

TARA GOLD RESOURCES CORP.
Form 10QSB
May 12, 2008

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

/X/

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

FOR THE QUARTERLY PERIOD ENDED June 30, 2007.

OR

//

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR
THE TRANSITION FROM _____ TO _____.

COMMISSION FILE NUMBER 000-29595

TARA GOLD RESOURCES CORP.

(Exact Name of Small Business Issuer as Specified in its Charter)

Nevada

90-0316566

(State or other jurisdiction of
incorporation or organization)
(I.R.S. Employer
Identification No.)

2162 Acorn Court, Wheaton, IL

60187

(Address of principal executive offices)
(Zip code)

Issuer's telephone number: (630) 462-2079

N/A

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)
Yes [] No [X]

At April 30, 2008, there were 101,607,618 outstanding shares of the Company's common stock.

Transitional Small Business Disclosure Format: Yes [] No [X]

PART I
FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES
CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

JUNE 30, 2007

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES**(AN EXPLORATION STAGE COMPANY)****CONDENSED CONSOLIDATED BALANCE SHEETS****(UNAUDITED)****(In thousands of U.S. Dollars, except per share amounts)**

| | June 30, 2007 | December 31, 2006 |
|--|----------------------|--------------------------|
| <u>Assets</u> | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 3,223 | \$ 1,590 |
| Trade receivables | - | 13 |
| Other receivables, net of \$0 and \$16 of allowance as of June 30, 2007 and - December 31, 2006, respectively | 3,391 | 2,645 |
| Due from related parties, net of \$185 of to related parties as of June 30, 2007 | 67 | - |
| Marketable securities | 2,785 | 1,633 |
| Notes receivable | 17 | 382 |
| Deferred tax asset | - | 649 |
| Other current assets | 24 | 4 |
| Total current assets | 9,507 | 6,916 |
| Property, equipment, and mine development, net of accumulated depreciation of \$85 and \$19 as of June 30, 2007 and December 31, 2006, - respectively | 18,905 | 16,906 |
| Deposits | 302 | 168 |
| Total | \$ 28,714 | \$ 23,990 |
| <u>Liabilities and stockholders equity</u> | | |
| Current liabilities: | | |
| Accounts payable | \$ 24 | \$ - |
| Accrued expenses | 2,369 | 1,130 |
| Short-term convertible debt | - | 25 |
| Note payable, current | 3,650 | 4,188 |

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| | | |
|---|-----------|-----------|
| Payments from joint venture partner for options to purchase mine interest | 3,250 | 2,767 |
| Deferred joint venture fee income | 4 | 29 |
| Deferred tax liability | 194 | - |
| Due to related parties | - | 342 |
| Total current liabilities | 9,491 | 8,481 |
| Long term liabilities: | | |
| Long-term accrued liabilities | 1,501 | 1,589 |
| Payments from joint venture partner for options to purchase mine interest | 1,670 | 1,325 |
| Long-term note payable | 9,808 | 10,015 |
| Total liabilities | 22,470 | 21,410 |
| Minority Interest | 2,582 | 343 |
| Commitments and contingencies | - | - |
| Stockholders equity: | | |
| Common stock; \$.001 par value 150,000,000 shares authorized -90,098 and 83,938 issued and outstanding at June 30, 2007 and December 31, 2006, respectively | 90 | 84 |
| Additional paid-in capital | 8,315 | 4,847 |
| Stock payable | 27 | - |
| Accumulated deficit during exploration stage | (3,782) | (2,207) |
| Other comprehensive loss | (988) | (487) |
| Total stockholders equity | 3,662 | 2,237 |
| Total | \$ 28,714 | \$ 23,990 |

See accompanying notes to these condensed consolidated financial statements.

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(In thousands of U.S. Dollars, except per share amounts)

| | For the Three | | For the Six | | From |
|---|----------------------|-------------|---------------------|-------------|----------------------|
| | Months Ended | | Months Ended | | inception |
| | June 30, | | June 30, | | December 5, |
| | | | | | 2000 to |
| | 2007 | 2006 | 2007 | 2006 | June 30, 2007 |
| Revenues: | | | | | |
| Revenue from website development and software | \$ | - | \$ | - | \$ |
| Sales | 93 | - | 214 | - | 357 |
| | 93 | - | 214 | - | 525 |
| Cost of Revenue: | | | | | |
| Exploration expenses | 392 | - | 985 | - | 1,001 |
| | 392 | - | 985 | - | 1,001 |
| Gross Margin | (299) | - | (771) | - | (476) |
| Costs and expenses: | | | | | |
| Other operating, general, and administrative expenses | 1,825 | 260 | 2,685 | 521 | 6,283 |
| Professional fees | 724 | 173 | 1,193 | 359 | 1,780 |
| Total operating, general, and administrative expenses | 2,549 | 433 | 3,878 | 880 | 8,063 |
| Operating loss | (2,848) | (433) | (4,649) | (880) | (8,539) |

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Other (income) expense:

| | | | | | |
|---|---------|-------|---------|---------|---------|
| Interest (income) | (25) | (9) | (42) | (49) | (107) |
| Interest expense | 30 | 46 | 69 | 218 | 466 |
| Loss on disposal of assets | 2 | - | 2 | - | 399 |
| (Gain) loss on extinguishment of debt | - | (522) | (500) | (522) | (821) |
| Loss on deconsolidation of joint venture | - | - | 195 | - | 195 |
| (Gain) on sale of joint venture interest | (2,046) | - | (2,046) | (1,066) | (3,112) |
| (Gain) on dissolution of joint venture | (50) | - | (1,325) | - | (1,800) |
| Realized loss on the sale of marketable securities | - | - | 209 | - | 209 |
| Other Income | (26) | - | (193) | - | (214) |
| | (2,115) | (485) | (3,631) | (1,419) | (4,785) |
| Minority Interest | 288 | - | 291 | - | 296 |
| (Loss) income before income taxes | (445) | 52 | (727) | 539 | (3,458) |
| Income tax provision (benefit), net | 462 | (111) | 848 | (600) | 341 |
| (Loss) income from continuing operations | (907) | 163 | (1,575) | 1,139 | (3,799) |
| Discontinued operations: | | | | | |
| Income from operations of discontinued oil properties | | | | | |
| (including loss on disposal of \$7,679) | - | - | - | - | 17 |
| Net (loss) income | (907) | 163 | (1,575) | 1,139 | (3,782) |

[CONTINUED]

See accompanying notes to these condensed consolidated financial statements.

