

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

FORM 10-Q

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

For the quarterly period ended September 30, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 333-145141



MIDWAY GOLD CORP.

(Exact Name of Registrant as Specified in its Charter)

British Columbia

(State of other jurisdiction of incorporation or organization)

98-0459178

(I.R.S. Employer Identification No.)

**Unit 1 – 15782 Marine Drive
White Rock, British Columbia, Canada**

(Address of Principal Executive Offices)

V4B 1E6

(Zip Code)

(604) 536-2711

(Registrant's Telephone Number, including Area Code)

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company

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

Number of Shares outstanding at November 12, 2008 64,821,664

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EXPLANATORY NOTE

All references to “\$” in this report means the Canadian dollar. All references to “US\$” refers to the U.S. dollar, and unless otherwise indicated all currency amounts in this report are stated in Canadian dollars.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements.

MIDWAY GOLD CORP.
(An exploration stage company)
CONSOLIDATED INTERIM BALANCE SHEETS
(Expressed in Canadian dollars)
INSERT TABLE 1

Approved on behalf of the Board:

“George Hawes” Director

“Alan Branham” Director

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

MIDWAY GOLD CORP.
(An exploration stage company)
CONSOLIDATED INTERIM STATEMENTS OF OPERATIONS
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 2

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

MIDWAY GOLD CORP.
(An exploration stage company)
CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 3

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

MIDWAY GOLD CORP.
(An exploration stage company)
CONSOLIDATED STATEMENT OF COMPREHENSIVE LOSS
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 4

MIDWAY GOLD CORP.
(An exploration stage company)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 5

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

MIDWAY GOLD CORP.
(An exploration stage company)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 6

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

MIDWAY GOLD CORP.
(An exploration stage company)
SCHEDULE OF MINERAL EXPLORATION EXPENDITURES
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 7

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

MIDWAY GOLD CORP.
(An exploration stage company)
SCHEDULE OF MINERAL EXPLORATION EXPENDITURES – CONTINUED
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 8

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

MIDWAY GOLD CORP.
(An exploration stage company)
SCHEDULE OF MINERAL EXPLORATION EXPENDITURES - CONTINUED
(Expressed in Canadian dollars) (unaudited)

INSERT TABLE 9

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

1. Nature of operations:

Midway Gold Corp. (the “Company” or “Midway”) was incorporated on May 14, 1996 under the laws of the Province of British Columbia and its principal business activities are the acquisition, exploration and development of mineral properties.

The Company is in the process of exploring and developing its mineral properties and has not yet determined whether its mineral properties contain ore reserves that are economically recoverable. The recoverability of amounts shown for mineral properties is dependent upon the discovery of economically recoverable ore reserves in its mineral properties, the ability of the Company to obtain the necessary financing to complete development, confirmation of the Company’s interest in the underlying mineral claims and upon future profitable production from or proceeds from the disposition of its mineral properties.

Going concern uncertainty

These consolidated financial statements have been prepared on the basis that the Company is a going concern, which contemplates the realization of its assets and the settlement of its liabilities in the normal course of operations. The ability of the Company to continue as a going concern is uncertain and dependent upon obtaining the financing necessary to meet its financial commitments and to complete the development of its properties and/or realizing proceeds from the sale of one or more of the properties. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, confirmation of the Company’s interests in the underlying properties, and the attainment of profitable operations. As at September 30, 2008, the Company has a working capital deficit of \$523,330, and has accumulated losses of \$47,997,765 since inception. These factors raise substantial doubt regarding the Company’s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

As at September 30, 2008, the Company had cash of \$1,736,852 on hand, and for the next twelve months, management anticipates that the minimum cash requirements to fund its proposed exploration program and continued operations will exceed that amount. Accordingly, the Company does not have sufficient funds to meet planned expenditures over the next twelve months, and will need to seek additional debt or equity financing to meet its planned expenditures. There is no assurance that the Company will be able to raise sufficient cash to fund its future exploration programs and operational expenditures.

2. Significant accounting policies and change in accounting policy:

These consolidated interim financial statements for the Company have been prepared in accordance with United States generally accepted accounting principles (“US GAAP”). They do not include all of the information and disclosures required by US GAAP for annual financial statements. In the opinion of management, all adjustments considered necessary for fair presentation have been included in these financial statements. The interim consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements including the notes thereto for the year ended December 31, 2007 which may be found on the Company’s profile on SEDAR and EDGAR.

The accounting policies followed by the Company are set out in note 2 to the audited consolidated financial statements for the year ended December 31, 2007 and have been consistently followed in the preparation of these consolidated interim financial statements, except as follows:

Recently adopted accounting policies

Statement of Financial Accounting Standards No. 157, Fair Value Measurements

Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* (“SFAS 157”), clarifies the

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Notes to Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2008 and 2007

(expressed in Canadian dollars) (Unaudited)

definition of fair value, establishes a framework for measuring fair value, and expands the disclosures on fair value measurements. We have adopted SFAS 157 and FASB Staff Position FAS 157-2: *Effective Date of FASB Statement No. 157* effective January 1, 2008. The adoption of SFAS 157 for financial instruments as required at January 1, 2008 did not have a material effect on our consolidated financial statements; however, we are required to provide additional disclosure as part of our consolidated financial statements. We will adopt SFAS 157 for non-financial assets and non-financial liabilities on January 1, 2009 as required and do not expect the provisions to have a material effect on our consolidated financial statements.

SFAS 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The valuation of investments in marketable securities include available for sale securities. The Company's Level 1 assets include the valuation of the common shares available for sale with no trading restrictions as determined using a market approach based upon unadjusted quoted prices for identical assets in an active market. Level 1 assets also include the valuation of warrants that are considered derivatives and are marked to market each reporting period based upon unadjusted quoted prices for identical assets in active markets. The Company's Level 2 assets include the valuation of common shares with trading restrictions that will be removed within one year of the financial period reporting date as determined using a market approach and based upon quoted prices for identical assets in an active market adjusted by a discount to market comparable to the discount allowed by the TSX Venture Stock Exchange for private placements.

The determination of fair value for financial reporting purposes as at September 30, 2008 and utilizing the applicable framework is as follows:

Financial Instrument	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3	
Available-for-sale securities	\$240,000	\$120,000	\$-	\$360,000
Derivatives	100,000	-	-	100,000
Total	\$340,000	\$120,000	\$-	\$460,000

In February 2007, the FASB issued FAS No. 159 "The Fair Value Option for Financial Assets and Financial Liabilities" including an amendment of FASB Statement No. 115. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement applies to all entities, including not-for-profit organizations. Most of the provisions of this Statement apply only to entities that elect the fair value option. FAS No. 159 is effective for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years, and is applicable beginning in the Company's first quarter beginning January 1, 2008 and it had no material impact on the consolidated financial statements as the Company has not made any elections under FAS No. 159 for any assets.

Recent United States Accounting Pronouncements:

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("FAS 141R"), which replaces FAS 141 and SFAS No. 160, "Non-controlling Interest in Consolidated Financial Statements", an amendment of ARB No. 51 ("FAS 160"). FAS 141R establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; recognizes and measures the goodwill acquired in the business

combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 160 requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. FAS 141R and FAS 160 shall be applied prospectively on or after an entity's fiscal year that begins on or after December 15, 2008. The Company is currently assessing the impact that FAS 141R and FAS 160 will have on its consolidated financial statements but does not expect that it will have a material impact on the consolidated financial statements.

3. Investments

As consideration for the Company's sale of the Jessup project to Rye Patch Gold Corp. ("Rye Patch") the Company was issued 2,000,000 common shares of Rye Patch and 1,000,000 common share purchase warrants (the "Warrants") on September 28, 2007. The Warrants entitle the Company to purchase one common share of Rye Patch at an exercise price of \$1.00 until September 28, 2009. At September 30, 2008, 1,200,000 common shares of Rye Patch had no trading restrictions and 400,000 will become available to sell by March 28, 2009 and the final 400,000 will become available to sell by September 28, 2009.

INSERT TABLE 10

- (a) As at September 30, 2008, all of the Rye Patch common shares are marked to market.
- (b) Warrants are considered derivatives thus are marked to market each reporting period with gains or losses recorded in the Statement of Operations.

During the nine month period ended September 30, 2008, the Company recognized \$390,000 unrealized loss on the common shares of Rye Patch as the fair value at September 30, 2008 was less than the fair value at December 31, 2007. The Company considers that the decline in market value of this investment met the characteristics of an "other than temporary impairment" and adjustments to fair value of \$510,000 were recorded in earnings as investment write-down, reclassified from accumulated other comprehensive loss net of \$30,000 recorded in operations as a gain in the fair value of the warrants.

4. Equipment:

INSERT TABLE 11

5. Mineral properties:

The continuity of expenditures on mineral properties is as follows:

INSERT TABLE 12

(a) Midway property, Nevada

During 2001, the Company entered into an option agreement with Rex Exploration Corp. ("Rex") to earn a 65% interest in the Midway property, a mineral property consisting of 135 unpatented mining claims located in central Nye County, Nevada. Rex had an underlying option agreement with the owners of the mineral property whereby Rex could earn a 100% interest in the mineral property, subject to a sliding scale royalty of between 2% and 7% of net smelter returns ("NSR"), by making option payments totaling US\$275,000 over the period to August 2003 and making an option exercise payment of US\$3,000,000 on August 15, 2004 (the "Underlying Agreement"). This option exercise payment date was subsequently extended to August 15, 2005. In order for the Company to earn its 65% interest in the property, the Company agreed to make the US\$275,000 option payments to the owners required pursuant to the Underlying Agreement, incur an additional US\$925,000 on exploration and development expenditures on the property by August 15, 2004, and pay the Company's 65% share of the US\$3,000,000 option exercise payment due August 15, 2004. Effective October 30, 2002, the Company acquired all of the issued and outstanding shares of Rex in exchange for 4,500,000 common shares of the Company.

On November 2, 2004, the Underlying Agreement was amended whereby the Company has the option to acquire a 100% interest in the Midway property by further payments totaling US\$200,000 on or before August 15, 2005 (paid), subject only to a sliding scale royalty on NSR from any commercial production of between 2% to 7%, based on changes in gold prices.

In addition, the original option exercise payment of US\$3,000,000 due August 15, 2005 was replaced with a series of annual payments as advances upon the royalty payable from commercial production as follows:

Option payment US\$	Dates
250,000	On or before August 15, 2006 (paid)
250,000	On or before August 15, 2007 (paid)
300,000	On or before August 15, 2008 (paid)
300,000	On or before August 15, 2009 and annually thereafter

In the nine-month period ended September 30, 2008 the Company staked additional claims within and adjacent to the Midway property.

(b) Spring Valley property, Nevada

On August 15, 2003, the Company entered into an option agreement (the "Spring Valley Option Agreement") with an unrelated individual (the "Owner") whereby the Company had an option to acquire 100% of 44 unpatented mining claims (the "Spring Valley Claims"). During the term of the Spring Valley Option Agreement, the Company incurred minimum annual expenditures of US\$150,000 and paid the Owner US\$475,000 from 2003 until making the final payment of US\$3,000,000 on August 31, 2007 to complete the purchase of the Spring Valley Claims. The Owner retained a NSR royalty from commercial

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production over 500,000 ounces. The royalty is on a sliding scale increasing from 2% to 7% based on changes in gold prices. In addition, the Owner is entitled to a 1% overriding royalty on NSR from commercial production on all lands owned by the Company or an affiliate and located outside, but within a one half (1/2) mile perimeter of the Spring Valley Claims.

