIAL INSTRUMENTS

The Company's operations consist of the acquisition, exploration and development mineral resource properties in Mexico. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Credit risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

(i) Trade credit risk

The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

(ii) Cash and cash equivalents

In order to manage credit and liquidity risk the Company invests only in highly rated investment grade instruments that have maturities of three months or less. Limits are also established based on the type of investment, the counterparty and the credit rating.

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7. FINANCIAL INSTRUMENTS – (continued)

(iii) Derivative financial instruments

As at October 31, 2008, the Company has no derivative financial instruments. It may in the future enter into derivative financial instruments and in order to manage credit risk, it will only enter into derivative financial instruments with highly rated investment grade counterparties.

(b) Liquidity risk

The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements and its exploration and development plans. The Company ensures that there are sufficient cash balances to meet its short-term business requirements.

The Company's overall liquidity risk has not changed significantly from the prior year.

(c) Currency risk

The Company's functional currency is the Canadian dollar and therefore the Company's net loss and other comprehensive loss are impacted by fluctuations in the value of foreign currencies in relation to the Canadian dollar. The Company's foreign currency exposures comprise cash and cash equivalents and accounts payable and accrued liabilities denominated in Mexican pesos and United States dollars. Several of the Company's options to acquire properties in Mexico may result in option payments by the Company denominated in the Mexican Pesos or in United States dollars. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates. Appreciation in the Mexican peso against the Canadian dollar will increase the cost of operations in Mexico. A decrease in the United States dollar against the Canadian dollar will result in a loss on the Company's books to the extent funds are held in United States dollars. The Company is also exposed to inflation risk in Mexico.

The sensitivity of the Company's net loss and other comprehensive loss for the six months ended September 30, 2008 due to changes in the exchange rate for the Mexican peso in relation to the Canadian dollar is summarized in the following table expressed as an increase in the net loss and comprehensive loss for each 10% appreciation in the Canadian dollar:

Net loss and other comprehensive loss	\$	37,220
---------------------------------------	----	--------

A 10% depreciation of the Mexican peso against the Canadian dollar would have a similar decrease in net loss.

A 10% appreciation in the US dollar in relation to the Canadian dollar would have increased the Company's net loss and comprehensive loss for the six months ended September 30, 2008 by:

Net loss and other comprehensive loss	\$	5,322
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A 10% depreciation of the US dollar against the Canadian dollar would have a similar decrease in net loss.

(d) Interest rate risk

The Company's interest revenue earned on cash and cash equivalents and on short term investments is exposed to interest rate risk.

(e) Fair values disclosures

The carrying values of cash and cash equivalents, amounts receivable and accounts payable and accrued liabilities approximate their fair value based on their short term nature.

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8. COMMITMENTS

The Company has agreed to reimburse a company with directors in common one-half of its rental cost of the Vancouver office. The Company's portion amounts to \$45,773 annually, from March 1, 2007 to March 31, 2011.

9. CONTINGENCIES

A former consultant of the Company initiated action against the Company for damages for breach of contract/wrongful dismissal. Legal counsel to the Company is unable to assess the Company's potential liability, if any, resulting from this action. Any settlement will be reflected as a charge to operations in the year incurred. Based on management's assessment no provision for possible loss has been included in these financial statements.

10. SEGMENTED INFORMATION

The Company primarily operates in one reportable operating segment, being the acquisition, exploration and development of mineral properties. However, the Company operates in two geographical segments, Canada and Mexico. Geographic information is as follows:

	Total Assets	Equipment	Resource Properties	Other Assets
October 31, 2008				
Canada	\$ 148,581	\$ 40,226	\$ -	\$ 108,355
Mexico	7,722,186	57,627	7,250,999	413,560
	<u>\$ 7,870,767</u>	<u>\$ 97,853</u>	<u>\$ 7,250,999</u>	<u>\$ 521,915</u>

	Total Assets	Equipment	Resource Properties	Other Assets
April 30, 2008				
Canada	\$ 1,104,612	\$ 44,838	\$ -	\$ 1,059,774
Mexico	7,045,976	77,031	6,069,370	899,575
	<u>\$ 8,150,588</u>	<u>\$ 121,869</u>	<u>\$ 6,069,370</u>	<u>\$ 1,959,349</u>

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11. MANAGEMENT OF CAPITAL RISK

The Company manages its cash and cash equivalents, common shares, stock options and warrants as capital (Note 7). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue new debt, acquire or dispose of assets, or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing development efforts, the Company does not pay out dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition, selected with regards to the expected timing of expenditures from continuing operations.

The Company is currently assessing financing alternatives for its exploration plans and operations through its current operating period.

12. SUBSEQUENT EVENTS

The Company granted 100,000 options at a price of \$0.25 to a director and officer.

The Company has signed agreements for a non-brokered private placement of \$300,000, and a brokered private placement of up to a further \$1.5 million. Up to 18,000,000 units will be issued at a price of \$0.10 per unit. Each unit will consist of one common share with one half of one common share warrant. Each whole warrant is exercisable into one common share for a period of 18 months on payment of \$0.15. The Company shall pay its agent the following on the brokered portion of the private placement: 9% of the gross proceeds raised, a fee of \$25,000, and 100,000 units issued on the same basis as those issued in the private placements.