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(UNAUDITED)

(In thousands of U.S. Dollars, except per share amounts)

(CONTINUED)

| | For the | | For the | | From |
|--|---------------------------|-------------|-------------------------|--------------|--------------------|
| | Three Months Ended | | Six Months Ended | | inception |
| | June 30, | | June 30, | | December 5, |
| | 2007 | 2006 | 2007 | 2006 | 2000 to |
| | | | | | June 30, |
| | | | | | 2007 |
| Other comprehensive income: | | | | | |
| Foreign currency translation | 54 | (76) | 44 | (100) | 6 |
| Unrealized (loss), net on marketable securities | (487) | (177) | (545) | (282) | (994) |
| Comprehensive income (loss) | \$ \$ (1,340) | (90) | \$ (2,076) | \$ \$ 757 | (4,770) |
| Net income (loss) per share basic | \$ (0.01) \$ | 0.00 | \$ (0.02) | \$ 0.01 | |
| Weighted Average Number of Common Shares Outstanding | | | | | |
| - basic | 90,800,007 | 80,641,754 | 87,758,674 | 78,820,935 | |
| Net income (loss) per share dilutive | \$ (0.01) \$ | 0.00 | \$ (0.02) | \$ 0.01 | |

Weighted Average Number of Common
Shares Outstanding

- dilutive 90,800,000 87,211,589 87,758,674 80,091,301

See accompanying notes to these condensed consolidated financial statements.

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In Thousands of U.S. Dollars)

| | For the Six Months Ended | | From inception |
|---|---------------------------------|-------------|-------------------------|
| | June 30, | | December 5, 2000 |
| | 2007 | 2006 | to June 30, 2007 |
| Cash flows from operating activities: | | | |
| Net (loss) income | \$ \$ (1,575) | 1,139 | \$ (3,782) |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | | |
| Depreciation and amortization | 66 | 4 | 239 |
| Allowance for doubtful accounts | (16) | (27) | - |
| Allowance for mining deposits deemed uncollectible | - | 28 | 28 |
| Common stock issued for services and other expenses | 439 | 268 | 1,322 |
| Stock based compensation | 1,164 | - | 1,164 |
| Loss on deconsolidation of joint venture | 195 | - | 195 |
| Non-cash expense due to deconsolidation of joint venture | 216 | - | - |
| Gain on sale of joint venture interest | (1,746) | (1,259) | (3,005) |
| Gain on dissolution of joint venture | (370) | - | (370) |
| Gain on extinguishment of debt, net | - | (467) | (321) |
| Loss on disposal of oil & gas properties | - | - | 8 |
| Deferred tax (asset) liability | 843 | (600) | 194 |
| Minority interest in net income | (290) | - | (295) |
| Amortization of beneficial conversion | 55 | 101 | 348 |
| Loss on the disposal of assets | - | - | 219 |
| Changes in operating assets and liabilities: | | | |
| Decrease in accounts receivable | 13 | - | - |
| (Increase) in other receivable IVA | (452) | (31) | (638) |
| Decrease (increase) in other receivable | 15 | 3 | (5) |
| Decrease in prepaid expenses | - | 33 | - |

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| | | | |
|--|-------|-------|---------|
| (Increase) decrease in other current assets | (20) | (4) | (24) |
| Increase in accounts payable | 24 | - | 24 |
| (Decrease) in deferred joint venture income (annual payment) | (25) | - | 4 |
| Increase (decrease) in accrued expenses | 1,242 | (21) | 1,878 |
| Net cash used in operating activities | (222) | (833) | (2,817) |

Cash flows from investing activities:

| | | | |
|--|-------|-------|---------|
| Purchase of fixed assets and proved oil & gas properties | - | - | (196) |
| Proceeds from discontinued operations | - | - | 202 |
| Purchase of mining equipment and furniture and fixtures | (171) | (2) | (272) |
| Purchase of land and office building | (395) | - | (395) |
| Proceeds from the sale of marketable securities | 638 | - | 638 |
| Purchase of mining concession | (97) | (218) | (798) |
| Deposits | (134) | (37) | (330) |
| Proceeds from note receivable payments | 365 | - | 375 |
| Payments provided for notes receivable | - | (382) | (392) |
| Net cash provided by (used in) investing activities | 206 | (639) | (1,168) |

Cash flows from financing activities:

| | | | |
|--|---------|-------|---------|
| Proceeds from short term convertible debt | - | - | 72 |
| Payment toward short term convertible debt | - | (5) | (22) |
| Payment toward notes payable | (3,251) | (346) | (4,913) |
| Payments toward long-term accrued liabilities | - | - | (161) |
| Share subscriptions received/released | - | 13 | - |
| Change in due to/from related parties, net | (394) | 143 | 1,257 |
| Minority interest in net assets of consolidated subsidiaries | 2,840 | 311 | 2,840 |
| Payments from joint venture partners | 399 | 845 | 3,514 |
| Stock offering costs | - | - | (13) |
| Cash acquired in reverse acquisition | - | - | 4 |
| Common Stock issued for cash | 1,802 | 560 | 4,415 |
| Net cash provided by financing activities | 1,396 | 1,521 | 6,993 |
| | 253 | (100) | 215 |

Effect of exchange rate changes on cash

Cash and cash equivalents:

| | | | |
|-----------------------------|-------|------|-------|
| Net increase for the period | 1,633 | (51) | 3,223 |
|-----------------------------|-------|------|-------|

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| | | | |
|-------------------------|----------|-------|----------|
| Beginning of the period | 1,590 | 82 | - |
| End of period | \$ 3,223 | \$ 31 | \$ 3,223 |

[CONTINUED].

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES
(AN EXPLORATION STAGE COMPANY)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(CONTINUED)

| | For the Six Months Ended | | From inception | |
|---|---------------------------------|-------------|-------------------------|-----------|
| | June 30, | | December 5, 2000 | |
| | 2007 | 2006 | to June 30, 2007 | |
| SUPPLEMENT DISCLOSURE OF CASH FLOW INFORMATION | | | | |
| Interest paid | \$ | 290 | \$ | \$ 407 |
| | | | - | |
| Income taxes paid | \$ | - | \$ | \$ 10 |
| | | | - | |
| NON-CASH TRANSACTIONS | | | | |
| Conversion of debt to common stock | \$ | 70 | \$ | \$ 782 |
| | | | 116 | |
| Share receivable for debt | \$ | 27 | \$ | \$ 27 |
| | | | - | |
| Issuance of common stock for assets | \$ | - | \$ | \$ 304 |
| | | | - | |
| Issuance of common stock under share receivable for services | \$ | - | \$ | - |
| | | | 42 | |
| Purchase of mining concession paid by debt and issuance of stock and warrants | \$ | 1,957 | \$ | \$ 16,191 |
| | | | 7,008 | |

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| | | | | |
|--|----|-----|-------|----------|
| | | | \$ | |
| Beneficial conversion feature, convertible debt | \$ | - | - | \$ 32 |
| Beneficial conversion feature, convertible related party debt | \$ | - | 185 | \$ 175 |
| | | | \$ | |
| Recoverable value-added taxes | \$ | 293 | 1,081 | \$ 180 |
| Purchase of Compañía Minera La Escudra, S.A. de C.V. with debt | \$ | - | \$ | \$ 1,370 |
| | | | - | |
| | | | \$ | |
| Receipt of stock for Joint Venture Payments | \$ | 798 | - | \$ 1,776 |

See accompanying notes to these condensed consolidated financial statements.