On September 1, 2003, the Company entered into an option agreement (the "SV Option Agreement") with an unrelated company (the "Optionor") to acquire all right, title and interest in 28 unpatented mining claims (the "SV Claims"), subject to a 2% NSR royalty on commercial production payable to the Optionor. The SV Claims are contiguous to the Spring Valley Claims. Under the terms of the SV Option Agreement, the Company is required to maintain the mineral claims in good standing and to make the following option payments:

Option payment US\$	Dates
10,000	September 10, 2003 (paid)
20,000	On or before March 1, 2004 (paid)
50,000	On or before September 1, 2004 (paid)
50,000	On or before September 1, 2005 (paid)
70,000	On or before September 1, 2006 (paid)
100,000	On or before September 1, 2007 (paid)
100,000	On or before September 1, 2008 (paid)
100,000	On or before September 1, 2009
500,000	

The Company has the option to make the final option payment of US\$500,000, less the total amount of all previous option payments made, at any time. Upon making the final payment, the Company will acquire an undivided 100% interest in the SV Claims, subject only to the Optionor's 2% NSR royalty.

In 2004 the Company purchased one claim for US\$75,000.

On September 7, 2005, the Company entered into a purchase and sale agreement to buy 544 acres of surface land adjacent to the Spring Valley property for US\$108,840. Upon execution of the agreement, the Company paid a total of US\$34,142, together with a promissory note in the principal amount of US\$76,188, which was re-paid in February 2007.

On January 25, 2006, the Company entered into a purchase and sale agreement to acquire 101 federal mining claims ("Claims") from Coeur Rochester, Inc ("Coeur"), adjoining the Spring Valley property, for the price of 40,000 common shares of Midway at a value of \$2.20 per share. Coeur retains a 3% NSR royalty on any production and sale of metals from the Claims.

On April 25, 2006, the Company entered into a mineral lease agreement and option to purchase 12 unpatented lode mining claims for a series of annual payments as advances upon the 3% NSR royalty payable:

Option payment US\$	Dates
12,000	Upon execution of agreement (paid)
24,000	On or before April 25, 2007 (paid)

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36,000	On or before April 25, 2008 (paid)
36,000	On or before each April 25 annually thereafter

The Company has the option to purchase these claims for a total purchase of US\$600,000. Any advance royalties paid will be credited against the purchase price.

On May 5, 2006, the Company purchased land and mineral rights of 920 gross acres, 320 acres net surface, 770 acres net mineral, (the "Seymork Parcel") from Seymork Investments Ltd. ("Seymork") for US\$200,000, subject to a 3% NSR royalty on any production and sale of metals from the claims. On June 11, 2008 the Court settled a long standing title dispute to this ground validating the Company's claim to the Seymork Parcel. The settlement allowed the Company to purchase two promissory notes secured against the property for approximately US\$598,000. This amount was included in accounts payable and accrued liabilities at June 30, 2008 and was paid in early July 2008. In the future, the Company may elect to sell up to 27.6 square miles of interests in lands included in the purchase (9.1 square miles of net surface, 19 square miles net minerals) but not needed for development of the Spring Valley project to recover a portion of the cost.

On July 18, 2006, the Company entered into a mineral lease agreement and option to purchase 97 unpatented lode mining claims for a series of annual payments as advances upon a 3% NSR royalty payable:

Option payment US\$	Dates
10,000	Upon execution of agreement (paid)
15,000	On or before July 18, 2007 (paid)
20,000	On or before July 18, 2008 (paid)
20,000	On or before each July 18 annual thereafter

The Company has the option to purchase these claims for a total purchase of US\$600,000. Any advance royalties paid will be credited against the purchase price.

On September 1, 2006, the Company purchased a 40 acre parcel, located near the Spring Valley diatreme, for US\$30,000.

On October 25, 2006 Company entered into a mineral lease agreement and option to purchase 6 unpatented lode mining claims for a series of annual payments as advances upon a 3% NSR royalty payable.

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Option payment US\$	Dates
6,000	Upon execution of agreement, October 25, 2006 (paid)
12,000	On or before October 30, 2007 (paid)
20,000	On or before October 30, 2008 (lapsed)
25,000	On or before October 30, 2009 and annually thereafter

The Company did not pay the lease payment on October 30, 2008 and provided notice on a timely basis to the mineral leaseholder.

On October 30, 2006, the Company entered into a mineral lease agreement and option to purchase 2 unpatented lode mining claims for a series of annual payments as advances upon a 3% NSR royalty payable.

Option payment US\$	Dates
2,000	Upon execution of agreement, October 30, 2006 (paid)
4,000	On or before October 30, 2007 (paid)
5,000	On or before October 30, 2008 (paid subsequently)
6,000	On or before October 30, 2009 and annually thereafter

The Company has the option to purchase each claim for a price of US\$100,000. Any advance royalties paid will be credited against the purchase price.

On June 1, 2007 the Company entered into a mineral lease agreement and option to purchase 2 unpatented lode mining claims for US\$500,000. To maintain the option the Company must make monthly payments of US\$1,000 (paid through to December 2008) and one-time payments of US\$25,000 by June 1, 2009, US\$150,000 by June 1, 2012, US\$150,000 by June 1, 2014 and US\$55,000 by June 1, 2017. All payments shall be credited towards the purchase price.

Over the years the Company has staked additional claims within and adjacent to the Spring Valley property.

(c) Pan Property, Nevada

Pursuant to the acquisition of Pan-Nevada Gold Corporation ("Pan-Nevada") effective April 16, 2007, the Company assumed the January 7, 2003 mineral lease agreement with Gold Standard Royalty Corporation ("GSRC") (formerly the Lyle Campbell Trust) for a 100% interest in the Pan property. On or before January 5 of each year the Company must pay an advance minimum royalty of the greater of US\$60,000 or the US dollar equivalent of 174 ounces of gold valued by the average of the London afternoon fixing for the third calendar quarter preceding January 1 of the year in which the payment is due. On January 1, 2008 the Company paid GSRC an advance minimum royalty of US\$118,343. The minimum advance royalties will be creditable against a sliding scale NSR production royalty of between 2.5% and 4%. The Company must incur a minimum of US\$65,000 per year work expenditures, including claim maintenance fees, during the term of the mining lease.

Subsequent to acquiring Pan-Nevada the Company staked additional claims adjacent to the Pan property some of which fall within the one mile area of interest of GSRC mining lease and will be subject to the

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(expressed in Canadian dollars) (Unaudited)

NSR royalty to GSRC.

(d) Afgan Property, Nevada

Pursuant to the acquisition of Pan-Nevada effective April 16, 2007, the Company assumed the January 7, 2003 mineral lease agreement with GSRC for a 100% interest in the Afgan property. On or before January 5 of each year the Company must pay an advance minimum royalty of the greater of US\$40,000 or the US dollar equivalent of 116 ounces of gold valued by the average of the London afternoon fixing for the third calendar quarter preceding January 1 of the year in which the payment is due. On January 1, 2008 the Company paid GSRC an advance minimum royalty of US\$78,896. The minimum advance royalties will be creditable against a sliding scale NSR production royalty of between 2.5% and 4%. The Company must incur a minimum of US\$60,000 per year work expenditures, including claim maintenance fees, during the term of the mining lease.

In August 2007, Midway acquired 104 unpatented claims from WFW Resources, LLC of Elko, Nevada, for a US\$52,000 property payment and annual advance royalty payments of US\$25,000 for years 2 to 5 and US\$50,000 for years 6 to 10 with a NSR royalty of 4%. The royalty can be bought down to 1% NSR depending upon the price of gold.

(e) Gold Rock (formerly the Monte) Property, Nevada

Pursuant to the acquisition of Pan-Nevada effective April 16, 2007, the Company assumed the March 20, 2006 mineral lease agreement with GSRC for a 100% interest in the Gold Rock property. On or before January 5 of each year the Company must pay an advance minimum royalty of the greater of US\$30,000 in 2008 (paid) and US\$45,000 by January 5, 2009. By January 5, 2010 and annually thereafter US\$60,000 thereafter or the US dollar equivalent of 108.05 ounces of gold valued by the average of the London afternoon fixing for the third calendar quarter preceding January 1 of the year in which the payment is due. The minimum advance royalties will be creditable against a sliding scale NSR production royalty of between 2.5% and 4%. The Company must incur a minimum of US\$75,000 year work expenditures, including claim maintenance fees, during the term of the mining lease.

On January 15, 2007 the Company entered into a mineral lease agreement with Anchor Mineral, Inc. of Kansas, for unpatented mining claims adjoining the Gold Rock project. Advance minimum royalty payments will be due each year of the lease creditable against a 3.5% NSR production royalty.

Option payment US\$	Dates
6,000	On or before June 1, 2008 (paid)
10,000	On or before January 15, 2009
20,000	On or before January 15, 2010
30,000	On or before January 15, 2011
30,000	The greater of \$30,000 or the gold equivalent price

The gold equivalent price shall be \$30,000 multiplied by a factor of the closing price of gold on the last business day in December 2010 over the closing price of gold on January 15, 2007.

On January 24, 2008 the Company entered into a mineral lease agreement with Messrs. Pert and Moyle of Nevada for 13 unpatented mining claims over the Easy Junior deposit area. The Company paid a first annual minimum royalty of US\$50,000 and will be required to make annual minimum royalty payments of US\$50,000 for years 2 to 6; US\$60,000 for years 7 to 11 and US\$75,000 for year 12 and thereafter for the remainder of the fifteen year lease. The minimum advance royalty payments may be creditable against a

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production NSR sliding scale royalty ranging from 2% to 6% based on the gold price. The Company has an option to outright purchase the claims for US\$5,000,000 with any minimum advance royalty payments creditable against the purchase price.

On February 13, 2008 the Company entered into a mineral lease agreement with Mr. Pankow of Nevada for two unpatented mining claims adjacent to the Gold Rock project. The Company paid a first annual minimum royalty of US\$7,750 and will be required make annual minimum royalty payments of US\$7,750 for years 2 to 6; US\$9,250 for years 7 to 11 and US\$11,500 for year 12 and thereafter for the remainder of the fifteen year lease. The minimum advance royalty payments may be creditable against a production NSR sliding scale royalty ranging from 2% to 5% based on the gold price. The Company has an option to outright purchase the claims for US\$775,000 with any minimum advance royalty payments creditable against the purchase price.

On February 13, 2008 the Company was assigned an existing lease on 10 unpatented claims adjoining the Gold Rock property by William Sheriff, a director of the Company at the time, in consideration of 30,000 common shares at a value of \$88,500 issued on March 31, 2008. The Company assumes the obligations of the February 15, 2004 underlying lease with Ronny Jordan and paid Mr. Jordan the first annual lease payment of US\$10,000. During the term of the lease annual minimum royalty payments of US\$15,000 will be required each February 15 thereafter. The Company may elect at any time during the life of the agreement to purchase half of the property for US\$1,000,000 and the remaining half may be purchased for another US\$1,500,000 with all royalty payments paid prior to the purchase creditable against the purchase price. A 2.5% NSR royalty was retained by Ronny Jordan and a 0.5% NSR royalty was retained by William Sheriff.

The Company staked additional claims adjacent to the Gold Rock property some of which fall within the one mile area of interest of the GSRC mining lease or the Anchor Minerals Lease and will be subject to the NSR royalty to either GSRC or Anchor Minerals.

(f) Maggie Creek Property, Nevada

Pursuant to the acquisition of Pan-Nevada effective April 16, 2007, the Company assumed the January 7, 2003 mineral lease agreement with GSRC for a 100% interest in the Maggie Creek property. On or before January 5 of each year the Company must pay an advance minimum royalty of the greater of US\$5,000 or the US dollar equivalent of 14.5 ounces of gold valued by the average of the London afternoon fixing for the third calendar quarter preceding January 1 of the year in which the payment is due. On January 1, 2008 the Company paid GSRC an advance minimum royalty of US\$9,862. The minimum advance royalties will be creditable against a sliding scale NSR production royalty of between 2.5% and 4%. The Company must incur a minimum of US\$15,000 year work expenditures, including claim maintenance fees, during the term of the mining lease. The Company terminated the mineral lease with GSRC in the second quarter and wrote off a total of \$9,902 in mineral property costs.

(g) Burnt Canyon Property, Nevada

On November 19, 2007, the Company entered into a mineral lease agreement and option to purchase unpatented lode mining claims for a series of annual payments as advances upon a 3% NSR royalty payable.

Option payment US\$	Dates
25,000	Upon execution of agreement (paid)
25,000	On or before November 19, 2008

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30,000	On or before November 19, 2009
40,000	On or before November 19, 2010
50,000	On or before November 19, 2011 and each year thereafter

The Company has the option to purchase the claims for a price of US\$1,000,000. Any advance royalties paid will be credited against the purchase price.

On May 1, 2008, the Company entered into a mineral lease agreement and option to purchase 20 unpatented lode mining claims for a series of annual payments as advances upon the 2% NSR royalty payable:

Option payment US\$	Dates
10,000	Upon execution of agreement (paid)
10,000	On or before May 1, 2009
10,000	On or before May 1, 2010
15,000	On or before May 1, 2011
20,000	On or before May 1, 2012 and annually thereafter

The Company has the option to purchase these claims for a total purchase of US\$2,500,000. Any advance royalties paid will be credited against the purchase price.

The Company staked additional claims that comprise the Burnt Canyon property.

(h) Maiden Gold, Montana

On April 4, 2008 the Company entered into a mineral lease agreement with Patrick D. Henry and Daniel Bauer for patented mining claims and unpatented mining claims located in Fergus County, Montana. The Company paid a first annual minimum royalty of US\$45,000 and a US\$10,000 signing bonus and will be required to make annual minimum royalty payments of US\$45,000 thereafter for the remainder of the ten year lease. The minimum advance royalty payments may be creditable against a production NSR sliding scale royalty ranging from 1% to 4%. The Company has an option to outright purchase the claims for US\$1,000,000 with any minimum advance royalty payments creditable against the purchase price. The Company was not able to secure the rest of the necessary property package and abandoned this effort and wrote off the \$55,552 in total acquisition costs.

(i) Thunder Mountain, Nevada

An exploration agreement has been executed between the Company's wholly owned subsidiary, MGC Resources Inc. and Kinross Gold U.S.A. Inc. with an effective date of August 1, 2008 on the Company's Thunder Mountain project. To maintain its option to joint venture Kinross must expend \$500,000 before the 2nd anniversary, \$500,000 before the 3rd anniversary, \$1,000,000 before the 4th anniversary and a total of \$3,000,000 before the 5th anniversary at which time the parties can enter into a standard form joint venture agreement whereby Kinross will hold a 75% interest and Midway a 25% interest.

(j) Golden Eagle, Washington

MIDWAY GOLD CORP.
(an exploration stage company)

Notes to Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2008 and 2007

(expressed in Canadian dollars) (Unaudited)

On August 1, 2008 the Company issued 600,000 common shares at US\$2.50 per common share for proceeds of US\$1,500,000 by way of a private placement to Kinross Gold USA Inc.; purchased a 75% interest in the Golden Eagle, Washington, project from Kinross Gold USA Inc. at a cost of \$1,537,950 (US\$1,500,000) and purchased a 25% interest in the Golden Eagle project from Hecla Limited at a cost of \$500,199 (US\$483,333). Kinross retained a 2% net smelter returns royalty and was granted a first right of refusal to toll mill ore from the Golden Eagle property at their Kettle River Mill.

Midway completed the acquisition of the Golden Eagle property through a wholly-owned subsidiary created to hold the property.

6. Share capital:

(a) The Company's authorized to issue an unlimited number of common shares.

(b) Share issuances:

- (i) During 1996, the Company issued 420,000 common shares at \$0.25 per share by way of a non-brokered private placement for proceeds of \$98,722 net of issue costs. In addition the Company issued 280,000 flow-through common shares at \$0.25 per share by way of a non-brokered private placement for proceeds of \$70,000.
- (ii) During 1997, the Company completed an initial public offering of 2,000,000 common shares at \$0.35 per share for proceeds of \$590,570, net of issue costs. In connection with this offering, the Company's agent received a selling commission of 10% or \$0.035 per share and was issued 25,000 shares as a corporate finance fee.
- (iii) During 1997, the Company issued 1,000,000 units at \$2.50 per unit by way of a private placement for proceeds of \$2,253,793 net of issue costs. Each unit consisted of one common share and one non-transferable share purchase to purchase one additional common share at \$3.00 per share until February 14, 1998. The proceeds of the financing of \$2,500,000 were allocated \$2,178,761 as to the common shares and \$321,239 as to the warrants. During 1998 100,000 of the warrants were exercised and 900,000 expired. In connection with this private placement, the Company's agent received a selling commission of 7.5% of the proceeds of the units sold or \$0.1875 per unit and a corporate finance fee of \$15,000.
- (iv) During 1997, the Company issued 750,000 common shares as performance shares for proceeds of \$7,500 that were held in escrow in accordance with the rules of the regulatory authorities of British Columbia. The shares were released 25% in each of 1998, 1999, 2000 and 2001.
- (v) During 1997, pursuant to an equity participation agreement to acquire an interest in Gemstone Mining Inc. ("Gemstone"), a Utah Corporation that by agreement the creditors of Gemstone were issued 1,000,000 units of the Company on conversion of a debt of \$2,065,500 (US\$1,500,000). Each unit consisted of one common share and one non-transferable share purchase to purchase one additional common share at US\$2.00 per share that was immediately exercised for proceeds of \$2,803,205 (US\$2,000,000). The first one-third tranche of a conditional finders' fee was satisfied by the issue of 150,000 common shares in connection with the acquisition of Gemstone.
- (vi) During 1998, the Company issued 100,000 common shares pursuant to the exercise of share purchase warrants for proceeds of \$300,000.
- (vii) During 1998, the Company issued 200,000 common shares in connection with the acquisition of Gemstone as well as the second tranche of finder's fee in connection with that acquisition. The Company's option to acquire Gemstone expired on January 31, 1998 and the remaining one-third tranche were not issued.
- (viii) During 1999, the Company consolidated its issued share capital on a two old for one new basis and changed its name from Neary Resources Corporation to Red Emerald Resource Corp.

- (ix) During 2002, the Company issued 3,500,000 units at \$0.25 per unit for proceeds of \$875,000 by way of a short form offering document under the policies of the TSX Venture Exchange. Each unit consists of one common share and one common share purchase warrant that entitled the holder to purchase one additional common share at \$0.25 per share until October 19, 2002. The Company also issued 150,000 common shares as a finance fee in connection with this offering, and issued the agent 875,000 share purchase warrants exercisable at \$0.25 per share until April 19, 2004. During 2002 the Company issued 1,134,500 special warrants at \$1.25 per special warrant for proceeds of \$1,418,125. Each Special Warrant automatically converted to a unit comprising one common share and one share purchase warrant that entitled the holder to purchase one additional common share at \$1.55 per share until November 6, 2003. The proceeds of the financing of \$1,418,125 were allocated on a relative fair value basis as \$1,171,286 to common shares and \$246,839 as to the warrants. During 2003 all of the warrants expired unexercised. In connection with the offering the Company paid the agent a 10% commission totaling \$113,450, issued the agent 40,000 common shares as a finance fee in connection with this offering, and issued the agent 170,175 share purchase warrant exercisable at \$1.55 per share until July 5, 2003.
- (x) During 2002, the Company issued 4,028,000 common shares pursuant to the exercise of share purchase warrants for proceeds of \$1,007,000.
- (xi) During 2002, the Company issued 32,000 common shares pursuant to the exercise of stock options for proceeds of \$12,800.
- (xii) During 2002, the Company issued 31,250 common shares as additional consideration to a director who loaned the Company \$780,000 bearing interest at 12% per annum. The loan and interest was repaid prior to December 31, 2002.
- (xiii) During 2002, the Company acquired Rex Exploration Corp. ("Rex") in exchange for 4,500,000 common shares of the Company.
- (xiv) During 2003, the Company issued 700,000 units at \$1.20 per unit for proceeds of \$840,000 by way of a non-brokered private placement. Each unit consists of one common share and one share purchase warrant that entitled the holder to purchase one additional common share at \$1.50 until May 25, 2004. The proceeds of the financing of \$840,000 were allocated \$638,838 as to common shares and \$201,162 as to the warrants. During 2004 161,000 of the warrants were exercised and 539,000 expired. Share issue expenses were \$19,932.
- (xv) During 2003, the Company issued 294,500 common shares pursuant to the exercise of share purchase warrants for proceeds of \$73,625.
- (xvi) In January 2004, the Company issued 400,000 units at \$2.00 per unit for proceeds of \$800,000 by way of a private placement. Each unit consisted of one common share and one non-transferable share purchase warrant that entitled the holder to purchase one additional common share at \$2.35 per share for a six month period. The proceeds of the financing of \$800,000 were allocated on a relative fair value basis as \$624,593 to common shares and \$175,407 as to the warrants. All of the warrants expired unexercised in 2004. The Company issued 40,000 common shares as a finder's fee for this private placement.
- (xvii) In August 2004, the Company issued 1,020,000 units at \$0.75 per unit for proceeds of \$765,000 by way of a private placement. Each unit consisted of one common share and one non-transferable share purchase warrant that entitled the holder to purchase one additional common share at \$0.80 per share until August 25, 2005. All of the warrants were subsequently exercised. The Company issued 55,650 common shares as a finder's fee for this private placement.
- (xviii) In December 2004, the Company issued 700,000 units at \$0.85 per unit for proceeds of \$595,000 by way of a private placement. Each unit consisted of one common share and one non-transferable share purchase warrant that entitled the holder to purchase one additional common share at \$1.00 per share until December 20, 2005. All of the warrants were subsequently exercised. The Company issued 18,750 common shares as a finder's fee for this private placement.
- (xix) In February 2005, the Company issued 2,500,000 units at \$0.85 per unit for proceeds of \$2,125,000 by way of a private placement. Each unit consisted of one common share and one non-transferable share

purchase warrant that entitled the holder to purchase one additional common share at \$1.00 per share until February 16, 2006. The proceeds of the financing of \$2,125,000 were allocated on a relative fair value basis as \$1,598,457 to common shares and \$526,543 as to warrants. There were 23,000 warrants exercised in fiscal year 2005 and the balance exercised in fiscal year 2006. The Company issued 75,800 common shares for \$64,430 and paid \$69,700 in cash as a finder's fee and incurred \$26,709 in additional issue costs for this private placement.