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Note 1.

Basis of Presentation and Organization and Significant Accounting Policies

Basis of Presentation and Organization

The accompanying Condensed Consolidated Financial Statements of Tara Gold Resources Corp. (the Company) should be read in conjunction with the Company's Annual Report on Form 10-KSB for the year ended December 31, 2006. Significant accounting policies disclosed therein have not changed except as noted below.

The accompanying Condensed Consolidated Financial Statements and the related footnote information are unaudited. In the opinion of management, they include all normal recurring adjustments necessary for a fair presentation of the condensed consolidated balance sheets of the Company at June 30, 2007 and December 31, 2006, the condensed consolidated results of its operations and cash flows for the three months and six months ended June 30, 2007 and 2006. Results of operations reported for interim periods are not necessarily indicative of results for the entire year.

The Company is engaged in the acquisition, exploration and development of mineral resource properties in United States of America and Mexico. In April 2005, the Company acquired 97% of the common stock of Corporacion Amermin, S.A. de C.V., which operates in Mexico. In April 2006, the Company established Tara Minerals Corp, which it owns 99.9% of American Metal Mining which operates in Mexico. In October 2006, the Company acquired 97% of the common stock of Compañía Minera La Escuadra, S.A. de C.V., which operates in Mexico. In October 2007, the Company acquired the additional 3% of the common stock of Corporacion Amermin, S.A. de C.V. for 1,500,000 shares valued at \$600,000.

Our subsidiary Tara Minerals Corp. has a year end of October 31. Included in this consolidation is the Tara Minerals Corp. year to date financial results as of January 31, 2007.

As used in these Notes to the Condensed Consolidated Financial Statements, the terms the Company, we, us, our similar terms refer to Tara Gold Resources, Corp. and, unless the context indicates otherwise its consolidated subsidiaries. The Company's subsidiaries include Corporación Amermin, S.A. de C.V. (Amermin), Tara Minerals Corp., American Metal Mining and Compañía Minera La Escudra, S.A. de C.V. (La Escudra).

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany transactions and accounts have been eliminated in consolidation.

The consolidated financial statements include the accounts of the Company, its subsidiaries and variable interest entities (VIE) over which control is achieved through means other than voting rights and we are considered the primary beneficiary. The primary beneficiary of the VIE consolidates the entity if control is achieved through other

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

means than voting rights such as certain capital structures and contractual relationships (see Note 4). All significant intercompany transactions and accounts have been eliminated in consolidation. The consolidated financial statements of the Company have been prepared on the accrual basis of accounting and are in conformity with accounting principles generally accepted in the United States of America and prevailing industry practice.

Functional Currency

The subsidiary's functional currency is the U.S. dollar. As a result, the financial statements of the subsidiary have been remeasured from Mexican pesos into U.S. dollars using (i) current exchange rates for monetary asset and liability accounts, (ii) historical exchange rates for nonmonetary asset and liability accounts, (iii) historical exchange rates for revenues and expenses associated with nonmonetary assets and liabilities and (iv) the weighted average exchange rate of the reporting period for all other revenues and expenses. The resulting remeasurement loss is recorded in other comprehensive (loss) income.

Current and historical exchange rates are not indicative of what future exchange rates will be and should not be construed as such.

Relevant exchange rates used in the preparation of the financial statements of the subsidiary are as follows for the six months ended June 30, 2007 (denoted in Mexican pesos per one U.S. dollar):

| | |
|--|-------------|
| | 2007 |
| Current exchange rate at June 30, | Ps. 10.7926 |
| Weighted average exchange rate for the six months ended June 30, | Ps. 10.9491 |

Reclassification

Certain reclassifications, which have no effect on net income (loss), have been made in the prior period financial statements to conform to the current presentation.

Cash Equivalents and Marketable Securities

The Company considers all highly-liquid investment instruments purchased with an original maturity of three months or less to be cash equivalents. The Company had no cash equivalents at June 30, 2007 or December 31, 2006.

All highly liquid investments with stated maturities of greater than three months are classified as marketable securities. The Company had \$2,785,250 and \$1,632,500 in marketable securities at June 30, 2007 and December 31, 2006, respectively. These marketable securities had a cost basis of \$3,779,465 as of June 30, 2007. In accordance with Statement of Financial Accounting Standard No. 130 Reporting Comprehensive, we have accounted for unrealized gain (loss) as a component of other comprehensive

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

income. An unrealized loss of \$545,215 and \$282,000 was recorded in other comprehensive income for the six months ended June 30, 2007 and 2006, respectively.

As of June 30, 2007, we sold marketable securities realizing a loss of \$209,300.

Investments in Unconsolidated Entities

For investments in which the Company owns or controls from 20% to 50% of the voting shares, the equity method of accounting is used.

Earnings per Share

In February 1997, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 128 *Earnings Per Share* which requires the Company to present basic and diluted earnings per share for all periods presented. Basic earnings per share is computed as net income divided by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur from common shares issuable through stock options, warrants, convertible debt and other convertible securities.

At June 30, 2007, the Company had a net loss resulting in no dilution of any common stock equivalents, such as convertible debt or warrants. The following table reconciles basic earnings per share and diluted earnings per share and the related weighted average number of shares as of June 30, 2006:

| For the Three Months Ended June 30, 2006 | | |
|--|--------|-----------|
| Income | Shares | Per-Share |

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| | (Numerator) | (Denominator) | Amount |
|---|-------------|---------------|---------|
| Net income | | | |
| Basic EPS: | \$ 163,004 | | |
| Income available to common stockholders | \$ 163,004 | 80,641,754 | \$ 0.00 |
| Warrants | | 769,835 | |
| Convertible Debt | - | 5,800,000 | |
| Diluted EPS: | | | |
| Income available to common stockholders plus assumed conversions | \$ 163,004 | 87,211,589 | \$ 0.00 |

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

| | For the Six Months Ended June 30, 2006 | | |
|---|--|---------------|-----------|
| | Income | Shares | Per-Share |
| | (Numerator) | (Denominator) | Amount |
| Net income | | | |
| Basic EPS: | \$ 1,138,537 | | |
| Income available to common stockholders | \$ 1,138,537 | 78,820,935 | \$ 0.01 |
| Warrants | | 67,051 | |
| Convertible Debt | - | 1,203,315 | |
| Diluted EPS: | | | |
| Income available to common stockholders plus assumed conversions | \$ 1,138,537 | 80,091,301 | \$ 0.01 |

Income Taxes

Income taxes are provided for using the liability method of accounting in accordance with SFAS No. 109 *Accounting for Income Taxes*, and clarified by FIN 48, *Accounting for Uncertainty in Income Taxes* an interpretation of FASB Statement No. 109. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

As of January 1, 2007, the Company adopted Financial Accounting Standards Board (FASB) Interpretation No. 48, *Accounting for Uncertainty in Income Taxes* (FIN 48), which supplements SFAS No. 109, *Accounting for Income Taxes*, by defining the confidence level that a tax position must meet in order to be recognized in the financial statements. The Interpretation requires that the tax effects of a position be recognized only if it is

more-likely-than-not to be sustained based solely on its technical merits as of the reporting date. The more-likely-than-not threshold represents a positive assertion by management that a company is entitled to the economic benefits of a tax position, If a tax position is not considered more-likely-than-not to be sustained based solely on its technical merits. No benefits of the tax position are to be recognized. Moreover, the more-likely-than-not threshold must continue to be met in each reporting period to support continued recognition of a benefit. With the adoption of FIN 48, companies are required to adjust their financial statements to reflect only those tax positions that are more-likely-than-not to be sustained. Any necessary adjustment would be recorded directly to retained earnings and reported as a change in accounting principle.

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

Note 2.

Stockholder s Equity

The authorized common stock of the Company consists of 150,000,000 shares of common shares with par value of \$0.001.

In the first quarter of 2007, the Company issued 5,366,667 shares of common stock. These shares were issued for the following reasons:

§

Cash sales through exercise of warrants: 2,850,000 shares for \$1,624,500, an average price of \$0.57 per share.

§

Shares issued for services: 200,000 shares for \$226,000, an average price of \$0.11 per share.

§

Conversion of loans to stock: 2,316,667 shares for \$69,500, an average price of \$0.03 per share.

In February 2008, the Company agreed to issue 850,000 shares of its common stock upon the conversion of a note with a principle and interest amount of \$27,000. As a result, as of June 2007 the \$27,000 liability was reclassified as a Stock Payable.

In April 2008, the Company increased its authorized shares to 150,000,000.

In the second quarter of 2007, the Company issued 793,333 shares of common stock. These shares were issued for the following reasons:

§

Cash sales through exercise of warrants: 593,333 shares for \$178,000, an average price of \$0.30 per share.

§

Shares issued for services: 200,000 shares for \$212,000, an average price of \$1.06 per share.

Stock Options

On February 1, 2007, our subsidiary Tara Minerals adopted the following stock option plans:

.

Incentive Stock Option Plan

.

Nonqualified Stock Option Plan

.

Stock Bonus Plan

Tara Mineral s 2007 stock option plans, which are shareholder approved, permit the grant of share options and shares to its officers for up to 1,000,000 shares of common stock with an exercise price of \$.05 to two of the Company s officers for compensation which expire February 1, 2010.

The fair value of each option award is estimated on the date of grant using the Black-Scholes option valuation model that uses the assumptions noted in the following table. Expected volatilities are based on volatilities from the Company s traded common stock. The expected term of options granted is estimated at half of the contractual term as noted in the individual option agreements and represents the period of time that options granted

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

are expected to be outstanding. The risk-free rate for the periods within the contractual life of the option is based on the U.S. Treasury bond rate in effect at the time of grant for bonds with maturity dates at the estimated term of the options.

| | |
|-----------------------------|---------|
| | 2007 |
| Expected volatility | 163.90% |
| Weighted-average volatility | 163.90% |
| Expected dividends | 0 |
| Expected term (in years) | 2.7 |
| Risk-free rate | 4.92% |

A summary of option activity under the Plan as of June 30, 2007, and changes during the period then ended is presented below:

| Options | Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term | Aggregate Intrinsic Value |
|----------------------------------|-----------|------------------------------------|---|---------------------------------|
| Outstanding at December 31, 2006 | - | | | |
| Granted | 1,000,000 | \$ 0.05 | | |
| Exercised | - | - | | |
| Forfeited or expired | - | - | | |
| Outstanding at June 30, 2007 | 1,000,000 | \$ 0.05 | 2.7 | \$1,164,173 |
| Exercisable at June 30, 2007 | 1,000,000 | \$ 0.05 | 2.7 | \$1,164,173 |

There are no non-vested shares at quarter end.

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

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Note 3.**Income Taxes**

The income tax benefit components are as follows. This amount differs from the amount of income tax determined by the applying the U.S. federal tax rates of 35% to pretax income from continuing operations for the period ended June 30, 2007 due to the following:

| | U.S. Companies | Mexican Companies | Total |
|--|-------------------|----------------------|----------------|
| Cumulative Net Loss, December 31, 2006 (inclusive of gain on discontinued operations) | \$ (1,406,500) | \$ (1,451,000) | \$ (2,857,500) |
| June 30, 2007 net income | 1,960,700 | - | 1,960,700 |
| June 30, 2007 net loss | - | (1,579,000) | (1,579,000) |
| Total taxable net operating loss carry forward | \$ 554,200 | \$ (3,030,000) | \$ (2,475,800) |

The components of the Company's deferred tax asset (liability) as of June 30, 2007 are as follows:

| | U.S. Companies | Mexican Companies | Total |
|--|-------------------|----------------------|----------------|
| Total taxable net operating loss carry forward | \$ 554,200 | \$ (3,030,000) | \$ (2,475,800) |

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| | | | | |
|---------------|------------------------|--------------|-----------|--------------|
| June 30, 2007 | US rate 35% | \$ (194,000) | \$ - | \$ (194,000) |
| June 30, 2007 | MX rate 29% | - | 878,700 | 878,700 |
| | Valuation allowance | - | (878,700) | (878,700) |
| | Net deferred tax asset | \$ (194,000) | \$ - | \$ (194,000) |

Net operating losses (NOL) generated in Mexico may only be used to offset income generated in Mexico. As disclosed above, the Company generated NOLs in Mexico for our Amermin and La Escuarda subsidiaries of approximately \$3,030,000 with an estimated tax benefit of \$878,700. Per Statement of Accounting Standard No. 109 Accounting for Income Tax and FASB Interpretation No. 48 - Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No.109, when it is more likely than not that a tax asset cannot be realized through future income the Company must allow for this future tax benefit. We have fully allowed for the entire deferred tax asset relating to our Mexican subsidiary at June 30, 2007.

Our Tara Mineral and Amermin Metal Mining subsidiaries are reporting entities to the taxing authorities separate from this consolidation and have been excluded from the deferred tax analysis above.