- (xx) In July 2005, the Company issued 1,000,000 units at \$1.15 per unit for proceeds of \$1,150,000 by way of a private placement. Each unit consisted of one common share and one-half non-transferable share purchase warrant that entitled the holder to purchase one additional common share at \$1.15 per share until July 27, 2006. The proceeds of the financing of \$1,150,000 were allocated on a relative fair value basis as \$995,193 to common shares and \$154,807 as to warrants. All of the warrants were exercised in fiscal year 2006. The Company incurred \$15,560 in issue costs.
- (xxi) In August 2005, the Company issued 500,000 units at \$1.40 per unit for proceeds of \$700,000 by way of a private placement. Each unit consisted of one common share and one-half nontransferable share purchase warrant that entitled the holder to purchase one additional common share at \$1.45 per share until August 22, 2006. The proceeds of the financing of \$700,000 were allocated on a relative fair value basis as \$608,015 to common shares and \$91,985 as to warrants. All of the warrants were exercised in fiscal year 2006. The Company incurred \$8,261 in issue costs.
- (xxii) In January 2006, the Company issued 40,000 common shares at a value of \$88,000 pursuant to a purchase and sale agreement to purchase mining claims for the Spring Valley project.
- (xxiii) In May 2006, the Company issued 3,725,000 units at \$1.80 per unit for proceeds of \$6,705,000 by way of a private placement. Each unit consisted of one common share and one-half nontransferable share purchase warrant. Each whole warrant entitled the holder to purchase one additional common share at \$2.70 per share until May 16, 2007. The proceeds of the financing of \$6,705,000 were allocated on a relative fair value basis as \$5,998,846 to common shares and \$706,154 as to warrants. The Company incurred \$65,216 in issue costs. By May 16, 2007 1,725,000 of the warrants were exercised and 137,500 expired unexercised.
- (xxiv) In November 2006, the Company issued 2,000,000 units at \$2.50 per unit for proceeds of \$5,000,000 by way of a private placement. Each unit consisted of one common share and one-half nontransferable share purchase warrant. Each whole warrant entitles the holder to purchase one additional common share at \$3.00 per share until November 10, 2007. The proceeds of the financing of \$2,000,000 were allocated on a relative fair value basis as \$1,761,509 to common shares and \$238,491 as to warrants. The Company paid \$88,750 in finders' fees and incurred \$94,546 in issue costs for this private placement. By November 10, 2007 908,782 of the warrants were exercised and 91,218 expired unexercised.
- (xxv) On April 16, 2007, the Company issued 7,764,109 common shares at a value of \$25,000,431, 308,000 stock options at a value of \$608,020 and 870,323 share purchase warrants at a value of \$1,420,054 in connection with the acquisition of Pan-Nevada Gold Corporation. By December 31, 2007, 154,000 of the stock options had been exercised and 761,823 share purchase warrants had been exercised. By September 30, 2008 the remaining 108,500 share purchase warrants were exercised and 84,000 stock options had been exercised. On October 11, 2008 the final 70,000 stock options expired not exercised.
- (xxvi) On August 24, 2007, the Company issued 2,000,000 common shares at \$2.70 per common share for proceeds of \$5,400,000 by way of a private placement. The Company incurred \$28,000 in share issue costs.
- (xxvii) On March 31, 2008, the Company issued 30,000 common shares at a value of \$88,500 pursuant to a lease assignment of mining claims for the Gold Rock project. The Company incurred \$1,489 in share issue costs.
- (xxviii) On June 12, 2008, the Company issued 1,421,500 common shares at \$2.00 per common share for proceeds of \$2,843,000 by way of a private placement. The Company incurred \$75,371 in share issue costs.

- (xxix) On August 1, 2008 the Company issued 600,000 common shares at US\$2.50 per common share for proceeds of \$1,537,950 (US\$1,500,000) by way of a private placement with Kinross Gold USA Inc. (see note 5 (j)). The Company incurred \$39,450 in share issue costs.

(c) Stock options:

The Company has an incentive share option plan (the "Plan") that allows it to grant incentive stock options to its officers, directors, employees and consultants. The Plan was amended on May 12, 2008 to add an appendix called the 2008 Stock Incentive Plan for United States Resident Employees (the "U.S. Plan") to supplement and be a part of the Plan. The purpose of the U.S. Plan is to enable the Company to grant Incentive Stock Options, as that term is used in Section 422 of the Internal Revenue Code of 1986, as amended from time to time, and any regulations promulgated thereunder to qualifying employees who are citizens or residents of the United States of America. This does not change the aggregate number of options that can be granted pursuant to the Plan. The purpose of the Plan permits the Company's directors to grant incentive stock options for the purchase of shares of the Company to persons in consideration for services. Stock options must be non-transferable and the aggregate number of shares that may be reserved for issuance pursuant to stock options may not exceed 10% of the issued shares of the Company at the time of granting and may not exceed 5% to any individual (maximum of 2% to any consultant). The exercise price of stock options is determined by the board of directors of the Company at the time of grant and may not be less than the closing price of the Company's shares on the trading day immediately preceding the date on which the option is granted and publicly announced, less an applicable discount, and may not otherwise be less than \$0.10 per share. Options have a maximum term of ten years and terminate 90 days following the termination of the optionee's employment, except in the case of death or disability, in which case they terminate one year after the event.

INSERT TABLE 13

The intrinsic value of stock options outstanding at September 30, 2008 relates to vested options. Intrinsic value for vested stock options is calculated on the difference between the exercise prices of the underlying options and the quoted price of \$1.10 for our common stock as of September 30, 2008.

The Company recorded stock-based compensation expense of \$497,421 in the nine months ended September 30, 2008 (September 30, 2007 - \$1,318,033) for options vesting in that period of which \$225,637 (September 30, 2007 - \$1,138,231) was included in salaries and benefits in the statement of operations and \$271,784 (September 30, 2007 - \$179,802) was included in salaries and labour in the schedule of mineral exploration expenditures. There is a balance of \$290,591 that will be recognized in fiscal 2009 as the options vest.

(d) Share purchase warrants:

The continuity of share purchase warrants is as follows:

INSERT TABLE 14

7. Related party transactions:

- (a) During the nine-months ended September 30, 2008 \$67,500 (2007 - \$87,500) was paid for office facilities and administrative services to a company with an officer in common.
- (b) Recovery of office costs from a company managed by common directors and officers \$22,348 (2007 - \$8,654).
- (c) During the nine-months ended September 30, 2008 the Company issued a director, at the time, 30,000 common shares pursuant to a mineral property agreement described in note 5(e).

Included in accounts payable and accrued liabilities at September 30, 2008 is \$38,522 (September 30, 2007 - \$435) payable to the companies referred to in this note and other directors and officers.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. Contingency:

In May 2006, the Company's wholly-owned Nevada subsidiary MGC Resources Inc. ("MGC") purchased additional property (the "Seymork Parcel") from Seymork Investments Ltd. ("Seymork") for US\$200,000 to expand the Spring Valley project in Nevada. The Seymork Parcel represents about 4% of the surface area of the Spring Valley project. In 1998, the transfer of Emma Wagner's ("Wagner") interest in the Seymork Parcel to Seymork, as well as a transfer of the interest held by Wagner's deceased husband's estate to Seymork, was formally approved by a Nevada court. As part of the consideration for the court-approved transaction, Seymork executed two promissory notes, one in favor of Wagner and one in favor of the estate of Wagner's deceased husband. Two deeds of trust relating to the Seymork Parcel were also executed and recorded to secure payment of the promissory notes. Both notes were later assigned to a group represented by Wallace D. Stephens (collectively "Stephens"). The promissory notes were not repaid and, in March 2006, Stephens sought to foreclose its interest against Seymork. In June 2006, Wagner brought a cross claim in the lawsuit against Seymork alleging that Wagner was the rightful owner of the Disputed Property, and claiming that the conveyance to Seymork was not a sale but that Seymork had agreed to hold the Seymork Parcel in trust for Wagner. MGC joined the lawsuit in order to protect its interests in the Seymork Parcel. On June 11, 2008 a Nevada court settled the long standing title dispute to this ground validating the Company's claim to the Seymork Parcel. The settlement allowed the Company to purchase the two promissory notes secured against the property for approximately US\$598,000. This amount was included in accounts payable and accrued liabilities at June 30, 2008 and was paid in early July 2008 (note 5(b)).

9. Promissory note:

On July 17, 2008, the Company and Golden Predator Mines Inc. ("Golden Predator") jointly announced that the two companies entered into a term sheet (the "Term Sheet") describing the principal terms of a business combination between the two companies. Completion of the transaction was subject to receipt of a favourable fairness opinion, completion of due diligence investigations, the parties entering into a definitive agreement, securities law compliance and obtaining all necessary court, regulatory, stock exchange, board and shareholder approvals. On September 15, 2008 the Term Sheet expired and the business combination was not completed.

Pursuant the Term Sheet, Golden Predator agreed to provide a loan facility of \$5 million to the Company, which the Company may draw upon in installments of \$1 million. The loan proceeds will be applied by the Company towards the development of its Pan and Midway projects and other permitted uses. The loan will be for a term of 12 months and will bear interest at prime plus 2%. On August 28, 2008 the Company drew \$2 million of the facility and issued a promissory note that will mature with interest on July 16, 2009. The Company accrued \$12,575 interest at September 30, 2008.

10. Subsequent events:

Subsequent to September 30, 2008, the Company:

- a) As described in note 5 (b) the Company provided notice of termination to a Spring Valley leaseholder so that a lease payment of US\$20,000 that would have become payable on October 30, 2008 was not paid.
- b) On October 17, 2008 the Company signed a term sheet with Barrick Gold Exploration Inc., a wholly owned subsidiary of Barrick Gold Corporation for an exploration agreement and option to joint venture the Spring Valley gold project. Barrick is granted the exclusive right to earn a 60% interest in the project by spending

MIDWAY GOLD CORP.
(an exploration stage company)

Notes to Consolidated Interim Financial Statements

For the three and nine month periods ended September 30, 2008 and 2007

(expressed in Canadian dollars) (Unaudited)

US\$30,000,000 on the property (US\$4,000,000 guaranteed in the first year) over five years. Barrick may increase its interest by 10% (70% total) by spending an additional US\$8,000,000 in the year immediately after vesting at 60%. At the Company's election, Barrick may also earn an additional 5% (75% total) by carrying the Company to a production decision and arranging financing for the Company's share of mine construction expenses with the carrying and financing costs plus interest to be recouped by Barrick once production has been established. The Company will coordinate geologic and administrative activities under the direction of Barrick, billing monthly at cost plus an administrative fee of 5%.

- c) On November 12, 2008 the Company issued 12,500,000 units at \$0.22 per unit for proceeds of \$2,750,000 by way of a non brokered private placement. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to purchase one additional common share at \$0.28 per share until May 12, 2009.
- d) On November 12, 2008 the Company and Golden Predator mutually agreed to release each other from all matters related to the Term Sheet, remove all restrictions and reporting obligations for the use of proceeds of the Promissory Note (note 9) and the Company agreed to early pay Golden Predator \$1,000,000 of the Promissory Note together with \$13,636.99 interest accrued to that date. Finally the Company agreed that 50% of the proceeds of any warrants exercised pursuant to the private placement closed on November 12, 2008 will be applied to the Promissory Note until it is paid. Otherwise the Promissory Note will be paid when it matures.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

You should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and related notes appearing elsewhere in this Quarterly Report filed on Form 10-Q. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including, but not limited to, those set forth under "Risk Factors and Uncertainties" and elsewhere in this report.

This discussion and analysis should be read in conjunction with the accompanying unaudited interim consolidated financial statements and related notes. The discussion and analysis of the financial condition and results of operations are based upon the unaudited interim consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Midway to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis Midway reviews its estimates and assumptions. The estimates were based on historical experience and other assumptions that Midway believes to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions, but Midway does not believe such differences will materially affect our financial position or results of operations. Critical accounting policies, the policies Midway believes are most important to the presentation of its financial statements and require the most difficult, subjective and complex judgments, are outlined below in "Critical Accounting Policies," and have not changed significantly.