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As of June 30, 2007 we have generated net income before taxes from our U.S. operations of approximately \$554,200. As of June 30, 2007 we estimate that we have used our historical NOLs and have recorded a deferred tax liability of \$194,000.

Upon adoption of FIN 48 as of January 1, 2007, the Company believes that it had no gross unrecognized tax benefits that, if recognized, would favorably affect the effective income tax rate in future periods. At June 30, 2007 the amount of gross unrecognized tax benefits before valuation allowances and the amount that would favorably affect the effective income tax rate in future periods after valuation allowances were \$0. These amounts consider the guidance in FIN 48-1, Definition of Settlement in FASB Interpretation No. 48 . The Company has not accrued any additional interest or penalties as a result of the adoption of FIN 48.

The Company files income tax returns in the United States federal jurisdiction, certain states in the United States and certain foreign jurisdictions. The Company has recently filed its US federal return for the year ended December 31, 2005, tax year 2007 and 2006 remain open. We have filed our Mexico tax return through December 31, 2006.

Note 4.

Mining Concessions

Changes that occurred as of June 30, 2007 to our mining concessions are disclosed below. Information about our mining concessions should be read in conjunction with the Company's Annual Report on Form 10-KSB for the year ended December 31, 2006.

a.

On May 12, 2005, the Company executed a provisional mining right purchase agreement for the rights to 12 concessions, known as San Miguel .

The acquisition price of the assets was \$700,000. We also capitalized an extension payment and an option to purchase payment, totaling \$22,000, making the effective price of the property grouping \$722,000.

Pursuant to the terms of an August 2005 agreement, Paramount Gold Mining Corp. was given the right to acquire 70% interest in the San Miguel prospect by:

.

Paying Tara Gold \$250,000;

.

Paying \$150,000 directly to the former owner of the property;

.

Issuing 718,519 shares of its common stock to Tara Gold; and

.

Spending \$2.5 million on a trenching, drilling and sampling program on the property.

On March 16, 2007, Paramount notified the Company that it had spent the required \$2.5 million of exploration development expenses to earn a 70% interest in the joint venture. These expenses were reviewed by Company management and agreed to with the exception that Paramount was required to spend an additional \$160,000 to reach the required \$2,500,000 of exploration expenses. The final payment of 400,000 shares valued at \$1,216,000 for the concession was received by June 30,

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2007 at which time the Company agreed to sign a 70% interest in the concession to Paramount.

As of June 30, 2007 the effective San Miguel joint venture ownership is 70% Paramount, 30% the Company. Although both the Company and Paramount maintain joint control over the joint venture, the Company's ownership percentage decreased to an amount that is more in line with an equity investment and not consolidation. Accordingly, the joint venture has been deconsolidated from the Company financial statements and the equity method has been applied to account for the Company's investment in the San Miguel joint venture.

Under the equity method, the Company's percentage interest in the net assets and results of operations of the San Miguel joint venture is presented as a single line on the balance sheet unless the value in the investment account is zero due to continued losses from the investment. At June 30, 2007, the Company's investment in the San Miguel joint venture on its balance sheet was \$0. Due to the deconsolidation, the Company recognized a loss of \$195,000. The Company invested another \$572,982 in cash in the joint venture as of June 30, 2007 and picked up non-cash expenses of \$216,600 included in exploration expenses.

The remaining payments on the debt related to this property to Paramount at June 30, 2007 are as follows:

| | | |
|------|----|--------|
| 2007 | \$ | 60,000 |
| 2008 | | 30,000 |
| | \$ | 90,000 |

In December 2007, \$60,000 of the remaining debt for this property to Paramount was waived.

b.

On May 12, 2005, the Company executed a provisional mining right purchase agreement with Minera Tres de Mayo, S.A. de C.V. for the rights to 4 concessions, known as La Currita .

The acquisition price of the concessions was \$1,200,000 plus value-added tax of \$180,000. As of April 2007 the acquisition price and the related value added tax had been paid in full. As of April 30, 2008, we are in the process of finalizing title transfer to the Company which we anticipate completing in the third quarter of 2008.

In April 2006, the Company, through its Mexican subsidiary Amermin, entered into a joint venture agreement with Raven Gold Corp. (Raven) with respect to the La Currita Groupings (La Currita joint venture). The agreement was ratified in August 2006, and amended in March 30, 2007.

TARA GOLD RESOURCES CORP. AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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Under the original agreement, Raven was to pay cash and issue shares of its common stock to the Company to purchase a 25% interest in the joint venture. Raven was also required to provide a \$500,000 loan for start-up costs. Raven made the following payments:

§

Second quarter 2006: \$125,000 for joint venture interest;

§

Third quarter 2006: \$50,000 for joint venture interest;

§

Fourth quarter 2006: \$425,000 for joint venture interest; \$500,000 loan for start up loan;

§

First quarter 2007: \$200,000 for joint venture interest; and,

§

Second quarter 2007: \$50,000 for joint venture interest.

On May 3, 2007, the Company entered into a new agreement with Raven pertaining to the La Currita joint venture. The May 3, 2007 agreement provided that the payments received pursuant to the prior agreements, as well as the \$500,000 loan for start up costs, were forfeited or forgiven. Since the Company was not required to refund any amounts to Raven, the Company recognized the \$850,000 received under the prior agreements as Gain on Dissolution of Joint Ventures and recognized a \$500,000 Gain on Extinguishment of Debt as of June 30, 2007.

In accordance with the terms of the new joint venture agreement, Raven acquired a 25% interest in the La Currita prospect by paying \$600,000, and delivering 500,000 shares of its restricted common stock valued at \$530,000, to the Company in the second quarter of 2007. As such, we have recorded a gain on the sale of joint venture interest of

\$830,000 and \$300,000 in minority interest in association with this property.

To earn a 40% interest in the La Currita concession of under the new agreement Raven must:

§

Deliver 500,000 Rule 144 common shares of Raven, to Tara, on or before June 10, 2007;

§

Spend \$1,375,000 on La Currita on or before May 30, 2008;

§

Provide Tara an audited statement of expenditure of the \$1,375,000; and,

§

Provide Tara 90 days to review the final audit statement of expenditure.

To earn a 60% interest in the La Currita concession of under the new agreement Raven must:

§

Deliver 500,000 Rule 144 common shares of Raven, to Tara, at notification to increase its interest to 60%;

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§
Spend an additional \$2,875,000 on La Currita on or before November 30, 2009;

§
Provide Tara an audited statement of expenditure of the \$2,875,000; and,

§
Provide Tara 90 days to review the final audit statement of expenditure.

During the second quarter of 2007, Raven notified the Company of its intent to increase its percentage to 40% and delivered an additional 500,000 common shares, valued at \$530,000, to the Company. As of April 30, 2008 Raven has not earned its 40% interest.

c.

On March 23, 2006, the Company executed a provisional asset mining right purchase agreement for the rights to four concessions, known as the Lluvia de Oro . On January 2, 2007, the agreement was modified to adjust the payment schedule for the properties. The Company took possession of the property as of June 30, 2006 and as a result of the amended agreement has made all necessary payments through April 30, 2008.

The acquisition price of the asset is \$4,000,000 plus value-added tax of \$600,000. Payments remain as follows:

| | | |
|------|----|-----------|
| 2007 | \$ | 953,540 |
| 2008 | | 2,415,630 |
| | \$ | 3,369,170 |

As of June 30, 2007, we have imputed interest of \$138,350 remaining on the note, resulting in total asset capitalization of \$3,871,647 and note amount of \$3,369,170. As of April 30, 2008, all necessary payments in 2008 have been made.

In April 2006, the Company entered an agreement with Columbia Metals Corporation Limited (Columbia), for the sale of the Lluvia de Oro Gold property (Lluvia property). The letter agreement includes a right for Columbia to acquire 100 % of the property with a provision for the Company to receive 20% of the net cash flow. The purchase of the Lluvia property is not completed by Columbia unless all payments are made as out lined in the agreement. In the event that Columbia does not finalize the agreement with the Company, all payments made and received by the Company are non-refundable and the Company may resell the property to another party.

Until Columbia has made all payments in accordance with the agreement and earned their full right to the property or they trigger default in which we can record all funds as Other Income, we will record the funds received as part of the Payments received from joint venture partners for options to purchase interests in mining properties on our balance sheet. Upon successfully completing the term

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of the agreement we will then recognize a gain or loss on the sale of the mining concession.

As of April 30, 2008 Columbia had made all required payments.

d.

On March 27, 2006, the Company executed a mining exploration contract and a purchase and sale contract with limited ownership rights for the rights to 23 concessions, known as Las Minitas. In April 2007, the agreement was renegotiated, based on a geological study, to reduce the purchase price of the mining concessions and restructure the debt payments.

The amended acquisition price of the asset is \$2,750,000 plus value-added tax of \$412,500. Payments remain as follows:

| | | |
|------|----|-----------|
| 2007 | \$ | 113,797 |
| 2008 | | 361,159 |
| 2009 | | 549,894 |
| 2010 | | 860,948 |
| 2011 | | 829,181 |
| | \$ | 2,714,979 |

In addition to the \$2,750,000 above, we have capitalized \$173,913 in payments made toward the original agreement. In the new agreement this payment was not applicable to the remaining debt stream. We have included it with the asset capitalization as part of the effective purchase price of the mining concession.

As of June 30, 2007, we have imputed interest of \$288,763 remaining on the note, resulting in total asset capitalization of \$2,635,170 and total note amount of \$2,714,979. As of April 30, 2008, all necessary payments in 2008 have been made.

In December 2007, we once again amended the agreement to extend the payment terms to 2012 and reduce the value of the note to \$2,150,000 plus value added-tax of \$322,500.

In April 2006, the Company entered an agreement through our Mexican subsidiary Amermin with Raven Gold Corp. (Raven), for the sale of an interest in a joint venture which includes the Las Minitas groupings (La Minitas joint venture). The agreement was ratified in August 2006, amended in March 30, 2007, cancelled on May 3, 2007 and not renewed.

In April 2007 (as amended August 2007 and superseded by a definitive agreement dated November 12, 2007), the Company entered an agreement with Pershimco Resources Ltd. (Pershimco) for the sale of an interest in a joint venture with the Las Minitas groupings.

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Under the agreement, Pershimco was required to perform the following to purchase 75% of the Las Minitas joint venture.

.

Make a payment of \$180,000 upon execution of the Agreement;

.

Make a payment of \$200,000 by September 7, 2007;

.

Make a payment of \$250,000 by December 7, 2007;

.

Make a payment of \$400,000 by June 9, 2008; and,

.

Make a payment of \$400,000 by December 9, 2008.

.

Half of the payments above can be made in shares at a 20% discount to market.

.

Make the remaining property payments.

.

Expend certain monies on the development of the property through June 2011.

Issue to the Company 750,000 shares of capital stock, 500,000 of which is due upon execution of the Agreement, 250,000 is due by June 9, 2008.

The Company received the \$180,000, \$190,000 and \$200,000 toward the property payments and all payments due to the Company as scheduled until September 2007. At that time Pershmico defaulted on the agreement by missing the subsequent payments. Subsequently, the Company initiated a call to arbitration to dissolve the agreement and seek possible damages. On March 14, 2008, a settlement agreement was executed between the parties resulting in; the termination of the Option Agreement dated November 12, 2007, the Company retaining all payments made by Pershimco; the transfer of all mineral claims to the Company; the surrender of all geological data (including drill core) to the Company; all permanent fixtures and infrastructure becoming the property of the Company. Once Pershimco has satisfied the terms of the Settlement Agreement, Pershimco shall receive a 1% NSR on the total claim package, with a provision for the Company to purchase the 1% NSR for \$500,000 at any time.

e.

On October 17, 2006, the Company executed a mining right purchase contract for the rights to 13 concessions, known as Distrito Minero Choix or Pilar De Moceribo. The sales price of the asset, as amended, is \$800,000 plus value-added tax of \$120,000. Payments remaining are as follows:

| | | |
|------|----|---------|
| 2007 | \$ | 167,666 |
| 2008 | | 471,903 |
| | \$ | 639,569 |

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As of June 30, 2007, we have imputed interest of \$30,431 remaining on the note, resulting in total asset capitalization of \$735,724 and note amount of \$639,569. As of April 30, 2008, all necessary payments in 2008 have been made.

In January 2007, this asset was assigned to the Company's subsidiary Tara Minerals Corp.

f.

In October 2006, the Company executed a mining right purchase contract for the rights to 3 concessions, known as the Don Roman Prospect. The sales price of the asset, as amended, is \$521,739 plus value added tax of \$78,261. The purchase price was paid in full in January 2007.

In January 2007, this asset was assigned to the Company's subsidiary Tara Minerals Corp.

g.

In October 2006, the Company executed a mining right purchase for the rights to the 2 concessions, known as the Las Nuvias Prospect. The sales price of the asset, as amended is \$100,000 plus value added tax of \$15,000. The purchase price was paid in full in January 2007.

In January 2007, this asset was assigned to the Company's subsidiary Tara Minerals Corp.

h.

In January 2007 (as amended), the Company finalized a mining right purchase for the rights to the six concession, known as Pichaco. Although the agreement was finalized in January 2007, the Company took physical possession of

the properties concurrent with the purchase of Compañía Minera La Escudra, S.A. de C.V. of October 1, 2006.