In addition, certain statements made in this report may constitute "forward-looking statements". These forward-looking statements involve known or unknown risks, uncertainties and other factors that may cause the actual results, performance, or achievements of Midway to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Except for historical information, the matters set forth herein, which are forward-looking statements, involve certain risks and uncertainties that could cause actual results to differ. Potential risks and uncertainties include, but are not limited to, unexpected changes in business and economic conditions; significant increases or decreases in gold prices; changes in interest and currency exchange rates; unanticipated grade changes; metallurgy, processing, access, availability of materials, equipment, supplies and water; determination of reserves; results of current and future exploration activities; results of pending and future feasibility studies; joint venture relationships; political or economic instability, either globally or in the countries in which we operate; local and community impacts and issues; timing of receipt of government approvals; accidents and labor disputes; environmental costs and risks; competitive factors, including competition for property acquisitions; and availability of external financing at reasonable rates or at all. Forward-looking statements can be identified by terminology such as "may," "will," "should," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continues" or the negative of these terms or other comparable terminology. Although Midway believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements.

Overview

Company Overview

Midway is a precious metals exploration company focused on the creation of value for shareholders by exploring and developing quality precious metal resources in stable mining areas.

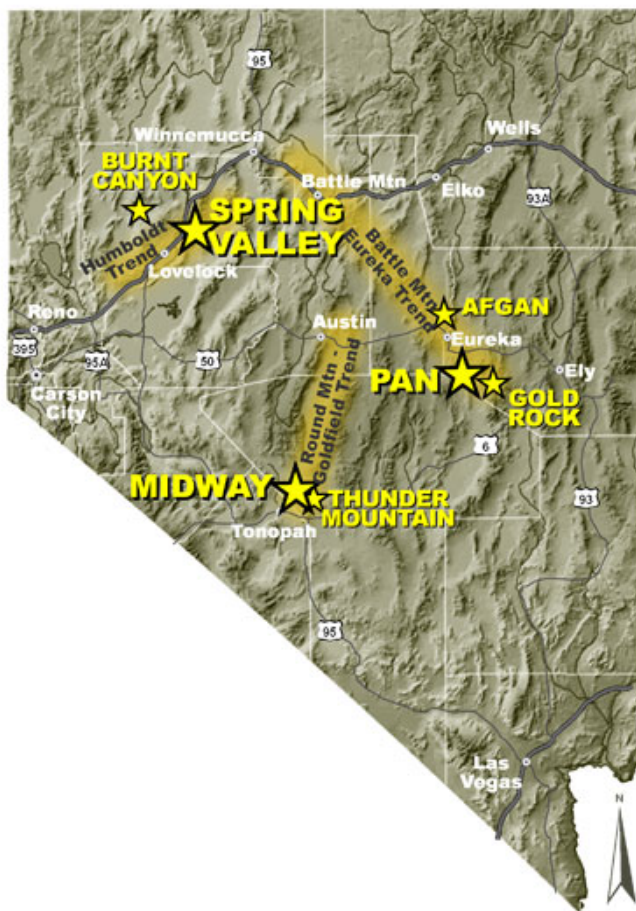
Midway's Canadian corporate office is in White Rock, B.C.

Midway operates from an office in Helena, Montana. In addition, the Company has two field offices in Lovelock and Tonopah, Nevada. These offices support the Spring Valley, Midway and Pan Projects, respectively. These offices also support work on four other exploration projects, located on three of the major Nevada gold trends. Midway currently controls over 69 square miles (157 sq. km) of mineral rights on the Battle Mountain-Eureka, Humboldt and Round Mountain Trends and the Republic Gold Trend in Washington. The Company's office in

Eureka was closed in November 2008 and six technical personnel were let go. The Company will continue its cost cutting measures as it formalizes its plans for 2009.

Midway have three advanced exploration projects: the Spring Valley, the Pan and the Midway projects, and five earlier stage exploration targets. These early stage exploration projects include Gold Rock, Afgan, Burnt Canyon, Golden Eagle, and Thunder Mountain.

The map below shows the location of Midway's properties located in Nevada, USA. Activities on these properties in the third quarter ended September 30, 2008 and up to November 12, 2008, the date of this Quarterly Report filed on Form 10Q are described in further detail below.



Qualified Person

Don Harris, a Qualified Person, as that term is defined in NI 43-101 is the person responsible for review and verification of the technical information contained in this MD&A.

Highlights for the third quarter 2008:

- Term sheet executed with Golden Predator Mines Inc. on July 17, 2008 for a proposed business combination with Midway expired on September 15, 2008.
- Golden Eagle property in Ferry County, Washington acquired from Kinross and Hecla on August 1, 2008.
- A high grade gold zone measuring approximately 600 feet by 30 feet was identified at Pan and announced July 9, 2008. Results include PN08-07, containing 20 feet of 0.230 ounces per ton (opt) gold within 60 feet of 0.087 opt gold and a second hole, PN08-6, which intersected 15 feet of 0.107 opt gold. High grade has now been encountered in 4 reverse circulation holes, along a north south trend.
- On September 11, 2008 the Company announced that porphyry gold was intercepted at the Big Leap Zone at the Spring Valley project.
- The Thunder Mountain Property was optioned to Kinross Gold Corporation in July 2008, for a combined \$3 million earn into a 75% interest.
- The Spring Valley Property was optioned to Barrick Gold Exploration Inc., a wholly owned subsidiary of Barrick Gold Corporation on October 17, 2008 for a combined \$30 million earn into a 60% interest.

A summary of operations for the nine months ended September 30, 2008 and up to November 12, 2008 are:

Golden Predator Mines Inc. and Midway Gold Corp. proposed business combination

On July 17, 2008, the Company and Golden Predator Mines Inc. (“Golden Predator”) jointly announced that the two companies had entered into a term sheet (the “Term Sheet”) describing the principal terms of a business combination between the two companies. The Term Sheet expired on September 15, 2008 and the business combination was not completed.

On August 28, 2008 the Company drew \$2 million against a loan facility provided to it by Golden Predator pursuant to the Term Sheet. The proceeds are being used to fund ongoing work at the Pan and Midway projects. Drilling at Spring Valley stopped soon after August 28, 2008 and the loan proceeds paid the Spring Valley activities prior to that. The loan will bear interest at prime plus 2% and will mature with interest and principal payable on July 16, 2009.

On November 12, 2008 the Company and Golden Predator mutually agreed to release each other from all matters related to the Term Sheet, remove all restrictions and reporting obligations for the use of proceeds of the promissory note and the Company agreed to early pay Golden Predator \$1,000,000 of the promissory note together with interest accrued to that date. Finally the Company agreed that 50% of the proceeds of any warrants exercised pursuant to the private placement, closed on November 12, 2008, will be applied to the remaining \$1,000,000 owed on the promissory note until it is paid. Otherwise the promissory note will be paid when it matures.

See Midway press release, July 17, 2008 , September 16, 2008 and November 12, 2008 at www.midwaygold.com

Republic District, Washington**Golden Eagle project, Ferry County, Washington**

On August 1, 2008 Midway issued 600,000 common shares to Kinross Gold USA Inc. (“Kinross”) for proceeds of US\$1,500,000 subject to a six-month hold period.

On May 28, 2008 Midway entered into a letter of intent to acquire a 75% interest in the Golden Eagle property from a subsidiary of Kinross for US\$1,500,000. Kinross retained a 2% net smelter returns royalty and was granted a first right of refusal to toll mill ore from the Golden Eagle property at their Kettle River Mill. Midway subsequently

entered into a letter of intent to acquire Hecla Limited's ("Hecla") 25% interest in the property for a cash payment of US\$483,333. Both Kinross and Hecla declined their pre-emptive rights against each other's interests and the transactions closed on August 1, 2008.

Midway completed the acquisition of the Golden Eagle property through a newly created wholly-owned subsidiary to hold the property.

Hecla operated the nearby Knob Hill Mine, near Republic, Washington which produced over 2 million ounces of gold before closing. Santa Fe Gold calculated a historic resource for the 211 acres of private land comprising the Golden Eagle property of 32,191,280 tons grading 0.069 ounce gold per standard ton in 1996. *A qualified person has not reviewed this resource and the historical estimate should not be relied upon.*

Midway has begun building a data base of historic drill hole results so that the historic resource can be evaluated against NI 43-101 standards.

Midway's Nevada Properties

Humboldt Gold Trend

Spring Valley Property, Pershing County, Nevada

The Spring Valley project is located 20 miles northeast of Lovelock and approximately 3 miles north of the Coeur Rochester Open Pit Mine. Spring Valley is a diatreme/porphyry hosted gold system, and located on the Humboldt Gold Trend. Drilling since 2003 has identified a gold deposit that is approximately 3,500 feet long, 3,500 feet wide, and tested to a depth of 1,400 feet. The mineralization remains open to the north, southwest, and at depth. Midway has controlled the property since 2003 through direct ownership of claims and through mining leases.

In January 2008, an updated resource was completed on the Spring Valley Project. The total inferred resource, estimated by AMEC was 50 million short tons at a grade of 0.0196 opt gold. The gold price at the time of estimating the resource was \$650 per ounce. AMEC'S report, compliant with Canada's NI 43-101, entitled "Technical Report Spring Valley Property, Pershing County, Nevada" was filed on the Company's profile on SEDAR. See Midway's press release January 23, 2008 at www.midwaygold.com.

Drilling for 2008 started in February, and through the end of the third quarter 88 reverse circulation holes (65,275 feet) and 6 diamond core tails (7,540 feet) were completed. Results have been released on all holes drilled, except 2 core tails drilled on the deep porphyry zone. Two reverse circulation rigs and one core rig were active during the third quarter 2008. Drilling at the Valley Breccia zone yielded significant gold intercepts including 5 feet of 1.114 opt gold within 75 feet of 0.119 opt gold in SV08-417, 140 feet of 0.021 opt gold in SV08-403, and 80 feet of 0.031 opt gold in SV08-410. Drilling was designed at the Valley Breccia zone to connect the West Diatreme and Pond zone resource material. Results will be evaluated by year end.

Drill holes completed and reported on June 23 and September 11, 2008 defined the new Big Leap Zone in the North Hill area. Assays reported on June 23rd include multiple intercepts in drill hole SV08-413 which hit 5 feet of 0.866 opt gold within 60 feet of 0.087 opt gold and a third intercept of 55 feet of 0.042 opt gold. This mineralization is contiguous with intercepts of 90 feet of 0.051 opt gold in SV08-384 and 115 feet of 0.021 opt gold in SV08-379. A second round of intercepts in the zone announced September 11, 2008 included SV08-436 with 5 feet of 0.667 opt gold within 110 feet of 0.061 opt gold and SV08-432 with 25 feet of 0.294 opt gold within 40 feet of 0.190 opt gold. The Big Leap zone has now been intercepted over 1,400 feet along strike, is 200 to 400 feet wide, and is still open to both the north and south and at depth. The focus of drilling is to potentially expand the overall Spring Valley resource, by capturing material in the area north of the West Diatreme and northwest of the Pond Zone, and additional deeper mineralization at North Hill and Deep Porphyry.

See Midway Press Release June 23, 2008, July 8, 2008 and September 11, 2008 at www.midwaygold.com

In May 2006, Midway's wholly-owned Nevada subsidiary MGC Properties Inc. ("MGC") purchased additional property (the "Disputed Property") from Seymork Investments Ltd. ("Seymork") for US\$200,000 to expand the

Spring Valley project in Nevada. The Disputed Property represents about 4% of the surface area of the Spring Valley project. In 1998, the transfer of Emma Wagner's ("Wagner") interest in the Disputed Property to Seymork, as well as a transfer of the interest held by Wagner's deceased husband's estate to Seymork, was formally approved by a Nevada court. As part of the consideration for the court-approved transaction, Seymork executed two promissory notes, one in favor of Wagner and one in favor of the estate of Wagner's deceased husband. Two deeds of trust relating to the Disputed Property were also executed and recorded to secure payment of the promissory notes. Both notes were later assigned to a group represented by Wallace D. Stephens (collectively "Stephens"). The promissory notes were not repaid and, in March 2006, Stephens sought to foreclose its interest against Seymork. In June 2006, Wagner brought a cross claim in the lawsuit against Seymork alleging that Wagner was the rightful owner of the Disputed Property, and claiming that the conveyance to Seymork was not a sale but that Seymork had agreed to hold the Disputed Property in trust for Wagner. MGC joined the lawsuit in order to protect its interests in the Disputed Property.