The amended acquisition price of the asset is \$5,630,435 plus value-added tax of \$844,565 and is payable as follows:

| | | |
|------|----|-----------|
| 2007 | \$ | 127,143 |
| 2008 | | 1,322,500 |
| 2009 | | 1,380,000 |
| 2010 | | 1,593,571 |
| 2011 | | 2,051,786 |
| | \$ | 6,475,000 |

As of June 30, 2007, we have imputed interest of \$651,743 remaining on the note, resulting in total asset capitalization of \$4,978,620 and note amount of \$5,823,257. As of April 30, 2008, all necessary payments in 2008 have been made.

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In July 2006, the Company entered a Joint Venture option agreement with Lateegra Gold Corp. (Lateegra), for the sale of the Picacho Groupings (Picacho).

Upon the signing of the agreement, Lateegra agreed to purchase 65% of the Company's interests in the Picacho by completing the following terms set forth in the agreement, in their entirety. Lateegra will be entitled to receive 65% of the net revenues, after paying their proportional share of expenses related to mining and production, as long as the commitments outlined below.

·
Make a non-refundable payment of \$75,000, coinciding with the signing of the agreement (the payment will be refundable if a satisfactory title search is not secured by Lateegra from the Company by August 16, 2006).

·
Make a payment of \$125,000 by October 16, 2006.

·
Make a payment of \$125,000 by December 16, 2006.

·
Lateegra must spend 2 million and achieve production levels of 600 tones per day within 18 months, plus spend 1 million within 30 months.

·
Lateegra must issue to the Company 50,000 common shares per month, for a total of 600,000 shares.

·
Lateegra has options to increase its interest in the Company's rights privileges and licenses with respect to Picacho as a part of Joint Venture agreement.

Lateegra agreed to make all property payments as follows:

| | | |
|------|----|-----------|
| 2006 | \$ | 250,000 |
| 2007 | | 950,000 |
| 2008 | | 1,000,000 |
| 2009 | | 1,400,000 |
| 2010 | | 1,600,000 |
| 2011 | | 1,800,000 |
| | \$ | 7,000,000 |

Lateegra made all required payments due under the option agreement until it failed to make the anniversary payment of \$100,000 which was due July 3, 2007. It subsequently failed to make additional payments due under the option agreement.

Subsequent to Lateegra not making their required payments under the agreement, the Company Lateegra and La Camera Mining, Inc. reached a settlement agreement which enabled La Camera Mining, Inc. to enter into a joint venture agreement on this property. See Note 8 below.

i.

On April 4, 2007, the Company executed a provisional mining right purchase agreement with an independent third party for the rights to 5 concessions, known as Curcurpe .

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The acquisition price of the asset is \$2,000,000 plus value-added tax of \$300,000. Payments remain as follows:

| | | |
|------|----|-----------|
| 2007 | \$ | 247,531 |
| 2008 | | 459,094 |
| 2009 | | 652,340 |
| 2010 | | 453,978 |
| | \$ | 1,812,943 |

As of June 30, 2007, we have imputed interest of \$137,057 remaining on the note, resulting in total asset capitalization of \$1,862,943 and total note amount of \$1,812,943. As of April 30, 2008, all necessary payments in 2008 have been made.

This mining concession has been included in the La Camera Mining, Inc. joint venture agreement, see Note 8.

Note 5.

La Millionaria Joint Venture

In October 2006, the Company signed a non-binding letter of intent with Gold and Silver Minerals Corp. (**GSMC**) providing GSMC the option to acquire a 25% interest in the La Millionaria property (**La Millionaria joint venture**).

Under the original agreement, GSMC was to pay cash and provide their common shares to purchase a 25% interest in the joint venture. GSMC made the following payments:

·
Second quarter 2006: issuance of 1,000,000 common shares of GSMC for joint venture interest which was received by the Company in October 2006, valued at \$370,000;

·
Third quarter 2006: \$55,000 for joint venture interest; and

·
First quarter 2007: \$50,000 for joint venture interest.

The Company's agreement with GSMC was cancelled on June 29, 2007. Since the cancellation agreement did not require the Company to return the cash payments or shares to GSMC, the Company recognized the payments of \$105,000, as well as the value of the 1,000,000 shares (\$370,000), received from GSMC as Gain on Dissolution of Joint Ventures (\$475,000).

As of June 30, 2007 GSMC did not have an ownership percentage in the La Millionaria joint venture.

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This mining concession has been included in the La Camera Mining, Inc. joint venture agreement, see Note 8.

Note 6.

Minority Interest

In the first quarter of 2007 our subsidiary Tara Minerals Corp. authorized a private placement of its common stock of up to 6,000,000 shares of stock at \$0.50 per share for a total of \$3,000,000. The shares of common stock are restricted under Rule 144 and have not been registered with the Securities and Exchange Commission. As of April 30, 2007 the Company has collected \$2,540,600 in Share Stock Subscribed representing 5,081,200 common shares subscribed.

Note 7.

Balances and transactions with related parties

Balances with related parties are as follows:

| | June 30, | December 31, |
|--|-------------------------|--------------|
| | 2007 | 2006 |
| Due to related parties- | | |
| Due to (from) related parties, net | \$ (252,287) | \$ 142,644 |
| Loans to officers | 255,000 ⁽¹⁾ | 324,500 |
| | 2,713 | 467,144 |
| Less: discount on loans from officers due to beneficial Conversion feature of convertible debt | (69,990) ⁽¹⁾ | (125,222) |

| | | |
|-------------------------------|-------------|------------|
| Due (from) to related parties | \$ (67,277) | \$ 341,922 |
|-------------------------------|-------------|------------|

(1) Nets to \$185,010.

As of June 30, 2007, the following items occurred in the loans from officers and related beneficial conversion feature accounts:

§

Officer loans totaling \$69,500 were converted to common stock as of June 30, 2007.

§

Through our subsidiary Tara Minerals, we recorded \$366,574 in due from related parties that are secured with promissory notes which are due May 2008.

The change in other due to related parties is primarily due to officers of the Company having reimbursable expenses to the Company that were not remitted to the officers or changed into a loan at period end.

Note. 8

Subsequent Events

a.

Subsequent to quarter end the Company authorized issuance of its common stock as follows:

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§

Third quarter 2007: issued 1,000,000 shares for \$450,000 for the exercise of warrants; 200,000 shares for \$170,000 for services.

§

Fourth quarter 2007: issued 2,217,500 shares for \$887,000 for cash; 1,500,000 shares for \$600,000 for the purchase of the additional 3% ownership of our subsidiary Corporación Amermin, S.A. de C.V.

§

First quarter 2008: issued 75,000 shares for 31,500 cash, 850,000 shares for the payment of stock subscription payable of \$27,200, and 5,666,666 shares for the conversion of a related party note for \$190,000.