On June 5, 2008, the Nevada court entered an order validating Midway's claim to the Disputed Property and directing MGC to negotiate a settlement of the Stephens promissory notes.

On June 25, 2008, MGC entered into an assignment agreement with Martin H. Webster, Donald H. Jones, Michael C. Agran, Virginia Genest, Wallace Stephens, and Sandra Newmark (the "Assignors") whereby MGC agreed to pay US\$596,833.97 (plus the payment of additional accrued interest at the rate of \$78.21 per day from June 25, 2008 until the date of payment) for the assignment, without warranty or recourse, of: (a) the two promissory notes relating to the Disputed Property held by the Assignors, (b) all of the Assignors' rights, title and interest in and to the two trust deeds relating to the disputed property held by the Assignors, (c) all of Assignors' rights, claims and causes of action in the above-described lawsuit, including but not limited to those set forth in the recently filed amended complaint in such lawsuit and the rights and benefits of the June 5, 2008 order, including causes of action for foreclosure.

See Midway press release, July 11, 2008 at www.midwaygold.com

On October 17, 2008 the Company signed a term sheet with Barrick Gold Exploration Inc., a wholly owned subsidiary of Barrick Gold Corporation for an exploration agreement and option to joint venture the Spring Valley gold project. Barrick is granted the exclusive right to earn a 60% interest in the project by spending US\$30,000,000 on the property (US\$4,000,000 guaranteed in the first year) over five years. Barrick may increase its interest by 10% (70% total) by spending an additional US\$8,000,000 in the year immediately after vesting at 60%. At the Company's election, Barrick may also earn an additional 5% (75% total) by carrying the Company to a production decision and arranging financing for the Company's share of mine construction expenses with the carrying and financing costs plus interest to be recouped by Barrick once production has been established. The Company will coordinate geologic and administrative activities under the direction of Barrick, billing monthly at cost plus an administrative fee of 5%.

See Midway press release, October 20, 2008 at www.midwaygold.com

Burnt Canyon, Pershing County, Nevada

Midway's Burnt Canyon project is a volcanic hosted gold exploration target located between the historic Seven Troughs high grade gold district and the Wildcat gold resource (Allied Nevada). The property was acquired in late 2007 and has exploration targets identified for high grade gold veins and low grade disseminated gold in altered tuffs. Soil, gravity, and ground magnetic surveys were completed in early January and the results have identified target areas for follow up geologic sampling, mapping, and potential drill targeting.

Round Mountain-Gold Field Gold Trend

Midway Property, Nye County, Nevada

The Midway project is located 15 miles north east of Tonopah. The Midway project is a high-grade epithermal quartz-adularia gold system, hosted in Tertiary volcanic rocks, in the prolific Round Mountain-Goldfield gold trend. Twelve high grade gold adularia veins have been delineated in the Discovery and Dauntless Zones, to a sufficient

degree to warrant taking an underground bulk sample from an underground decline. In the first quarter of 2008, Midway submitted a Plan of Operations to the Bureau of Land Management and Nevada Division of Environmental Protection for an underground exploration decline at Midway. The veins vary from 3 to 22 feet in width, and have been delineated approximately 400 to 600 feet along strike and 250 to 300 feet down dip. The better defined veins average in grade from 0.3 to over 1.2 opt gold. An additional 58 partially defined high grade veins with intercepts over 0.15 opt gold have been noted in the previous exploration drilling and will require additional development drilling. Midway has controlled the property since 2001 through direct ownership of claims and through mining leases.

Drilling for 2008 started in January and 12 reverse circulation (1,234 feet) and 9 core holes (2,321 feet) were completed by September, 2008. We had no rigs active at Midway during the second and third quarters.

Results from earlier geotechnical drilling conducted on the Midway, Rochefort, Spruance, and Nimitz vein were released in May 2008. These core holes were completed for geotechnical testing in proposed stope and mining areas for mine planning purposes. Results confirmed the placement of major vein sets, including 6.2 feet of 3.6 opt gold in the Nimitz Vein and 1.1 feet of 2.5 opt gold within the Midway Vein. Additionally, the drilling encountered four new intercepts that may represent a new set of veins east of the Discovery Zone.

During the third quarter Midway continued activities associated with the permitting process for the underground exploration decline at Midway.

See Midway press release, May 14, 2008 at www.midwaygold.com

Thunder Mountain Project, Nye County, Nevada

Thunder Mountain is a gold and silver rich epithermal vein and disseminated system hosted in rhyolite tuffs and flow dome complexes located six miles southeast of the Midway project. Adularia alteration has affected rhyolite tuff units over the three square mile project area. Recent drilling has intercepted higher grade gold in silicified breccias hosted rhyolite tuff containing 70 feet of 0.105 opt gold beginning at a 55 foot depth and 40 feet of 0.135 opt gold at 70 foot depth along with other reported intercepts.

In early July, Kinross Gold Corporation entered into an exploration and option to joint venture agreement, by which they can earn a 75% interest in Thunder Mountain. Kinross must spend a minimum of \$500,000 by August 1, 2010, and a cumulative \$3 million over a five year period. Upon completion of the earn-in standard joint venture terms will apply.

See Midway press release, October 18, 2007, May 1, 2008 and July 16, 2008 at www.midwaygold.com

Battle Mountain-Eureka Trend

Pan Project, White Pine County, Nevada

The Pan project is located on the south end of the Battle Mountain-Eureka gold trend in central Nevada. The project hosts Carlin-style disseminated oxide gold deposits over a two mile strike length of the Pan fault. Midway controls 100% of over 15 square miles of mineral rights around the Pan resources.

Reverse circulation drill rigs were mobilized into Pan during late March, and had completed 49 holes (26,245 feet) by the end of the third quarter. In addition to exploration efforts at the Neverland, Island, and Lily zones drilling is following up on gold discoveries at the Wendy, Nana, and Barite zones. Tetra Tech was commissioned and began work on preparing a preliminary economic assessment (“scoping”) study of the Pan deposit.

Significant results announced during the third quarter include the identification of a near surface high grade zone within the North Pan deposit. Drill hole PN08-7 returned 20 feet of 0.230 opt gold within 60 feet of 0.087 opt gold and was drilled near hole EP-53 which encountered 20 feet of 0.021 opt gold. A second hole, PN08-6, intersected 15 feet of 0.107 opt gold within 165 feet of 0.023 opt gold and was drilled near hole NP-150 which encountered 20 feet of 0.019 opt gold.

These new high grade intercepts, along with 10 feet of 0.186 opt gold in PN07-65 and 20 feet of 0.188 opt gold in PN07-78 define a previously unrecognized near surface high-grade zone 600 feet long, 30 feet wide, and open to the north, south, and at depth.

Results on grade verification within the North and South Pan zones was announced on July 9, 2008 and demonstrates that historic drilling may be under reporting both overall thickness and grade of mineralization at Pan. Fourteen holes were completed in 2008 as part of the grade verification process.

Exploration drilling at Nana, Barite, Wendy, Neverland and North Lily continued during the third quarter. Results will continue to be reported into the fourth quarter.

See [Midway press release, July 9, 2008 at www.midwaygold.com](http://www.midwaygold.com)

Afgan Project, Eureka County, Nevada

The Afgan project is located on the south end of the Battle Mountain-Eureka gold trend in central Nevada. The project hosts a Carlin-style disseminated gold deposit in silicified siltstone and jasperoid breccia. The gold resource lies within a semi-continuous zone that extends for over 4,100 feet in a north-south direction and 1,500 feet east-west. The resource is open for possible expansion in several areas.

Midway's 2008 work included a ground gravity survey completed during the first quarter and field mapping that is underway to help guide exploration in the zone between Big Cyndi and Afgan. No additional work was completed in the third quarter.

Gold Rock, White Pine County, Nevada

Gold Rock is sediment hosted gold system located on the southern end of the Battle Mountain-Eureka gold trend, approximately 15 miles southeast of Midway's Pan Project. The property includes and surrounds the Easy Junior open pit gold mine operated by Alta Bay in the 1990s. Midway controls approximately 14 square miles of mineral rights by a lease of unpatented mining claims.

By the end of the 2008 third quarter 3,525 feet of reverse circulation drilling (11 holes) were completed on the south end of the Anchor Rock target. Results of that drill program did not produce any significant intercepts, although 4 holes failed to reach target depths due to karst development at the limestone-shale contact.

During the third quarter compilation of historic drilling (577 holes, 224,985 feet) was completed and validated by Midway. This information will be used to develop a three dimensional geologic and gold model for the property. Continued geologic mapping, soil and rock chip sampling are currently in progress at Gold Rock. This work will help develop the future drill plans.

Carlin Gold Trend

Maggie Creek, Eureka County, Nevada

Midway abandoned the Maggie Creek project in the second quarter 2008.

Maiden Gold project, Montana

On April 4, 2008 Midway entered into a mineral lease agreement for patented mining claims and unpatented mining claims located in Fergus County, Montana. Midway paid US\$55,000 and would have been required to make ongoing annual minimum royalty payments. Midway was not able to secure the rest of the necessary property package and abandoned this effort and wrote off the \$55,552 in total acquisition costs.

Results of operations for the nine months ended September 30, 2008 compared to the nine months ended September 30, 2007

The net loss for the nine months ended September 30, 2008 was \$10,927,687 (2007 – \$8,335,899). The increase in net loss was due primarily to increased exploration expenses on the Company's Nevada projects, the effects of an unrealized foreign exchange loss and a non-cash investment write down.

Significant differences in costs between the periods are as follows:

Exploration expenses in the nine months ended September 30, 2008 was \$8,599,936 (2007 – \$8,191,603). The details of the expenses in each period may be found in the schedule to the unaudited consolidated interim financial statements. In the nine months ended September 30, 2008 \$1,520,454 (2007 – \$1,563,405) was spent at the Midway project, \$4,765,477 (2007 - \$5,055,011) at the Spring Valley project, \$1,609,248 (2007 - \$1,491,927) at the Pan Project; and a total of \$704,757 (2007 - \$81,260) on the Maggie Creek, Thunder Mountain, Afgan, Gold Rock, Burnt Canyon, Golden Eagle, Maiden Gold projects and on investigation of other potential acquisitions. Exploration levels are determined by the success of previous exploration programs on each project and cash available to fund additional programs. Exploration salaries and labor include the non-cash estimated fair value of stock based compensation for stock options granted to technical employees in the period of \$271,784 (2007 - \$179,802).

Included in consulting fees was \$67,500 (2007 - \$87,500) paid to Golden Oak Corporate Services, a company wholly owned by Doris Meyer, the Company's Chief Financial Officer and Corporate secretary for financial reporting and corporate compliance services. Fees paid in 2007 included the extra work involved in registering the Company with the United States Securities and Exchange Commission and listing the Company's shares for trading on NYSE Alternext (formerly, the American Stock Exchange).

Investor relations and travel costs combined were \$216,161 for the nine months ended September 30, 2008 (2007 - \$267,631). Management participated in several investor shows in North America. Midway has focussed its investor relations efforts on increasing the market's awareness of Midway by travelling to meet potential investors and attendance at industry investor shows.

Professional fees paid to lawyers and auditors increased in the quarter ended September 30, 2008. The majority of the \$256,402 fees in the three months ended September 30, 2008 related to the failed business combination with Golden Predator Mines Inc. discussed in note 9 to the interim consolidated financial statements. The fees in the comparative period were primarily related to the Company's registration as a reporting issuer with the United States Securities and Exchange Commission and its dual listing on the NYSE Alternext (formerly, the American Stock Exchange). The Company's ongoing reporting requirements in Canada and the USA require increased involvement by both counsel and the auditors.

Salary payments are to Midway's staff based in Helena, Montana. The category includes the estimated fair value of stock based compensation for stock options granted and vested to employees, directors and officers in the period of \$225,637 (2007 - \$1,138,231).

The Company considers that the decline in market value of the investment in common shares and share purchase warrants of Rye Patch met the characteristics of an "other than temporary impairment" and adjustments to fair value of \$510,000 were recorded in earnings as investment write-down.

Interest income has declined with the Company's lower cash balances and the reduction in interest rates. The income tax recovery of \$647,000 (2007 - \$655,000) and an unrealized foreign exchange loss (gain) of \$572,209 (2007 – \$(1,334,000)) included in the foreign exchange loss (gain) of \$506,647 (2007 – \$(1,177,085)) relate to the US dollar denominated future income tax liability recorded upon the acquisition of Pan-Nevada.

Summary of Quarterly Results (Unaudited)

	Sept 2008	June 2008	March 2008	Dec 2007	Sept 2007	June 2007	March 2007	Dec 2006
\$(000's) except per share amounts								
Revenue from the sale of minerals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Net loss	3,682	4,261	2,984	2,330	3,547	3,404	1,385	1,834
Net loss per share, basic and diluted	0.06	0.08	0.06	0.05	0.08	0.08	0.04	0.06

Notes and Factors Affecting Comparability of Quarters:

- (1) The Company is a mineral exploration company at the development stage and has no operating revenues. Exploration costs fluctuate between periods depending on results of each successive phase on each project and the Company's ability to fund exploration.
- (2) Stock based compensation costs are a non-cash expense and represent an estimate of the fair value of stock options granted. These expenses are often the largest item included in the Statement of Operations and they represent a significant source of variation in loss from quarter to quarter. Stock based compensation is allocated between salaries and benefits and mineral exploration expenditures.
- (3) Costs for the June 30 quarter tend to be higher due to printing and mailing of shareholder material for the Company's annual general meeting and costs of conducting this meeting.
- (4) Costs for the December 31 quarter also tend to be higher due to accruals for the annual audit.
- (5) The effect of the change in accounting policy to expense all exploration expenses instead of capitalizing them was taken in the fourth quarter of 2006 in this MD&A and the net loss shown for each quarter is as previously reported.

Liquidity and Capital Resources

The Company began the 2008 year with cash and cash equivalents of \$8,325,280. During the nine months ended September 30, 2008, the Company expended \$9,894,728 on operations, invested a total of \$3,846,589 in mineral property and equipment, and raised \$5,152,889 from the issue of shares for cash and received \$2,000,000 from the issue of a promissory note to end at September 30, 2008, with cash and cash equivalents of \$1,736,852.

The Company had a working capital deficit at September 30, 2008 of \$523,330 compared to working capital surplus of \$8,004,682 at December 31, 2007.

We have no revenues from operations, and should we wish to maintain our exploration and development programs or acquire additional mineral exploration projects and fund exploration programs on those newly acquired projects, we will need to raise additional funds.

To date, we have had negative cash flows from operations and we have been dependent on sales of our equity securities and debt financing to meet our cash requirements. We expect this situation to continue for the foreseeable future. We anticipate that we will have negative cash flows during the next twelve-month period ended September 30, 2009.

We incurred a loss of \$3,682,170 for the three-month period ended September 30, 2008. As we do not have the funds necessary to cover our projected operating expenses for the next twelve month period, we will be required to raise additional funds through the issuance of equity securities or through debt financing. There can be no assurance that we will be successful in raising the required capital or that actual cash requirements will not exceed our estimates. We intend to fulfill any additional cash requirement through the sale of our equity securities.

Given that we are an exploration stage company and have not generated revenues to date, our cash flow projections are subject to numerous contingencies and risk factors beyond our control, including exploration and development

risks, competition from well-funded competitors, and our ability to manage growth. We can offer no assurance that our company will generate cash flow sufficient to meet our cash flow projections or that our expenses will not exceed our projections. If our expenses exceed estimates, we will require additional monies during the next twelve months to execute our business plan.

Recently, the poor conditions in the U.S. housing market and the credit quality of mortgage backed securities have continued and worsened in 2008, causing a loss of confidence in the broader U.S. and global credit and financial markets and resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. These disruptions in the current credit and financial markets have had a significant material adverse impact on a number of financial institutions and have limited access to capital and credit for many companies. These disruptions could, among other things, make it more difficult for us to obtain, or increase our cost of obtaining, capital and financing for our operations. Our access to additional capital may not be available on terms acceptable to us or at all.

As we expect our reliance on equity financings to continue into the future, these current market conditions could make it difficult or impossible for us to raise necessary funds to meet our capital requirements. If we are unable to obtain financing through equity investments, we will seek multiple solutions including, but not limited to, credit facilities, debenture issuances, or the sale of properties.

There are no assurances that we will be able to obtain funds required for our continued operation. There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain additional financing on a timely basis, we will not be able to meet our other obligations as they become due and we will be forced to scale down or perhaps even cease the operation of our business.

There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon obtaining further financing. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current stockholders.

On November 12, 2008 the Company closed a non-brokered private placement and has issued 12,500,000 units at a price of \$0.22 per unit for proceeds of \$2.75 million. Each unit comprised one common share and one common share purchase warrant exercisable for one common share at a price of \$0.28 for a term of six months. The common shares and any common shares issued pursuant to the exercise of share purchase warrants are subject to a six-month hold period.

On July 17, 2008, the Golden Predator Mines Inc. and Midway Gold Corp. announced that the two companies entered into a term sheet describing the principal terms of a proposed business combination. On September 15, 2008 the term sheet expired and the business combination did not proceed.

Pursuant the term sheet, Golden Predator agreed to provide a loan facility of \$5 million to Midway that could be drawn in installments of \$1 million. On August 28, 2008 Golden Predator advanced \$2 million of the facility to Midway. In exchange for the advance Midway issued a promissory note that will mature with interest at prime plus 2% on July 16, 2009.

On November 12, 2008 the Company and Golden Predator mutually agreed to release each other from all matters related to the Term Sheet, remove all restrictions and reporting obligations for the use of proceeds of the promissory note and the Company agreed to early pay Golden Predator \$1,000,000 of the promissory note together with interest accrued to that date. Finally the Company agreed that 50% of the proceeds of any warrants exercised pursuant to the private placement closed on November 12, 2008 will be applied to the remaining \$1,000,000 owed on the promissory note until it is paid. Otherwise the promissory note will be paid when it matures.

In the nine months ended September 30, 2008, we issued a total of 479,000 common shares pursuant to the exercise of stock options for cash proceeds of \$733,250, 108,500 common shares pursuant to the exercise of share purchase warrants for cash proceeds of \$154,999, 1,421,500 common shares at \$2.00 per common share for proceeds of \$2,843,000 by way of a private placement and 600,000 common shares for proceeds of \$1,537,950 (US\$1,500,000)

by way of a private placement the proceeds of which were used to acquire a 75% interest in the Golden Eagle project in Washington. The Company incurred \$116,310 in share issue costs.

As of November 1, 2008, there are 3,367,500 stock options at prices ranging from \$0.80 to \$3.36 outstanding. While it is probable that some of these options will be exercised, it is not possible to predict the timing or the amount of funds which might be received.

Contractual Obligations

There are no contractual obligations other than those described in the notes to the unaudited interim consolidated financial statements.

Off-balance sheet arrangements

There are no off balance sheet arrangements.

Inflation

We do not believe that inflation has had a significant impact on our consolidated results of operations or financial condition.

Environmental Compliance

Our current and future exploration and development activities, as well as our future mining and processing operations, are subject to various federal, state and local laws and regulations in the countries in which we conduct our activities. These laws and regulations govern the protection of the environment, prospecting, development, production, taxes, labor standards, occupational health, mine safety, toxic substances and other matters. We expect to be able to comply with those laws and do not believe that compliance will have a material adverse effect on our competitive position. We intend to obtain all licenses and permits required by all applicable regulatory agencies in connection with our mining operations and exploration activities. We intend to maintain standards of environmental compliance consistent with regulatory requirements.

Midway has an obligation to reclaim its properties after the surface has been disturbed by exploration methods at the site. As of September 30, 2008, we have accrued US\$70,466 related to reclamation and other closure requirements at our properties, unchanged from December 31, 2007. These liabilities are covered by a combination of surety bonds and restricted cash totaling \$452,338 at September 30, 2008 (December 31, 2007 - \$349,239). We have accrued as a current liability what management believes is the present value of our best estimate of the liabilities as of September 30, 2008; however, it is possible that our obligations may change in the near or long term depending on a number of factors.

Critical accounting policies

Critical accounting estimates used in the preparation of the financial statements include our estimate of recoverable value on our property, plant and equipment, site reclamation and rehabilitation as well as the value assigned to stock-based compensation expense. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of our control.

The factors affecting stock-based compensation include estimates of when stock options might be exercised and the stock price volatility. The timing for exercise of options is out of our control and will depend, among other things, upon a variety of factors including the market value of Midway shares and financial objectives of the holders of the options. We used historical data to determine volatility in accordance with Black-Scholes modeling, however the future volatility is inherently uncertain and the model has its limitations. While these estimates can have a material impact on the stock-based compensation expense and hence results of operations, there is no impact on our financial condition.

Midway's recoverability evaluation of its mineral properties and equipment is based on market conditions for minerals, underlying mineral resources associated with the assets and future costs that may be required for ultimate realization through mining operations or by sale. Midway is in an industry that is exposed to a number of risks and uncertainties, including exploration risk, development risk, commodity price risk, operating risk, ownership and political risk, funding and currency risk, as well as environmental risk. We have considered the mineral resource reports by independent engineers on the Midway, Spring Valley, Pan and Afgan projects in considering the recoverability of the carrying costs of the mineral properties. All of these assumptions are potentially subject to change, out of our control, however such changes are not determinable. Accordingly, there is always the potential for a material adjustment to the value assigned to mineral properties and equipment.

Midway has an obligation to reclaim its properties after the surface has been disturbed by exploration methods at the site. As a result Midway has recorded a liability for the fair value of the reclamation costs it expects to incur. The Company estimated applicable inflation and credit-adjusted risk-free rates as well as expected reclamation time frames. To the extent that the estimated reclamation costs change, such changes will impact future reclamation expense recorded.

Statement of Financial Accounting Standards No. 157, *Fair Value Measurements* ("SFAS 157"), clarifies the definition of fair value, establishes a framework for measuring fair value, and expands the disclosures on fair value measurements. We have adopted SFAS 157 and FASB Staff Position FAS 157-2: *Effective Date of FASB Statement No. 157* effective January 1, 2008. The adoption of SFAS 157 for financial instruments as required at January 1, 2008 did not have a material effect on our consolidated financial statements; however, we are required to provide additional disclosure as part of our consolidated financial statements. We will adopt SFAS 157 for non-financial assets and non-financial liabilities on January 1, 2009 as required and do not expect the provisions to have a material effect on our consolidated financial statements.