All shares of common stock are restricted under Rule 144 and have not been registered with the Securities and Exchange Commission.

b

In November 2007, the Company entered into an agreement with La Camera Mining, Inc. (La Camera), which allows La Camera to earn a 70% interest the Curcupe, La Millionaria and the Picacho properties (including Dos Amigos, Unification Rey de Oro and the six other Picacho properties).

Under the agreement La Camera must perform the following:

Curcupe to earn a 70% interest:

§

Make a payment of \$350,000 on or before May 1, 2008 and beginning 2009 pay \$250,000 yearly until a bankable feasibility study is produced;

§

Make the remaining property; and

§

Commit to spending \$750,000 the first year and \$1,250,000 yearly there after up to and including 2010.

La Millionaria to earn a 70% interest:

§

Make a payment of \$350,000 on or before May 1, 2008 and beginning 2009 pay \$250,000 yearly until a bankable feasibility study is produced;

§

Make the remaining property and royalty payments; and

§

Commit to spending \$750,000 the first year and \$1,250,000 yearly there after up to and including 2010.

Picacho Groups to earn a 70% interest:

§

Make a payment of \$1,000,000 on or before December 15, 2007;

§

Make a payment of \$1,000,000 on or before May 1, 2008;

§

Make a payment of \$500,000 on or before December 31, 2008;

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§

Make a payment of \$1,000,000 on or before December 31, 2009;

§

Make a payment of \$1,000,000 on or before December 31, 2010;

§

Make the remaining property payments;

§

Commit to spending \$1,250,000 for the first year and \$2,000,000 yearly there after for exploration and development costs until a bankable feasibility is reached at a minimum production threshold;

§

Commit to purchase 4 additional titles within the boundaries of the Picacho Property; and

§

Expend a minimum of \$900,000 in capital expenditures to refurbish existing facilities and return the property to production by June 30, 2008.

La Camera will retain 70% of the cash flow from the Picacho Groups from the start of production.

In all of the property joint ventures above, the Company's 30% interest cannot be diluted.

As of April 30, 2008, La Camera has made all required payments.

c.

In the first quarter of 2008, Tara Minerals Corp. authorized a private placement of its common stock of up to 833,334 shares of stock at \$0.60 per share for a total of \$500,000. The common shares were issued with one full warrant exercisable for two years with a strike price of \$0.90 for one year and \$1.20 for year two. The shares of common stock are restricted under Rule 144 and have not been registered with the Securities and Exchange Commission.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATION

In March 2002, Tara Gold's discontinued its software development business and was inactive until early 2004 when it began acquiring and developing oil and gas properties. In 2005, Tara Gold sold its oil and gas properties after it determined that these properties were not economical.

In April 2005, Tara Gold began acquiring mining properties. As of October 25, 2007, Tara Gold had an interest in eleven mining properties in Mexico, including three properties owned by Tara Minerals, a subsidiary of Tara Gold.

During the six months ended June 30, 2007 the Company sold ore which was stockpiled at its Pichaco mine. During the six months ended June 30, 2006 Tara Gold did not have any revenues.

During the six months ended June 30, 2006, Tara Gold was relatively inactive, having discontinued its oil and gas operations in early 2005. Consequently, general and administrative expenses for this period were less than those in the three months ended June 30, 2006.

During the six months ended June 30, 2007, Tara Gold was actively involved in conducting exploration work on its mining properties. As a result, Tara Gold's expenses during the six months ended June 30, 2007 were significantly higher than those during the six months ended June 30, 2006.

During the six months ended June 30, 2007 Tara Gold recorded a gain of \$500,000 on the extinguishment of debt, a gain of \$1,325,000 on the dissolution of two joint ventures and a gain on the sale of joint venture options of \$2,046,000. See Note 4 and Note 5 to the financial statements filed as part of this report for further information.

During the six months ended June 30, 2007, Tara Gold's operations used \$522,000 in cash. During this same period Tara Gold invested \$172,000 in mining properties and equipment, purchased an office building and land for \$395,000, repaid loans and advances of \$3,645,000, and made payments of \$231,000 toward the purchase price of mining properties. Tara Gold satisfied its cash requirements for the period primarily through:

sale of the securities of unrelated third parties

.

sale of its common stock

.

payments from joint venture partners

Tara Gold did not have any off balance sheet arrangements as of June 30, 2006 or 2007.

Tara Gold anticipates that its capital requirements for the twelve months ending June 30, 2009 will be:

| | | |
|-------------------------------------|----|------------|
| Payments for mining properties | \$ | 7,981,000 |
| Mining exploration and development | \$ | 1,500,000 |
| General and administrative expenses | \$ | 700,000 |
| Total | \$ | 10,181,000 |

The capital requirements shown above do not include any capital required by Tara Minerals, Tara Gold's subsidiary.

Tara Gold does not have any commitments or arrangements from any person to provide Tara Gold with any additional capital. If additional financing is not available when needed, Tara Gold may continue to operate in its present mode or it may need to cease operations.

ITEM 3.

CONTROLS AND PROCEDURES

Francis Richard Biscan, Jr., Tara Gold's President and Chief Executive Officer and Clifford A. Brown Tara Gold's Principal Financial and Accounting Officer, have evaluated the effectiveness of Tara Gold's disclosure controls and procedures as of the end of the period covered by this report and in their opinion, Tara Gold's disclosure controls and procedures ensure that material information relating to Tara Gold is made known to them by others within those entities, particularly during the period in which this report is being prepared, so as to allow timely decisions regarding required disclosure. To the knowledge of Mr. Biscan and Mr. Brown there has not been any change in Tara Gold's internal controls over financial reporting during the quarter ended June 30, 2007 that has materially affected, or is reasonably likely to materially affect, Tara Gold's controls.

PART II

ITEM 2.

UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Note 2 to the financial statements included as part of this report lists the shares of the Company's common stock which were issued during the three months ended June 30, 2007.

The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 in connection with the issuance of the shares described in Note 2.

ITEM 6. EXHIBITS

Number

Title

10.1

Purchase agreement pertaining to Curcupe property

10.2

Agreement to dissolve joint venture pertaining to Las Minitas property

10.3

Joint venture agreement pertaining to La Currita property

10.4

Joint venture agreement with Pershimco Resources Ltd. Pertaining to Las Minitas property

31.1

Rule 13a-14(a) Certifications CEO

31.2

Rule 13a-14(a) Certifications - CFO

32.1

Section 1350 Certifications

SIGNATURES

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

TARA GOLD RESOURCES CORP.

Dated: May 9, 2008

By: /s/ Francis Richard Biscan, Jr.

Francis R. Biscan, Jr., President and

Chief Executive Officer

Dated: May 9, 2008

By: /s/ Clifford A. Brown

Clifford A. Brown

Principal Financial and Accounting Officer