SFAS 157 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

The valuation of our investments in marketable securities include available for sale securities. The Company's Level 1 assets include the valuation of the common shares available for sale with no trading restrictions as determined using a market approach based upon unadjusted quoted prices for identical assets in an active market. Level 1 assets also include the valuation of warrants that are considered derivatives and are marked to market each reporting period based upon unadjusted quoted prices for identical assets in active markets. The Company's Level 2 assets include the valuation of common shares with trading restrictions that will be removed within one year of the financial period reporting date as determined using a market approach and based upon quoted prices for identical assets in an active market adjusted by a discount to market comparable to the discount allowed by the TSX Venture Stock Exchange for private placements.

Financial Instrument	Quoted prices in active markets for identical assets	Significant other observable inputs	Significant unobservable inputs	Total
	Level 1	Level 2	Level 3	
Available-for-sale securities	\$240,000	\$120,000	\$-	\$360,000
Derivatives	100,000	-	-	100,000
Total	\$340,000	\$120,000	-	\$460,000

In February 2007, the FASB issued FAS No. 159 "The Fair Value Option for Financial Assets and Financial Liabilities" including an amendment of FASB Statement No. 115. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. This Statement applies to all entities, including not-for-profit organizations. Most of the provisions of this Statement apply only to entities that elect the fair value option. FAS No. 159 is effective for fiscal years beginning after November 15, 2007, and interim periods

within those fiscal years, and is applicable beginning in the Company's first quarter beginning January 1, 2008 and it had no material impact on the consolidated financial statements.

Recent United States Accounting Pronouncements

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("FAS 141R"), which replaces FAS 141 and SFAS No. 160, "Non-controlling Interest in Consolidated Financial Statements", an amendment of ARB No. 51 ("FAS 160"). FAS 141R establishes principles and requirements for how an acquirer in a business combination recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, and any controlling interest; recognizes and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination. FAS 160 requires retroactive adoption of the presentation and disclosure requirements for existing minority interests. FAS 141R and FAS 160 shall be applied prospectively on or after an entity's fiscal year that begins on or after December 15, 2008. The Company is currently assessing the impact that FAS 141R and FAS 160 will have on its consolidated financial statements but does not expect that it will have a material impact on the consolidated financial statements.

Related Party Transactions

The Company had the following related party transactions for the nine months ended September 30, 2008 and 2007 respectively.

	September, 2008	September, 2007
Consulting services paid to a company owned by an officer of the Company	\$ 67,500	\$ 87,500
Recovery of office costs from a company managed by common directors and officers	(22,348)	(8,654)
Shares issued to a director pursuant to the Gold Rock property agreement – 30,000 common shares	88,500	nil

These transactions are in the normal course of business and are measured at the exchange amount which is the consideration established and agreed to by the related parties.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Although Midway is exposed to market risk with respect to its ownership of the Rye Patch common shares, including any common shares issuable pursuant to the exercise of the Rye Patch warrants, it believes that the effect of this risk on Midway's business is not significant.

Other than as described, we have no debt instruments subject to interest payments, sales contracts, swaps, derivatives, or forward agreements or contracts, or inventory. On August 28, 2008, the Company issued Golden Predator Mines Inc. ("Golden Predator") a promissory note for \$2 million pursuant to a draw against a \$5 million loan facility established with them. The promissory note bears interest at the rate of prime reported by the HSBC plus 2%. The Company will not be able to make any further draws against this facility and intends to settle it before the note matures on July 16, 2009 from the sale of equity securities. As discussed in Liquidity and Capital Resources the Company closed a non-brokered private placement on November 12, 2008 for proceeds of \$2.75 million. On November 12, 2008 the Company and Golden Predator mutually agreed to release each other from all matters related to the Term Sheet, remove all restrictions and reporting obligations for the use of proceeds of the promissory note and the Company agreed to early pay Golden Predator \$1,000,000 of the promissory note together with interest accrued to that date. Finally the Company agreed that 50% of the proceeds of any warrants exercised pursuant to the private placement closed on November 12, 2008 will be applied to the remaining \$1,000,000 owned on the promissory note until it is paid. Otherwise the promissory note will be paid when it matures.

Midway has no currency or commodity contracts, and we do not trade in such instruments.

Midway has no cash flow or revenue from operations. Our operating funds are currently provided by equity issuances. We have to date always raised funds in Canadian dollars although we incur the majority of our expenditures in Canadian and United States dollars. The shares of Midway are listed for trading on AMEX and TSX.V and accordingly our ability to raise equity funds and the price at which such issues are sold is directly related to the activity and price of our shares on such exchanges. In addition, as we incur expenditures in both Canadian and United States currencies we have exposure to foreign currency gains or losses. We do not currently enter into any contracts or arrangements to hedge against currency fluctuations.

We periodically access the capital markets with the issuance of new shares to fund operating expenses, and we do not maintain significant cash reserves over periods of time that could be materially affected by fluctuations in interest rates or foreign exchange rates.

Item 4. Controls and Procedures.

Disclosure Controls and Procedures

As of the end of the period covered by this report (the "Evaluation Date"), we carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer ("CEO") and the Company's Chief Financial Officer ("CFO"), of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rule 13a-15(e) of the United States Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, the CEO and CFO concluded that as of the Evaluation Date, the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15) were adequately designed and effective in ensuring that: (i) information required to be disclosed by the Company in reports that it files or submits to the Securities and Exchange Commission under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in applicable rules and forms and (ii) material information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow for accurate and timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

During the period covered by this report, there were no changes to internal control over financial reporting that materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Neither we nor any of our properties is currently subject to any material legal proceedings or other regulatory proceedings.

Item 1A. Risk Factors.

There are no material changes, except as disclosed below, from the risk factors previously disclosed in Midway's Form 10-K filed on March 28, 2008 with the SEC.

Recent market events and conditions, including disruptions in the U.S. and international credit markets and other financial systems and the deterioration of the U.S. and global economic conditions, could, among other things, impede access to capital or increase the cost of capital, which would have an adverse effect on our ability to fund our working capital and other capital requirements.

In 2007 and into 2008, the U.S. credit markets began to experience serious disruption due to a deterioration in residential property values, defaults and delinquencies in the residential mortgage market (particularly, subprime and non-prime mortgages) and a decline in the credit quality of mortgage backed securities. These problems led to a slow-down in residential housing market transactions, declining housing prices, delinquencies in non-mortgage consumer credit and a general decline in consumer confidence. These conditions continued and worsened in 2008,

causing a loss of confidence in the broader U.S. and global credit and financial markets and resulting in the collapse of, and government intervention in, major banks, financial institutions and insurers and creating a climate of greater volatility, less liquidity, widening of credit spreads, a lack of price transparency, increased credit losses and tighter credit conditions. Notwithstanding various actions by the U.S. and foreign governments, concerns about the general condition of the capital markets, financial instruments, banks, investment banks, insurers and other financial institutions caused the broader credit markets to further deteriorate and stock markets to decline substantially. In addition, general economic indicators have deteriorated, including declining consumer sentiment, increased unemployment and declining economic growth and uncertainty about corporate earnings.

These unprecedented disruptions in the current credit and financial markets have had a significant material adverse impact on a number of financial institutions and have limited access to capital and credit for many companies. These disruptions could, among other things, make it more difficult for us to obtain, or increase our cost of obtaining, capital and financing for our operations. Our access to additional capital may not be available on terms acceptable to us or at all.

We have requirements for and there is uncertainty of access to additional capital. At September 30, 2008 we had cash and cash equivalents of \$1,736,852 and a working capital deficit of \$523,330. We will continue to incur exploration costs to fund our plan of operations and intend to fund our plan of operations from working capital and equity subscriptions. Ultimately, our ability to continue our exploration activities depends in part on our ability to commence operations and generate revenues or to obtain financing through joint ventures, debt financing, equity financing or some combination of these or other means. There can be no assurance that we will be able to obtain any such financing.

We have no cash flow from operations and depend on equity financing for our operations.

Our current operations do not generate any cash flow. Any work on our properties may require additional equity financing. If we seek funding from existing or new joint venture partners, our project interests will be diluted. If we seek additional equity financing, the issuance of additional shares will dilute the current interests of our shareholders. We may not be able to obtain additional funding to allow us to fulfill our obligations on existing exploration properties. Our failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and the possible partial or total loss of our potential interest in certain properties or dilution of our interest in certain properties which would have a material adverse effect on our business.

Item 2. Unregistered Sale of Equity Securities and Use of Proceeds.

Since the beginning of the period covered by this report, except as provided below, we previously reported all issuances of unregistered equity securities on current reports filed on Form 8-K.

In the nine months ended September 30, 2008, we issued 108,500 common shares pursuant to the exercise of share purchase warrants for cash proceeds of \$154,999. The shares were issued in a private transaction not involving a public offering pursuant to exemptions available under Rule 506 of Regulation D and/or Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act"), and in offshore transactions pursuant to the exclusion available under Regulation S of the Securities Act.

On November 12, 2008 the Company closed a non-brokered private placement and has issued 12,500,000 units at a price of \$0.22 per unit for proceeds of \$2.75 million. Each unit comprised one common share and one common share purchase warrant exercisable for one common share at a price of \$0.28 for a term of six months. The common shares and any common shares issued pursuant to the exercise of share purchase warrants are subject to a six-month hold period. The shares were issued in a private transaction not involving a public offering pursuant to exemptions available under Rule 506 of Regulation D and/or Section 4(2) of the Securities Act, and in offshore transactions pursuant to the exclusion available under Regulation S of the Securities Act.

Item 3. Default Upon Senior Securities.

None.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

Item 5. Other information.

None.

Item 6. Exhibits.

Documents filed as part of this Quarterly Report on Form 10-Q or incorporated by reference:

Exhibit Number	Description
3.1	Notice of Articles, previously filed with the initial registration statement on Form S-1 filed with the Securities and Exchange Commission on August 6, 2007 and incorporated herein by reference.
3.2	Articles, previously filed with the initial registration statement on Form S-1 filed with the Securities and Exchange Commission on August 6, 2007 and incorporated herein by reference.
10.1	Letter of Intent with Kinross, dated May 28, 2008
10.2	Letter of Intent with Hecla dated July 28, 2008
10.3	Term Sheet with Barrick Gold Exploration, Inc. dated October 17, 2008
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-15(f) of the Exchange Act
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-15(f) of the Exchange Act
32.1	Certification of Chief Executive Officer pursuant to Rule 13a or 15(d) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to Rule 13a or 15(d) of the Exchange Act and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to 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.

MIDWAY GOLD CORP.

November 14, 2008

By: /s/ Alan D. Branham
Alan D. Branham
President, Chief Executive Officer and Director
(Principal Executive Officer)

November 14, 2008

By: /s/ Doris A. Meyer
Doris Meyer
Chief Financial Officer and Corporate Secretary
(Principal Financial and Accounting Officer)

Certifications

I, Alan D. Branham, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Midway Gold Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a – 15 (f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 14, 2008

/s/ Alan D. Branham
Alan D. Branham
President, Chief Executive Officer and Director
(Principal Executive Officer)

Certifications

I, Doris Meyer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Midway Gold Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a – 15 (f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 14, 2008

/s/ Doris A. Meyer
Doris Meyer
Chief Financial Officer and Corporate Secretary
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Midway Gold Corp. (the "Company") does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2008 (the "Report") that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 14, 2008

/s/ Alan D. Branham
Alan D. Branham
President, Chief Executive Officer and Director
(Principal Executive Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code), the undersigned officer of Midway Gold Corp. (the "Company") does hereby certify with respect to the Quarterly Report of the Company on Form 10-Q for the period ended September 30, 2008 (the "Report") that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 14, 2008

/s/ Doris Meyer
Doris Meyer
Chief Financial Officer and Corporate Secretary
(Principal Financial and Accounting Officer)

The foregoing certification is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (Section 1350 of Chapter 63 of Title 18 of the United States Code) and is not being filed as part of the Report or as a separate disclosure document.